

**Annual Report & Accounts
2013-2014**



**Energy Development
Company Limited**

19TH
ANNUAL REPORT & ACCOUNTS
2013 - 2014



**ENERGY DEVELOPMENT
COMPANY LIMITED**

Annual General Meeting on Thursday,
the 18th day of September, 2014 at
1:30 P.M. at Harangi Hydro Electric
Project, Vill. - Hulugunda, Taluka -
Somawarpet, District - Kodagu,
Karnataka - 571 233.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman

Mr. Amar Singh
(*Non-Executive*)

Executive Director

Mr. Sanjiv Saraf

Directors

Mr. Gouri Prasad Goenka
Mrs. Pankaja Kumari Singh
Mr. Sanjay Kumar Gupta
Mr. Vijoy Kumar
Mr. Tarun Chaturvedi
Mr. Anil Gupta (w.e.f. 11.08.2014)

Company Secretary

Mr. Prem Chand Kankaria

Statutory Auditors

M/s. Lodha & Co.
Chartered Accountants

Registered Office

Harangi Hydro Electric Project
Village - Hulugunda, Taluka - Somawarpet
District - Kodagu, Karnataka - 571 233
Phone : (08276) 277040; Fax : (08276) 277012
E-mail : edclhhep@gmail.com
www.edclgroup.com
CIN : L85110KA1995PLC017003

Corporate Office

EDCL HOUSE
1A, Elgin Road, Kolkata - 700 020
Phone : (033) 3053 4983 / 4990
Fax : (033) 2290 3298
E-mail : secretarial@edclgroup.com
Website : www.edclgroup.com

Audit Committee

Mr. Sanjay Kumar Gupta (*Chairman*)
Mr. Sanjiv Saraf
Mr. Vijoy Kumar
Mr. Tarun Chaturvedi

Stakeholders Relationship Committee

Mrs. Pankaja Kumari Singh (*Chairperson*)
Mr. Amar Singh
Mr. Sanjiv Saraf

Nomination and Remuneration Committee

Mr. Sanjay Kumar Gupta (*Chairman*)
Mr. Vijoy Kumar
Mr. Tarun Chaturvedi

Principal Bankers

Allahabad Bank
ICICI Bank Limited
State Bank of India
The Federal Bank Limited
The Ratnakar Bank Limited
Yes Bank Limited

Registrar & Share Transfer Agent

Niche Technologies Private Limited
D-511, Bagree Market, 5th Floor
71, Biplabi Rash Behari Basu Road
Kolkata – 700 001
Phone : (033) 2235 7270 / 7271
E-mail : nichetechpl@nichetechpl.com

**Stock Exchanges where Company's
Shares are listed**

Bombay Stock Exchange Limited
National Stock Exchange of India Limited



NOTICE TO THE MEMBERS

Notice is hereby given that the 19th Annual General Meeting of the Members of the Company will be held on Thursday, the 18th day of September, 2014 at 01:30 P.M. at the Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233 to transact the following businesses :

ORDINARY BUSINESSES :

1. To consider and adopt the financial statement of the Company for the financial year ended 31st March, 2014 along with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended on 31st March, 2014.
3. To appoint a Director in place of Mrs. Pankaja Kumari Singh (DIN : 00199454), who retires by rotation at this Annual General Meeting, and being eligible has offered herself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Kumar Gupta (DIN : 01538117), who retires by rotation at this Annual General Meeting, and being eligible has offered himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. Lodha & Co., Chartered Accountants, 14 Government Place East, Kolkata - 700 069, (Firm Registration No. 301051E) be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company to be held in the calendar year 2017 (subject to ratification by the members at 20th and 21st Annual General Meetings) and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditor plus reimbursement of out-of-pocket expenses actually incurred by the Auditor at the time of performing their duties."

SPECIAL BUSINESSES :

6. To approve the remuneration of the Cost Auditors for the financial year ending on 31st March, 2015 and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. N. Radha Krishnan & Co., Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2015, at a remuneration of ₹ 40,000 (Rupees forty thousand) plus service tax and reimbursement of out of pocket expenses, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Tarun Chaturvedi (DIN : 02309045) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Mr. Tarun Chaturvedi (DIN: 02309045), in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2019."

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Tarun Chaturvedi be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

8. To appoint Mr. Vijoy Kumar (DIN : 02970626) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution** :



"RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Mr. Vijoy Kumar (DIN : 02970626) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2019."

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, Mr. Vijoy Kumar be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

9. **To appoint Mr. Gouri Prasad Goenka (DIN : 00030302) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Mr. Gouri Prasad Goenka (DIN : 00030302) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2019."

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, Mr. Gouri Prasad Goenka be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

10. **To appoint Mr. Anil Gupta (DIN : 00079399) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, approval be and is hereby accorded to the appointment of Mr. Anil Gupta (DIN : 00079399) in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2019."

"RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, Mr. Anil Gupta be paid such fees and remuneration as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

11. **To re-appoint Mr. Sanjiv Saraf (DIN : 00506650) as Executive Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following as a Special Resolution :**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and all other applicable provisions of the Companies Act, 2013 approval of the Company be and is hereby accorded for the re-appointment and remuneration of Mr. Sanjiv Saraf, (DIN : 00506650) as 'Whole-Time Director' designated as 'Executive Director' (liable to retire by rotation) of the Company, for a period of 3 (three) years with effect from 1st April, 2014 on the following terms and conditions :-

Salary :

- Basic Salary :** ₹ 2,50,000/- per month with annual increment (first time with effect from April 01, 2014) upto 30% of basic salary, as may be decided by the Board.
- Performance Incentive :** Performance incentive shall be ₹ 50,000/- per month.
- Allowances :**
 - Residential Accommodation :** The Company shall pay ₹ 60,000/- per month for rent free accommodation cost for occupation by self and family.



(ii) Leave Travel Allowance : Leave travel allowance shall be one month's basic salary i.e. ₹ 2,50,000/- only.

(iii) Medical Allowance : Medical Allowance shall be one month's basic salary i.e. ₹ 2,50,000/- only.

d) Perquisites & Benefits :

(i) Gratuity : Gratuity shall be paid equal to half month's salary for each completed year of service.

(ii) Personal Accident Insurance : Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

(iii) Leave and Leave Encashment : In accordance with the Rules of the Company or as decided by the Board.

(iv) Car : The Company shall provide fully maintained two cars with driver / reimbursement of driver's salary, as per the Rules of the Company.

(v) Communication facilities : Expense incurred towards Mobile, Telephone / Telefax and other suitable communication facilities, at the residence will be reimbursed, as per the Rules of the Company.

(vi) Club Fees : Annual Membership fees of 2 Clubs and expenses incurred thereat, excluding admission fees.

(vii) Others : Such other perquisites, benefits and allowances in accordance with the Rules of the Company or as decided by the Board.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated, as per the provisions of Income Tax Act, 1961 and the Rules made thereunder, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

e) Overall Remuneration :

The aggregate of salary and perquisites / allowances, in any financial year shall not exceed the limits prescribed, from time to time under 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being in force.

f) Minimum Remuneration :

In case of loss or inadequacy of profits in any financial year, during the tenure of his service, the payment of salary and perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

Other Terms and Conditions :

As long as Mr. Sanjiv Saraf, functions as Executive Director of the Company, no sitting fee will be paid to him for attending the Meetings of the Board of Directors or Committee thereof.

The Executive Director shall not become interested or otherwise concerned directly or through his wife and / or minor children, in any selling agency of the Company, without the prior approval of the Central Government, wherever applicable.

Mr. Saraf can take up directorship / membership of any Company / organization / committees set up by any body corporate / authorities, so long as it does not conflict with the interest of the Company.

Either party shall be entitled to terminate the appointment at any time by giving to the other party 180 days notice in writing or salary in lieu thereof."

"RESOLVED FURTHER THAT any alteration / variation in aforesaid terms and conditions including remuneration can be made from time to time in accordance with the rules and practices of the Company, which shall not exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 and the Rules made thereunder and such alteration/ variation shall deem to have the consent of Board of Directors of the Company."

"RESOLVED FURTHER THAT Mr. Prem Chand Kankaria, Company Secretary be and is hereby authorized to do all such other acts, deed and things as may be required in connection with the above and to give effect to the above resolution."

By Order of the Board

For Energy Development Company Limited

Sd/-

Prem Chand Kankaria
(Company Secretary)

Date : 11th August, 2014

Corporate Office :

"EDCL House"

1A, Elgin Road, Kolkdata - 700 020



NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 3) Brief resume of Directors seeking appointment / re-appointment at the Meeting alongwith details of their other Directorships and shareholding in the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are provided as an annexure to this Notice.
- 4) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from 16.09.2014 to 18.09.2014 (both days inclusive) for the purpose of payment of final dividend, if approved by the Members at the Meeting, for the year ended on 31st March, 2014.
- 6) The dividend, as recommended by the Board, if approved by the Members at the Meeting, will be paid on or after 18.09.2014 to those Members or their mandates whose names are registered on the Company's Register of Members:
- a) As Beneficial Owners as at the end of business on 15.09.2014 as per the lists to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
 - b) As members in the Register of Members of the Company after giving effect to all valid share transfers in physical form, which are lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before 15.09.2014.
- 7) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, all unclaimed dividends till the financial years 2005-2006 and 2006-2007 have already been transferred to the Investor Education and Protection Fund (IEPF) and all subsequent unpaid / unclaimed dividends will be transferred to the said Fund from time to time. Shareholders who have not yet encashed their dividend warrant(s) relating to the financial year 2007-2008 to 2012-2013 are therefore, advised to approach the Company for the payment thereof.
- 8) The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company confirms that it has paid Annual Listing Fees to the said Exchanges for the year 2014-2015.
- 9) Members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, email ID etc. to the Company's Registrar & Share Transfer Agent. Members holding shares in dematerialized form are requested to furnish this information to their respective depository participants for updation of the records.
- 10) Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 11) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
- 12) The SEBI has vide Circular no. MRD/DoP/Cir-05/2009 dated 20th May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or its RTA.



- 13) The Securities and Exchange Board of India (SEBI) has made it mandatory for all the Companies to use bank details furnished by the Investors for distributing Dividends or other cash benefits through National Electronic Clearing Services (NECS). In the absence of NECS facility, Companies are required to print the bank details on the payment instrument for distribution of dividend. Members holding shares in physical mode are requested to provide their bank details to the RTA in the NECS Mandate form, which is being sent along with the Annual Report. Whereas, members holding shares in demat mode are requested to record the same with their respective Depository Participant(s).
- 14) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 15) All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office at Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233 on all working days, between 10.00 A.M. to 1.00 P.M. till 18.09.2014.
- 16) Pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules of the Act and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Ltd. (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 14.08.2014. (Cut-off date fixed for this purpose). The e-voting period will commence on 10:00 A. M. on Friday the 12th day of September, 2014 and will end at 6:00 P. M. on Sunday, the 14th day of September, 2014. The Company has appointed Mr. Ashok Kumar Daga, Practising Company Secretary to act as the Scrutinizer for conducting the scrutiny of the votes cast.

17) VOTING THROUGH ELECTRONIC MEANS

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting.
- III) The instructions for shareholders voting electronically are as under :
 - (i) The voting period begins on 10:00 A. M. on Friday the 12th day of September, 2014 and will end at 6:00 P. M. on Sunday, the 14th day of September, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID :
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follows the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on cut-off date (record date) of August 14, 2014.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ENERGY DEVELOPMENT COMPANY LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

18. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at daga.ashok@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 14, 2014, upto 6 pm. without which the vote shall not be treated as valid.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th August, 2014.
20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 14th August, 2014.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14th August, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. Shri Ashok Kumar Daga, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of Energy Development Company Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Date : 11th August, 2014

Corporate Office :

"EDCL House"

1A, Elgin Road, Kolkdata - 700 020

By Order of the Board
For **Energy Development Company Limited**

Sd/-

Prem Chand Kankaria
(*Company Secretary*)



Statement Pursuant to Section 102(1) of the Companies Act, 2013 (The Act)

The following Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("The Act"), sets out all material facts relating to the business mentioned at Item Nos. 6 to 11 of the accompanying Notice dated August 11, 2014:

Item No. 6

The Board had on May 29, 2014 on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. Radha Krishnan & Co., the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year ending March 31, 2015 at a remuneration of ₹ 40,000/- plus service tax and reimbursement of out-of-pocket expenses if any. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors for the Financial Year 2014-15 is being sought from the members by way of an Ordinary Resolution as set out at Item No. 6 of the Notice.

The Board recommends the Resolution for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, in the said resolution.

Item No. 7 to 10

Section 149 of the Companies Act, 2013, which came into effect from 1st April 2014, requires every listed Company to have half of the total number of directors as independent directors. As on 31st March 2014, the Board of Directors of the Company comprised Mr. Tarun Chaturvedi, Mr. Vijoy Kumar, Mr. Gouri Prasad Goenka and Mr. Sanjay Kumar Gupta as independent directors pursuant to clause 49 of the listing agreement.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. Accordingly, with the recommendations of the Remuneration and Nomination Committee, the Board of Directors at its meeting held on 11th August, 2014, appointed Mr. Tarun Chaturvedi, Mr. Vijoy Kumar, Mr. Gouri Prasad Goenka, directors and Mr. Anil Gupta who was appointed as an Additional Director in the same meeting, as independent directors of the Company pursuant to section 149, Schedule IV and other applicable provisions, of the Companies Act, 2013, for a consecutive period of 5 years from the conclusion of this Annual General Meeting to the conclusion of the 24th Annual General Meeting of the Company to be held in the calendar year 2019, subject to the approval of shareholders.

Therefore, as required under Schedule IV, appointment of these independent directors is set out in the item 7 to 10 of the Notice for approval of shareholders.

In respect of the appointments of the aforesaid directors, a notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013 and Rules made thereunder has been received by the Company, regarding candidature of the aforesaid directors for the office of the director.

The independent directors have submitted the declaration of independence as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6). The respective appointee is not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website.

The Board is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

Further, in the opinion of the Board, the proposed appointment of independent directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, in the said resolution.

Detailed profiles of independent directors are given below :

1. Mr. Tarun Chaturvedi

Born on 10.12.1971, Mr. Tarun Chaturvedi has done B. Com (Hons) and is a FCA.

He is practicing as a Chartered Accountant for over 18 years. He has vast knowledge, experience and expertise in the field of Accounts, Taxation and Legal Services. He has authored various books on Taxation, Tax Audit and TDS.

**Directorship**

- Tantia Agrochemicals Private Limited
- Energy Development Company Limited
- Nutriindia Foods Private Limited
- Ayyappa Hydro Power Limited
- Edcl - Seppa Marjingla Hydro Electric Private Limited
- Edcl - Seppa Riang Power Private Limited
- Edcl Power Projects Limited
- Edcl - Seppa Nire Hydro Electric Private Limited
- Edcl - Seppa Kawa Power Private Limited
- Edcl - Seppa Jung Power Private Limited
- Edcl - Seppa Beyong Hydro Electric Private Limited
- Edcl - Seppa Dunkho Hydro Electric Private Limited
- Edcl - Seppa Pachuk Power Private Limited
- Edcl - Seppa Lada Hydro Electric Private Limited
- J K Technosoft Limited
- Tantia Constructions Ltd
- Capetown Trading Company Private Limited

Committee Positions

- Energy Development Company Limited
 - i. Audit Committee, Member
 - ii. Nomination and Remuneration Committee, Member

2. Mr. Vijoy Kumar

Born on 19.12.1943, Mr. Vijoy Kumar has done B. Sc. Engineering (Electrical) from BIT Sindri.

He is having vast experience over 48 years in electrical engineering and Hydro Electric Projects. Mr. Vijoy Kumar has held various important positions viz. Former Chairman, UP Electricity Regulatory Commission, Secretary, CEA, New Delhi, Member Secretary, Western Regional Electricity Board (WREB), Northern Regional Electricity Board (NREB), North Eastern Regional Electricity Board (NEREB), Chief Engineer, Distribution, Planing & Development, CEA and Power Department, Gangtok, Government of Sikkin and Ex Director of North Eastern Electric Power Company, Shillong.

Directorship

- Roto Pumps Limited
- Klg Systel Limited
- Lanco Mandakini Hydro Energy Private Limited
- Energy Development Company Limited

Committee Positions

- Energy Development Company Limited
 - i. Audit Committee, Member
 - ii. Nomination and Remuneration Committee, Member

3. Mr. Gouri Prasad Goenka

Born on 11.10.1940, Mr. Gouri Prasad Goenka has done B.Sc. He has been on the Board since 29.07.1999.

Mr. Gouri Prasad Goenka is a renowned industrialist and is holding directorship of prestigious companies.

Directorship

- Duncans Industries Limited
- Stone India Limited



- NRC Limited
- Star Paper Mills Limited
- Jay Shree Tea & Industries Limited
- Energy Development Company Limited

Committee Positions

- Stone India Limited
 - i. Nomination and Remuneration Committee, Member
- Duncans Industries Limited
 - i. Nomination and Remuneration Committee, Member

4. Mr. Anil Gupta

Born on 01.04.1958, Mr. Anil Gupta has done B.Com.

Mr. Anil Gupta has over 30 years of experience in the field of transportation and 12 years in the field of mining.

Directorship

- Indian Roadways Corporation Limited
- IRC Limited
- IRC Leasing & Finance Limited
- Green Gold Plantations Limited
- A K Developers Private Limited
- R D Housing Private Limited
- R. A. Estates Private Limited
- Civcon (1998) Private Limited
- IRC Logistics Limited
- IRC Natural Resources Private Limited
- IRC Infra & Realty Private Limited
- IRC Industries Limited
- Merlin Vinimay Private Limited
- New Light Consultants Pvt Limited
- Osl Irc Enterprises Private Limited
- Irc Commercial Private Limited
- Irc Fishco Private Limited
- Sidhi Vinayak Tradecom Private Limited
- Energy Development Company Limited

Committee Positions

- IRC Limited
 - i. Audit Committee, Member
 - ii. Nomination and Remuneration Committee, Member
- IRC Leasing & Finance Limited
 - i. Audit Committee, Member
 - ii. Nomination and Remuneration Committee, Member

Item No. 11

The Board of Directors of the Company at its Meeting held on 29th May, 2014 had re-appointed Mr. Sanjiv Saraf as 'Whole-Time Director' designated as 'Executive Director' of the Company, for a period of three years with effect from 1st April, 2014 under the



provisions of the Companies Act, 2013 from the expiry of his present term, which expired on 31st March, 2014. The aforesaid re-appointment is subject to the approval of the Members of the Company in General Meeting.

The aforesaid re-appointment has been recommended by the Nomination & Remuneration Committee of the Board and also approved by the Audit Committee of the Board.

The following information is being given to the shareholders as per the requirement of Schedule V to the Companies Act, 2013 :

I. General Information :

- (1) Nature of industry : Power Generation
- (2) Date or expected date of commencement of commercial production : 04.01.1996
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : N/A
- (4) Financial performance based on given indicators : Net Profit of the company for the year was ₹ 22,068,346/- on a turnover of ₹ 387,496,742/-.
- (5) Foreign investments or collaborations, if any : None

II. Information about the appointee :

- (1) Background details : Mr. Sanjiv Saraf (Born on 13.05.1955) has done M.Tech from B.H.U. (Varanasi). He has vast experience of 37 years in Electrical Engineering and Hydro electric Projects.
- (2) Past remuneration : ₹ 48,20,000/- for the Financial Year 2013-14.
- (3) Job profile and his suitability : Mr. Sanjiv Saraf has done M.Tech from B.H.U. (Varanasi). He has vast experience of 37 years in Electrical Engineering and Hydro electric Projects.
- (4) Remuneration proposed : Given in detail in the proposed Resolution.
- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) : Not available
- (6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any : ₹ 871,200/- (Rent paid to Mrs. Indira Saraf, Wife)

III. Other information :

- (1) Reasons of loss or inadequate profits : During the year ended 31st March 2014, the Company has earned a Net Profit of ₹ 22,068,346/- as against total Net Worth of ₹ 1,345,081,211/- out of the total Net worth, a sum of ₹ 1,009,250,000/- has been invested in subsidiary companies (SPVs) for development of Projects. The said investments will yield revenue to the company only after the Projects are developed and start generation which will take time. During the year under consideration, First Phase of the 15 MW Karrikkyam Project was commissioned.
- (2) Steps taken or proposed to be taken for improvement : Efforts are being made to complete the existing contracts as soon as possible to boost the profitability.
- (3) Expected increase in productivity and profits in measurable terms : The business of the company is primarily generation of Electricity and contract business. The generation of electricity depends on rain and wind which is not in any body's hand. Hence, it is not possible to predict increase in productivity and profits in measurable terms.

The appointment is being made in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Your Directors recommend the proposed resolution for your approval.

Mr. Sanjiv Saraf, Executive Director shall be deemed to be concerned or interested in the resolution being the beneficiary. None of the other directors shall be deemed to be concerned or interested, except as shareholders, if any.



ANNEXURE TO THE NOTICE OF 19TH ANNUAL GENERAL MEETING

PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT

(In pursuance of clause 49 of the listing agreement with the stock exchanges)

SL. NO.	PARTICULARS	NAME OF THE DIRECTORS	
		MRS. PANKAJA KUMARI SINGH	MR. SANJAY KUMAR GUPTA
1.	Status of Directorship	Promoter, Non- Executive Director	Non- Executive Director
2.	Relationship between Directors inter-se	Wife of Mr. Amar Singh	—
3.	Date of Birth	25.09.1957	09.04.1964
4.	Date of appointment	05.02.1996	18.03.2002
5.	Qualification	B. A.	B. Com. FCS, ACIS (UK)
6.	Expertise in specific functional areas	She has vast experience in the field of Management & Consultancy for over than two and a half decade.	Mr. Sanjay Kumar Gupta, has been practicing as a Company Secretary for over 25 years. He has authored books on company law and is the past Chairman of the Eastern India Regional Council of the Institute of Company Secretaries of India. He is having vast knowledge, experience and expertise in the field of finance and Corporate Law.
7.	Directorship in other companies	<ul style="list-style-type: none"> EDCL Power Projects Ltd. Sarju Valley Hydel Projects Company Private Limited Eastern Ramganga Valley Hydel Projects Company Private Limited 	<ul style="list-style-type: none"> Wellesley Commercial Company Limited Sunrise DSC Services Private Limited
8.	Chairman(C)/ Member(M) of Committees of the Board of Companies of which she/he is a Director	<ul style="list-style-type: none"> Stakeholders Relationship Committee (C) 	<ul style="list-style-type: none"> Audit Committee (C) Nomination and Remuneration Committee (C)
9.	Number of shares held in the company as on 31.03.2014.	4,68,938 Shares	6,000 Shares
10.	Number of convertible warrants held in the company as on 31.03.2014.	—	—



DIRECTORS' REPORT

To The Shareholders,

Your Directors have pleasure in presenting **NINETEENTH ANNUAL REPORT** and Audited Statements of Accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS & REVIEW OF OPERATIONS

Your Company's financial performance for the year under review is summarized below :

(₹)

Particulars	Consolidated		Standalone	
	Year ended 31.03.2014	Year ended 31.03.2013	Year ended 31.03.2014	Year ended 31.03.2013
Revenue from operations	492,139,870	513,568,010	387,496,742	487,475,616
Other Income	59,688,176	36,063,823	62,714,317	34,693,429
Total Revenue	551,828,046	549,631,833	450,211,058	522,169,045
Total expenses other than depreciation & finance cost	374,443,112	402,879,249	306,322,903	395,560,345
Profit before depreciation and finance cost	177,384,934	146,752,584	143,888,155	126,608,700
Depreciation	101,869,576	65,477,143	49,546,126	48,551,370
Profit before finance cost and tax	75,515,358	81,275,441	94,342,029	78,057,330
Finance cost	199,444,899	105,877,929	87,858,868	67,415,355
Profit before tax	(123,929,542)	(24,602,488)	6,483,161	10,641,975
Tax expenses	(21,102,578)	(53,879,980)	(15,585,185)	(52,684,264)
Net profit for the period	(102,826,964)	29,277,492	22,068,346	63,326,239
Earnings per equity share of ₹ 10 each (Basic & Diluted)	(4.96)	(0.15)	0.80	2.30

APPROPRIATION

Your Directors recommend appropriation as under :

(₹)

STANDALONE	Year ended 31.03.2014	Year ended 31.03.2013
Surplus as at end of previous year	586,645,697	549,058,359
Add : Net profit for the year	22,068,346	63,326,239
Available for appropriation	608,714,044	612,384,598
Less : Proposed dividend	13,750,000	22,000,000
Less : Tax on dividend	2,336,813	3,738,900
Less : Transfer to General Reserve	—	—
Total Appropriation	16,086,813	25,738,900
Surplus carried forward	592,627,230	586,645,697

**DIVIDEND**

Your Directors recommend payment of dividend @ 5% on the paid up share capital of the Company, i.e. ₹ 0.50/- per equity share of ₹ 10/- each.

OPERATIONS

The Company is primarily engaged in power generation, infrastructure development, such as construction of bridges, hydro projects including operation and maintenance thereof, supply of materials etc. In order to avoid duplication between the Directors' Report and Management Discussion and Analysis Report, your Directors have provided detailed information on the operation of different business segments of the Company, in the Management Discussion and Analysis Report.

SUBSIDIARY COMPANIES

The Company is developing several hydro power projects in the States of Arunachal Pradesh, Uttarakhand and Kerala, through its various wholly owned subsidiaries viz :

1. Ayyappa Hydro Power Limited (Operating 15 MW Karikkayam Hydro Electric Project).
2. EDCL Power Projects Limited (Operating 7MW Ullunkal Hydro Electric Project).
3. EDCL - Seppa Beyong Hydro Electric Private Limited.
4. EDCL - Seppa Dunkho Hydro Electric Private Limited.
5. EDCL - Seppa Jung Power Private Limited.
6. EDCL - Seppa Kawa Power Private Limited.
7. EDCL - Seppa Lada Hydro Electric Private Limited.
8. EDCL - Seppa Marjingla Hydro Electric Private Limited.
9. EDCL - Seppa Nire Hydro Electric Private Limited.
10. EDCL - Seppa Pachuk Power Private Limited.
11. EDCL - Seppa Riang Power Private Limited.
12. EDCL - Tawang Power Private Limited.
13. EDCL - Tawang Lower Tsachu Hydro Electric Private Limited.
14. EDCL - Tawang Upper Tsachu Hydro Electric Private Limited.
15. Eastern Ramganga Valley Hydel Projects Co. Private Limited.
16. Sarju Valley Hydel Projects Co. Private Limited.

Besides these, the Company is also having two more wholly owned subsidiaries viz. EDCL - Arunachal Projects Private Limited and Arunachal Hydro Power Limited.

The Company is executing 12 hydro electric projects in the State of Arunachal Pradesh having an aggregate capacity of 555 MW (approx), which may vary on finalization of Detailed Project Report (DPR). The total expenses for these projects in the State of Arunachal Pradesh as on 31.03.2014 is ₹ 1,888,537,365/-.

3 projects at Uttarakhand are having an aggregate capacity of about 17 MW. DPR for all the 3 projects has been approved. The total expenses for these projects in the State of Uttarakhand as on 31.03.2014 is ₹ 250,880,082/-.

In the State of Kerala, a subsidiary is operating 15 MW Karikkayam Hydel Power Project.

Another subsidiary is operating the 7 MW Ullunkal Hydro Electric Project. An application has been filed by the Company with Kerala State Electricity Regulatory Commission (KSERC) for revisions of approved tariff which is still pending. The Power Purchase Agreement (PPA) will be signed with the Kerala State Electricity Board (KSEB) once the tariff is finalised.

The Consolidated Financial Statements (CFS) of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, forms part of this Annual Report.



In line with the General Circular No. 2 / 2011 dated 8th February, 2011 issued by the Ministry of Corporate Affairs, the Board of Directors of your Company has passed a resolution for giving its consent for not attaching the financial statements of subsidiaries to the Balance Sheet of the Company for the year ended 31st March, 2014. Accordingly, a financial summary for all the subsidiaries giving the required information is disclosed in the CFS. The accounts of the subsidiary companies and the related information will be made available to any shareholder seeking such information. The accounts of the subsidiary companies are also available for inspection by any shareholder at the registered / corporate office of the Company or at the registered office of the subsidiary companies.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Clause 49 of the Listing Agreement with the stock exchanges, the Management Discussion and Analysis Report for the year under review, is attached as 'Annexure A' and forms part of this Annual Report.

CORPORATE GOVERNANCE

The Company has complied with all the mandatory requirements of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges. A report on Corporate Governance together with the Auditor's Certificate on the compliance of requirements of Corporate Governance is given in 'Annexure B' and forms part of this Report. Further, a declaration signed by the Executive Director, affirming compliance with the Code of Conduct by all the Board members and senior management personnel along with a Certificate from the Executive Director (CEO) / General Manager - Commercial (CFO) required under clause 49(V) of the Listing Agreement are also attached with 'Annexure B'.

DIRECTORS

Mr. Anil Gupta (DIN : 00079399) has been appointed as an Additional Director (Independent) on 11.08.2014. In pursuance of Section 161 of the Companies Act, 2013, he shall cease to be director of the Company from the conclusion of the ensuing Annual General Meeting. Notices under section 160 of the Companies Act, 2013 has been received from shareholders signifying his intention to propose the name of Mr. Anil Gupta, as Director of the Company.

Mrs. Pankaja Kumari Singh (DIN : 00199454) and Mr. Sanjay Kumar Gupta (DIN : 01538117), Directors, retire by rotation and being eligible offer themselves for re-appointment.

In terms of provisions of the Companies Act, 2013 Mr. Gouri Prasad Goenka (DIN : 00030302), Mr. Tarun Chaturvedi (DIN : 02309045) and Mr. Vijoy Kumar (DIN : 02970626) who were appointed as Rotational Directors in the category of Independent Non-Executive Directors have become Non-Rotational Directors. In Compliance with the same, the Board recommends their appointment as Non-Rotational directors in the category of Independent Non-Executive Directors in the forthcoming Annual General Meeting.

The brief resume and other details relating to the Directors, who are to be appointed / re-appointed are furnished in the Notice of Annual General Meeting forming part of the Annual Report.

Your Board has also received Form 'DIR-8' pursuant to Section 164(2) of the Companies Act, 2013 read with the Companies (Appointment & Disqualification of Directors) rules, 2014 from the aforementioned Directors confirming that they have not incurred any disqualification under Section 164(2) of the Companies Act, 2013. Your Board recommends their re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 with regard to the Directors' Responsibility Statement, your Board confirms that :-

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year on 31st March, 2014 and of the Profit or Loss of the Company, for the year ended on that date;



- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF ENERGY CONSERVATION, ETC.

Particulars in respect of conservation of energy and technology absorption required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are given in 'Annexure C', attached hereto and forms part of this report. There were no foreign exchange earning during the Financial Year 2013 - 2014, however, foreign exchange have been used for the purposes of travelling etc. details whereof are also given in the "Annexure C".

AUDITORS

The Auditors, M/s. Lodha & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and being eligible under Section 139 of the Companies Act, 2013, offer themselves for re-appointment. Your Board recommends their re-appointment for a further period of 3 years from the conclusion of the ensuing Annual General Meeting, till the conclusion of the 22nd Annual General Meeting.

M/s. Lodha & Co., Chartered Accountants bearing ICAI Registration No. 301051E are proposed to be appointed as Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 22nd Annual General Meeting of the Company held thereafter, subject to ratification of the appointment by the members at the 20th & 21st Annual General Meetings.

As required under Section 139 of the Companies Act, 2013, the company has obtained a written consent from M/s. Lodha & Co., to such appointment and also a certificate to the effect that their appointment, if made, would be in accordance with Section 139(1) of the Companies Act, 2013 and the Rules made there under, as may be applicable.

AUDITORS' REPORT

The Auditors' Report to the members on the Accounts of the Company for the financial year ended on March 31, 2014 does not contain any qualification.

COST AUDITORS

The Board of Directors has re-appointed M/s. N. Radhakrishnan & Co., Cost Accountant, of 11A, Dover Lane, Flat B1/34, Kolkata - 700 029 as the Cost Auditor of your Company to conduct Cost Audit for the Financial Year 2014 - 2015.

PERSONNEL

Particulars of employees, as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are given in 'Annexure D', attached hereto and forms part of this report.

ACKNOWLEDGEMENTS

Your Directors express their sincere appreciation to the Central and State Governments, Banks, customers, vendors and the Company's valued investors for their continued co-operation and support.

Your Directors also wish to acknowledge the support and valuable contributions made by the employees, at all levels.

For and on behalf of the Board
for **Energy Development Company Limited**

Sd/-

Amar Singh
Chairman

Place : Kolkata

Date : 11th August, 2014



ANNEXURE - 'A'

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE FINANCIAL YEAR 2013-14

A. INDUSTRY STRUCTURE AND DEVELOPMENT

India currently has a total power generation capacity of 249,488.31 MW. Major source of such generation are from coal, lignite, natural gas, oil, hydro and nuclear power and renewable sources like wind, solar, agriculture and domestic waste.

India lies in the fifth position in terms of generation of electricity in the world. Out of the total Generation State Governments account for about 51%, Central Sectors account for 33% and private sectors account for 16%.

Out of the total generation of electricity of 249,488.31 MW, thermal contributed about 68%, hydro contributed about 18%, small hydro power, biomass, urban and industrial waste, wind energy and solar power contributed about 12% and nuclear contributed 2%.

India's per capita power sector consumption, around 940 kilo watt hours (KWh) is among the lowest in the world. In comparison China has a per capita consumption of 4,000 KWh, with the developed countries averaging around 15,000 KWh of per capita consumption.

Source: anirudh.l@livemint.com & <http://www.cea.nic.in>

At the same time, even as large parts of the country face a power shortage, around 30,000 MW, nearly enough to meet the combined demand of all South Indian States (Andhra Pradesh, Karnataka, Union territories of Puducherry and Lakshadweep) --- is lying idle because of breakdowns, and repair and maintenance work on ageing power plants, & also non availability or acute shortage of fossil fuel like coal / gas etc.

Daily power outages have become a cause of concern for the government and been flagged in the internal meetings of the Power ministry.

The generation outage is primarily due to repair and maintenance of power generation projects and breakdown of old units. There are two types of outages-planned outages and breakdowns. It is a cause of concern in global terms and it is likely to continue till ageing plants are replaced or restored.

There have been instances when soaring electricity demand and lower output from hydro power plants have delayed annual repair and maintenance work on thermal power plants during the monsoon season, exposing the coal fired generation units to the risk of breakdown.

Above situation clearly shows that there is great scope and need of an hour to develop hydro power at the accelerated pace including Large, Medium, Small, Mini & Micro Power Plants. Concept of distributed generation from Micro Power plants too is catching up.

Ministry of New and Renewable Energy has been vested with the responsibility of developing Small Hydro Power (SHP) projects up to 25 MW station capacities. The estimated potential for power generation in the country from such plants is over 15,000 MW. Most of the potential is in Himalayan States as river-based projects and in other States on irrigation canals. The SHP program is now essentially private investment driven. Projects are normally economically viable and private sector is showing lot of interest in investing in SHP projects. The viability of these projects improves with increase in the project capacity. The Ministry's aim is that at least 50% of the potential in the country is harnessed in the next 10 years.

Hydro Power Project

Hydro power projects are generally categorized in two segments i.e. small and large hydro. In India, hydro projects up to 25 MW station capacities have been categorized as Small Hydro Power (SHP) projects. While Ministry of Power, Government of India is responsible for large hydro projects, the mandate for the subject small hydro power (up to 25 MW) is given to Ministry of New and Renewable Energy. Small hydro power projects are further classified as

Class	Station Capacity in kW
Micro Hydro	Up to 100
Mini Hydro	101 to 2000
Small Hydro	2001 to 25000



Small Hydro Power Programme

Small Hydro Power (SHP) Program is one of the thrust areas of power generation from renewable in the Ministry of New and Renewable Energy. It has been recognized that small hydropower projects can play a critical role in improving the overall energy scenario of the country and in particular for remote and inaccessible areas. The Ministry is encouraging development of small hydro projects both in the public as well as private sector. Equal attention is being paid to grid-interactive and decentralized projects.

Aim : The Ministry's aim is that the SHP installed capacity should be about 7000 MW by the end of 12th Plan. The focus of the SHP programme is to lower the cost of equipment, increase its reliability and set up projects in areas which give the maximum advantage in terms of capacity utilization.

Potential : An estimated potential of about 15,000 MW of small hydro power projects exists in India. Ministry of New and Renewable Energy has created a database of potential sites of small hydro and 5,415 potential sites with an aggregate capacity of 14,305.47 MW for projects up to 25 MW capacity have been identified.

Source: <http://www.mnre.gov.in/schemes/grid-connected/small-hydro/>

B. SWOT ANALYSIS :

i) Strengths :

Energy Development Company Limited (EDCL) has wide experience and expertise in execution of hydro power projects which gives it a significant competitive advantage. The team of EDCL is supported by eminent consultants. The Company is in the process of developing several hydro power projects through its wholly owned subsidiaries in remote areas of the country which comes with a range of challenges - logistical, climatic and technological. However, with its strong and efficient team of competent and experienced professionals, most of the hurdles have been mitigated.

Long term power purchase agreement with the State Utilities confirms the sale of entire generation of electricity, as a result all projects under operation so far have PPA with State Utilities, and payments are received on time.

ii) Opportunities :

The deteriorating hydro-thermal mix, increase in peak hour shortages and frequency variations have forced policymakers to turn their attention towards water resources and on developing hydropower. Besides India's huge untapped hydro potential, especially in the hilly region, with the focus shifting to hydropower, EDCL now has opportunities to add to its capacity in the coming years.

iii) Threats/Weakness :

The management of EDCL perceives the following as threats / risks / weaknesses in the construction of hydropower projects :

Time in clearances - Stringent norms and cumbersome procedures for getting environmental and forest clearances leads to delays in obtaining clearances for projects, which may affect the capacity addition programmes.

Land acquisition - The process of land acquisition for infrastructure work as well as for a project's components including submergence is quite cumbersome and time consuming.

Geological uncertainties - In spite of extensive surveys and investigations, various components of hydro projects such as head race tunnels, power houses, pressure shafts and surge shafts face geological surprises especially in the hilly region.

Inter-state and International disputes - As water is a state subject in India, there are often inter-state river disputes due to which many hydro projects may get delayed or abandoned. Certain projects are situated in border areas which affect India's international relations.

Natural calamities - As most of the hydro projects are located in hilly terrains, natural calamities like land slides, hill slope collapses and road blocks, floods and cloud bursts cause severe setbacks in construction schedules.

Unexpected complexities - Unexpected complexities and delays in clearances/execution due to reasons beyond one's control may cause variation/escalations in estimates.

iv) Risks and Concerns

Hydropower schemes are capital intensive, have long gestation period and require huge investments which are major constraints in the exploitation of the vast hydropower potential available in the country. Since water is a state subject, state governments are demanding a higher share of free power and other incentives, which lead to higher tariffs.

**C. SEGMENT WISE OR PRODUCT WISE PERFORMANCE :**

The Company has two divisions namely, generation division and contract division. The generation division did well due to good rainfall during the year under review in comparison to previous year, consequently best generation of electricity so far in the history of the company.

Generation Division :

During the financial year 2013-14, total revenue generated from this division is ₹ 172,677,964/- (previous year ₹ 106,908,518/-). The Company owns and operates from the following power plants :

I. Hydro Electric Power Projects

- i) 9 MW Harangi Hydro Electric Power Plant in the State of Karnataka and
- ii) 6 MW Harangi Hydro Electric Power Plant in the State of Karnataka.

II. Wind Mills

- i) 1.5 MW Wind mill at Hassan District in the State of Karnataka and
- ii) 1.5 MW Wind Mill at Chitradurga in the State of Karnataka.

Saleable electricity generated from the :

Hydro Power Plants : 41.93 million units (previous year 23.28 million units)

Wind Mills : 6.86 million units (previous year 6.54 million units)

The Company also owns and operates 7 MW Ullankal Hydro Electric Power Project, through its subsidiary, EDCL Power Projects Limited and produced 23.63 million units during the year 2013-14 as compared to 14.38 million units in 2012-13.

The Company also owns and operates 15 MW Karrikayam Hydro Electric Power Project, through its subsidiary, Ayyapa Hydro Power Limited. The first phase of the Project (10.5 MW) was commissioned on 1st October, 2013 and has produced 13.12 million units during the year 2013-14.

The Company is also developing and executing various hydro power projects through its several wholly owned subsidiaries, details whereof is given in the Directors' Report.

Contract Division

Infrastructure development in India is growing everyday, in order to tap this lucrative opportunity, your Company has participated and executing various infrastructure related projects like bridges, hydro projects and consultancy service etc. During the year under review the division has earned gross revenue of ₹ 214,818,778/- (previous year ₹ 380,567,098/-). The Company has not participated in any tender for allotment of any new project and is concentrating on completion of existing Projects.

D. OUTLOOK

Your Company's main focus area is the generation of electricity and infrastructure development by way of contract or own projects. The Company is setting up and executing various hydro power plants at Arunachal Pradesh & Uttarakhand which are at various stages of planning development. Details of the said projects are provided in the Directors Report.

E. INTERNAL CONTROL SYSTEM

Company's internal control system have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies.

The Company has re-appointed a firm of Chartered Accountants, M/s. SRB & Associates to carry out internal audit of the Company. The Internal Audit process is designed to review the adequacy of internal control and checks in the system and covers all significant areas of the Company's operations.

The Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. The Audit Committee reviews Audit Reports submitted by the Internal Auditors.

F. FINANCIAL PERFORMANCE

The net profit before tax stood at ₹ 6,483,161/- (previous year - ₹ 10,641,975/-). The detailed performance is given in the Financial Statements of the Directors Report.

**G. HUMAN RESOURCES**

The company regards its human resources as the most valuable assets. The Company strives to provide a fair, empowered and merit-based workplace with scope for continuous learning, enriching competencies among employees and accelerating corporate growth. During the year under review, the Company did not witness any kind of adverse development on the HR front. The Company has always aimed towards attracting and retaining talent in its various functions.

The Company also took initiatives to manage the growing human resource base including a regularized recruitment process, a fair and unbiased performance appraisal system along with an in-built feedback system.

CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report may be "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important facts that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, raw-material costs and availability, changes in Government regulations, tax regimes, economic developments in India and other factors such as litigation and industrial relations, the Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent developments, information or events. The Company also does not assume any responsibility on the accuracy of statements relating to industry structure and development, as it has been sourced from various available websites.



ANNEXURE - 'B'

REPORT ON **CORPORATE GOVERNANCE** FOR THE YEAR ENDED ON 31.03.2014**A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company strongly believes that sound principles of Corporate Governance are important key to success, as they enhance the ability to secure the confidence of its stakeholders. The Company's Corporate Governance initiative is based on three core principles:

- (i) Management must have the executive freedom to drive the enterprise forward without undue restraints.
- (ii) This freedom of management should be exercised within a frame work of effective accountability.
- (iii) Open, transparent and merit based Management.

B. BOARD OF DIRECTORS**Composition as on 31.03.2014**

Energy Development Company Limited (EDCL) currently has 7 Board members, with 4 independent directors. The independent directors are eminent successful professionals from diverse fields such as technocrats, businessmen and persons of high repute. They are well recognized in the society for their contributions and achievements in their respective fields of expertise.

As on 31st March, 2014, Company's Board consists of 7 (Seven) Directors, comprising of 1 (one) Executive Director, 2 (two) Non - Executive Promoter Directors (including Chairman) and 4 (four) Independent Directors. Thus, the composition of Board is in conformity with clause 49 of the Listing Agreement, which stipulates that at least one half of the Board should consist of independent, if the Chairman of the Board is a Promoter & Non - Executive Director.

C. BOARD MEETINGS

The Board of Directors met 5 (five) times during the year. The maximum time gap between any two consecutive meetings did not exceed four months. The dates of the Board meetings along with attendance of the Directors are as under :-

Sl. No.	Date of Board Meetings	Board Strength	No. of Directors Present
1.	14.05.2013	7	5
2.	12.08.2013	7	5
3.	12.09.2013	7	5
4.	14.11.2013	7	4
5.	13.02.2014	7	6

D. DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIP HELD

None of the members of the Board is holding membership of more than 10 Committees and Chairmanship of more than 5 Committees across all the companies in which he / she is a Director. All the Directors have made the necessary disclosures regarding their occupation in the Committee positions of other companies. The details of the Directors' attendance record at the Board Meetings and at the last Annual General Meeting, their Directorship and Committee membership in other Companies held during the year under review are given below :-

Sl. No.	Name of Directors	Category	No. of Board Meetings Attended	Attendance at the last AGM held on 12.09.2013	No. of Directorship in the Board of other Companies as on 31.03.2014	No. of Membership held in Committees of Board of other Companies as on 31.03.2014*	No. of Chairmanship held in Committees of Board of other Companies as on 31.03.2014*
1.	Mr. Amar Singh	Promoter & Non-Executive Chairman	4	Yes	3 Private Ltd. Cos.	NIL	NIL
2.	Mrs. Pankaja Kumari Singh	Promoter & Non-Executive Director	1	No	3 (including 2 Private Ltd. Cos.)	NIL	NIL
3.	Mr. Sanjiv Saraf	Executive Director	5	Yes	14 (including 10 Private Ltd. Cos.)	NIL	NIL
4.	Mr. Sanjay Kumar Gupta	Independent, Non-Executive Director	5	Yes	2 (including 1 Private Ltd. Co.)	NIL	NIL



Sl. No.	Name of Directors	Category	No. of Board Meetings Attended	Attendance at the last AGM held on 12.09.2013	No. of Directorship in the Board of other Companies as on 31.03.2014	No. of Membership held in Committees of Board of other Companies as on 31.03.2014*	No. of Chairmanship held in Committees of Board of other Companies as on 31.03.2014*
5.	Mrs. Gouri Prasad Goenka	Independent, Non-Executive Director	0	No	5	NIL	NIL
6.	Mr. Tarun Chaturvedi	Independent, Non-Executive Director	5	Yes	15 (including 11 Private Ltd. Co.)	NIL	NIL
7.	Mr. Vijoy Kumar	Independent, Non-Executive Director	5	Yes	3 (including 1 Private Ltd. Co.)	NIL	NIL

* As per clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders' / Investors' Grievance Committee have been considered for this purpose.

E. PROFILE OF DIRECTORS RETIRING BY ROTATION

Mrs. Pankaja Kumari Singh	Independent, Non-Executive Director
Date of birth	25.09.1957
Qualification	B. A.
Expertise and experience in specific functional areas	She is having vast experience of over 2 and a half decade in the field of Management and Consultancy.
Directorship held in other Companies	EDCL Power Projects Limited, Eastern Ramganga Hydel Projects Company Private Limited, Sarju Valley Hydel Projects Company private Limited, (Designated Partner in Sterlite Merchants LLP and Maitri Estates LLP)
Membership in Board Committees	Nil
Numbers of Share /Warrants held in the Company as on 31.03.2014	4,68,938 Equity Shares

Mrs. Pankaja Kumari Singh is wife of Mr. Amar Singh, Promoter and Non-executive Director of the Company.

Mr. Sanjay Kumar Gupta	Independent, Non-Executive Director
Date of birth	09.04.1964
Qualification	B. Com, FCS, ACIS (UK)
Expertise and experience in specific functional areas	He is practicing as Company Secretary since last 25 years. He has authored many books on Company Law. He was the Chairman of Eastern India Regional Council of the Institute of Company Secretaries of India. He has vast knowledge and experience in the field of Corporate Laws and Finance.
Directorship held in other Companies	Wellesley Commercial Company Limited, Sunrise DSC Services Private Limited.
Membership in Board Committees	Nil
Numbers of Share /Warrants held in the Company as on 31.03.2014	6,000 Equity Shares

**F. INFORMATION PLACED BEFORE THE BOARD**

As a policy, all major decisions involving new investments and capital expenditure, in addition to matters which statutorily require Board approval, are put for consideration of the Board. Inter-alia, the following information is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings or is tabled in the course of the Board meeting:

- a. Annual operating plans and budgets.
- b. Capital budget-purchase and disposal of plant, machinery and equipments.
- c. Quarterly, half yearly and annual results of the Company.
- d. Minutes of the meetings of the Audit Committee and other Committees of the Board.
- e. Information on recruitment and remuneration of senior officers just below the Board level.
- f. Materially important show cause, demand, prosecution notices and penalty notices.
- g. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- h. Any material default in financial obligations to and by the Company, or substantial non-payment by client.
- i. Any issue which involves possible public or product liability claims of substantial nature, including any judgments or order which may have passed strictures on the Conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- j. Details of any joint venture agreement or collaboration agreement.
- k. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- l. Significant labour problems and their proposed solutions. Any significant development in human resources or on the industrial relations front like signing of wage agreement etc.
- m. Sale of material nature of investments, subsidiaries, assets which are not in the normal course of business.
- n. Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate, movement, if material.
- o. Non-compliance of any regulatory, statutory or listing requirement and shareholders service such as non-payment of dividend, delay in share transfer etc.
- p. Review of all significant transactions and arrangement entered into by the unlisted subsidiary Companies and minutes of the Board thereof.

G. COMPLIANCE REPORT

The Board periodically reviews compliance report of all laws applicable to the Company, prepared by the Company Secretary as well as steps taken by the Company to rectify instances of non-compliances, if any.

H. CODE OF CONDUCT

The Board of Directors has laid down Code of Conduct for the non - executive Directors, executive Directors and the designated employees in the senior management. The code is posted on your Company's website www.edclgroup.com. All the Board members and the senior management executives have affirmed compliance with the code of conduct. A declaration to this effect signed by Mr. Sanjiv Saraf, Executive Director is annexed and forms part of this report.

I. RISK MANAGEMENT

Your Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business process of the Company on an ongoing basis. Once identified, these risks are systematically categorized as strategic risk, business risk or reporting risk. To address these risks in a comprehensive manner, each of risk is mapped to the concerned department for further action. Based on this framework the Company has set in place procedures to periodically place before the Board the risk assessment and minimization procedures being followed by the Company.

J. DIRECTORS WITH PECUNIARY RELATIONSHIP OR BUSINESS TRANSACTION WITH THE COMPANY

The executive director receives salary, allowances, perquisites and commission while all non-executive Directors receive sitting fees. During the year the Company did not advance any loans to any of its Directors. No Stock Options have been issued to any of the Directors of the Company. The Company does not have any Convertible Warrant as on 31st March, 2014.



K. REMUNERATION TO EXECUTIVE DIRECTOR

The term of Mr. Sanjiv Saraf as the Executive Director of the Company has ended on 31st March, 2014 and he has been re-appointed as Executive Director for a further period of 3 (three) years with effect from 01.04.2014 by the Board, subject to approval of the members at the ensuing Annual General Meeting. Remuneration of Executive Director has been decided by the Board based on the recommendation of remuneration committee and Audit Committee according to the provisions of the Companies Act, 2013.

Details of remuneration paid to Executive Director for the year ended on March 31, 2014 is given herein below :

Name of Director	Salary (₹)	Incentive (₹)	Allowances & perquisites # (₹)	Total (₹)	Number of Shares held
Mr. Sanjiv Saraf	30,00,000	6,00,000	12,20,000	48,20,000	10,000

includes house rent payment.

The terms of employment of the Executive Director stipulates a termination notice of 180 days from either side.

L. REMUNERATION TO NON-EXECUTIVE DIRECTORS

Details of remuneration paid to Non-Executive Directors for the year ended on March 31, 2014 is given herein below :

Name of Directors	Sitting Fees* (₹)	Commission (₹)	Total (₹)	Number of Shares held
Mr. Amar Singh	1,20,000	NIL	1,20,000	14,58,453
Mrs. Pankaja Kumari Singh	60,000	NIL	60,000	4,68,938
Mr. Gouri Prasad Goenka	NIL	NIL	NIL	NIL
Mr. Sanjay Kumar Gupta	1,40,000	NIL	1,40,000	6,000
Mr. Tarun Chaturvedi	1,40,000	NIL	1,40,000	NIL
Mr. Vijoy Kumar	1,40,000	NIL	1,40,000	NIL

Payment to Non - Executive Directors have been made, based on the number of Board and / or Committee meetings attended by them.

M. COMMITTEES OF THE BOARD

(i) Audit Committee

The Audit Committee constituted by the Board of Directors at its meeting held on 02.03.2001, in accordance with the Companies Act and clause 49 of the Listing Agreement, was last re-constituted on 07.11.2011. Mr. Sanjay Kumar Gupta, FCS the Chairman of the Audit committee, is knowledgeable in all areas of finance, accounts, company law and has vast experience in corporate affairs. All the members of the Committee are eminent professionals and draw upon their experience and expertise across a wide spectrum of functional areas such as finance, information systems, engineering and corporate strategy. The Committee met four times during the year, viz. 14.05.2013, 12.08.2013, 14.11.2013 and 13.02.2014.

The composition and categories of the members of the Audit Committee and their attendance at the Committee Meetings held during the Year is given below :

Name of the Directors	Category	No. of Committee Meetings attended
Mr. Sanjay Kumar Gupta	Chairman; Independent, Non-Executive	4
Mr. Sanjiv Saraf	Member; Executive Director.	4
Mr. Vijoy Kumar	Member; Independent, Non-Executive	4
Mr. Tarun Chaturvedi	Member; Independent, Non-Executive	4

Mr. Prem Chand Kankaria, Company Secretary is the Secretary of the Committee w.e.f. 01.09.2013. The Chairman of the Audit Committee was present at the last Annual General Meeting.



Brief description of the terms of reference of the Audit Committee includes the following :

The terms of reference of the Audit Committee includes the following :

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to :
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
8. Reviewing the adequacy of internal audit function, if any, including reporting structure coverage and frequency of internal audit;
9. Discussion with internal auditors of any significant findings and follow up there on;
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
13. Reviewing the financial statements of the unlisted subsidiary Company.

The Company is having systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the internal auditors.



The Audit Committee is also apprised on information with regard to:

Related party transaction (whether or not in normal course of business and transactions not at arms length); where money is raised through an issue (public issue, right issue, preferential issue etc.) periodical disclosures regarding use of funds by major category and on annual basis a statement of funds utilized for purpose other than those specified in the notice or offer document.

The role of Audit Committee includes recommending the appointment and removal of internal and statutory auditors, discussion of audit plan, fixation of fees for audit and other services.

(ii) Stakeholders Relationship Committee (Formerly termed as 'Shareholders' / Investors' Grievance Committee')

The Shareholders' / Investors' Grievance Committee deals with various matters relating to :

- Transfer / Transmission of shares
- Issue of Duplicate share certificates
- Dematerialisation of Shares
- Redressal of Investors' grievance
- Non receipt of Annual Report and Dividend
- All other incidental matters with respect to Shareholders and other Investors.

In accordance with Section 178(5) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 29, 2014, have approved the change in nomenclature of the Shareholders' / Investors' Grievances Committee to Stakeholders Relationship Committee. Therefore the said Committee shall deal with all the matters as mentioned in Companies Act, 2013 and amended Equity Listing Agreement.

The Committee met Four (4) times during the year, viz. 13.05.2013, 09.08.2013, 12.11.2013 and 13.02.2014.

The composition and categories of the members of the Shareholders' / Investors' Grievance Committee and their attendance record at the Committee Meetings held during the Year is given below:

Name of Directors	Category	No. of Committee Meetings attended
Mrs. Pankaja Kumari Singh	Chairperson; Promoter & Non-Executive Director	4
Mr. Amar Singh	Member; Promoter & Non-Executive Chairman	4
Mr. Sanjiv Saraf	Member; Executive Director	4

Compliance Officer : Mr. Prem Chand Kankaria, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreements with the Stock Exchanges in India.

Status of Complaints Received and Pending

Number of Complaints From 01.04.2013 to 31.03.2014			
Pending as on 01.04.2013	Received	Redressed	Pending as on 31.03.2014
Nil	Nil	Nil	Nil

(ii) Nomination and Remuneration Committee (Formerly termed as 'Remuneration Committee')

The Remuneration Committee was formed on 13th February, 2014 with 3 directors in sufficient compliance of the Clause 49 of the Listing Agreement as well as Schedule XIII to the Companies Act, 1956.

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 29, 2014, have approved the change in nomenclature of the Remuneration Committee to 'Nomination and Remuneration Committee'. Therefore the said Committee shall deal with all the matters as Companies Act, 2013 and amended Equity Listing Agreement.



The revised role of the Nomination and Remuneration Committee, inter-alia, includes the following :

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;
- Reviewing and determining details of fixed component and performance linked incentives along with the performance criteria;
- Reviewing and determining service contracts, notice period, severance fees;
- Reviewing and determining stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;
- Evaluating performance of each director and performance of the Board as a whole.

The Committee met one (1) time during the year, i.e. on 13.02.2014.

The composition and categories of the members of the Nomination and Remuneration Committee and their attendance record at the Committee Meetings held during the Year is given below:

Name of Directors	Category	No. of Committee Meetings attended
Mr. Sanjay Kumar Gupta	Chairman; Independent Director	1
Mr. Tarun Chaturvedi	Member; Independent Director	1
Mr. Vijoy Kumar	Member; Independent Director	1

N. SUBSIDIARY COMPANIES

The Company is holding 100% equity shares in the following Companies :

1. Ayyappa Hydro Power Limited (Operating 15 MW Karikkayam Hydro Electric Project)
2. EDCL Power Projects Limited (Operating 7 MW Ullunkal Hydro Electric Project)
3. EDCL - Arunachal Projects Private Limited
4. EDCL - Seppa Beyong Hydro Electric Private Limited
5. EDCL - Seppa Dunkho Hydro Electric Private Limited
6. EDCL - Seppa Jung Power Private Limited
7. EDCL - Seppa Kawa Power Private Limited
8. EDCL - Seppa Lada Hydro Electric Private Limited
9. EDCL - Seppa Marjingla Hydro Electric Private Limited
10. EDCL - Seppa Nire Hydro Electric Private Limited
11. EDCL - Seppa Pachuk Power Private Limited
12. EDCL - Seppa Riang Power Private Limited
13. EDCL - Tawang Power Private Limited
14. EDCL - Tawang Lower Tsachu Hydro Electric Private Limited



15. EDCL - Tawang Upper Tsachu Hydro Electric Private Limited
16. Eastern Ramganga Valley Hydel Projects Co. Private Limited
17. Sarju Valley Hydel Projects Co. Private Limited
18. Arunachal Hydro Power Limited*

The abovementioned companies are non - listed and as per Clause 49 of the Listing Agreement these are non material subsidiary companies.

*The Company was incorporated on 09.04.2013 and the First financial year of the Company ended on 30.06.2014.

O. GENERAL BODY MEETINGS

1. Location, date and time of the Annual General Meetings held during the preceding 3 years and the special resolutions passed thereat are as follows:

Year	Location	Date and time	Special Resolutions Passed
2011	Harangi Hydroelectric Project, Vill. - Hulugunda, Taluka - Somawarpet, Dist. - Kodagu Karnataka - 571 233	13.09.2011 at 11:30 A.M.	Re-appointment of Mr. Sanjiv Saraf, Executive Director
2012	Harangi Hydroelectric Project, Vill. - Hulugunda, Taluka - Somawarpet, Dist. - Kodagu, Karnataka - 571 233	08.09.2012 at 2:00 P.M.	None
2013	Harangi Hydroelectric Project, Vill. - Hulugunda, Taluka - Somawarpet, Dist. - Kodagu, Karnataka - 571 233	12.09.2013 at 11:45 A.M.	None

2. **Location, date and time of the Extra Ordinary General Meeting :** No Extra-ordinary General Meeting was held during the year 2013-14.

3. **Postal Ballot :** No Special Resolution through Postal Ballot has been passed during the year 2013-14.

P. DISCLOSURES

Related Party Transactions

During the year under review, the Company has not entered into any transaction of material nature with its Promoter, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with interest of the Company at large. However, all related party transactions including those with subsidiary companies are disclosed through notes to the financial statements in the Annual Report.

Accounting Treatment

The financial statements of the company are prepared in accordance with the provisions of the Companies Act, 1956 and the Accounting Standards as notified vide Companies (Accounting Standards) Rules, 2006.

Compliance of various Laws

There were no instances of non-compliance by company of any requirements of the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

Q. MEANS OF COMMUNICATION

(a) Quarterly Results

The quarterly results are published in the newspapers and are not being sent to the individual shareholders.

(b) Newspapers

As per clause 41 of the Listing Agreement the Un audited Quarterly Results, for the quarter ended on 30.06.2013, 30.09.2013,



31.12.2013 and 31.03.2014 were published in the following newspapers :-

The Financial Express - Bangalore and Mumbai Edition
Hosadigantha - (Kannada daily) - Bangalore Edition

(c) Website where results are displayed

Full version of Annual Report including the Balance Sheet, Statement of Profit and Loss, Directors' Report, Corporate Governance Report and Auditors' Report, Cash Flow Statements, Half Yearly Financial Statements, Quarterly Financial Results and Quarterly Shareholding Pattern are available on the website of the Company - www.edclgroup.com

The official press releases are communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited where shares of the Company are listed.

Mr. Prem Chand Kankaria, Company Secretary of the Company is the Compliance Officer and he is responsible for updating above mentioned information and the website of the Company with the requisite authorities.

There are no presentations made by the Company to any institutional investors or to any analyst.

R. CEO / CFO CERTIFICATION

The Executive Director (CEO) of the Company have certified to the Board that all the requirement of the revised clause 49(V) of the listing agreement, interalia, dealing with the review of financial statement and Cash Flow Statement for the year ended on 31st March, 2014, transactions entered into by the company during the year, their responsibility for establishing and maintaining internal control system for financial reporting and evaluation of the effectiveness of the internal control system and making of necessary disclosure to the Auditors and the Audit Committee have been duly complied with.

S. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting

The Annual General Meeting of the Company will be held on Thursday, the 18th day of September, 2014 at Harangi Hydroelectric Project, Village - Hulugunda, Taluka - Somawarpet, Dist. - Kodagu, Karnataka - 571 233 at 01:30 P.M.

b. Financial Year : From 1st April to 31st March

c. Book Closure Period : 16.09.2014 to 18.09.2014 (both days inclusive).

d. Dividend Payment date : The 18th day of September, 2014.

e. The Company's shares are listed in the following Stock Exchanges :

1. BOMBAY STOCK EXCHANGE LTD.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED
"Exchange Plaza"
Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051

Note : Annual listing fee for the year 2014 - 2015 has been paid to the above Stock Exchanges.

f. Depositories :

(i) National Securities Depository Ltd.

Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

(ii) Central Depository Services (India) Ltd.

Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400 023.

The Company has paid custodial fees for the year 2014 - 2015 to National Securities Depository Limited and Central Depository Services (India) Limited on the basis of number of beneficial accounts maintained by them as on 31st March, 2014.

g. The Stock Code of the Company with the Stock Exchanges are as under :

<u>STOCK EXCHANGE</u>	<u>CODE</u>
Bombay Stock Exchange Ltd.	532219
National Stock Exchange of India Ltd.	ENERGYDEV



- h. Demat ISIN Number :** INE306C01019
- i. Market Price Data :** The details of trading at Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), for the period from 01.04.2013 to 31.03.2014 are shown below :

MONTH	BSE SHARE PRICE		NSE SHARE PRICE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2013	20.00	13.60	20.00	14.95
May, 2013	18.70	16.35	18.65	16.80
June, 2013	18.45	15.40	18.35	15.20
July, 2013	15.90	12.35	15.90	12.05
August, 2013	13.00	10.00	13.35	10.10
September, 2013	15.76	9.60	16.40	9.55
October, 2013	16.17	13.59	17.60	13.30
November, 2013	16.25	13.10	16.35	13.10
December, 2013	16.11	13.87	15.75	13.40
January, 2014	18.95	14.60	18.75	14.60
February, 2014	17.95	15.10	18.00	15.60
March, 2014	17.50	13.80	17.55	14.40

As on the 31.03.2014 the closing price of the shares of the Company are ₹ 15.20 (in NSE) and ₹ 16.00 (in BSE).

- j. Performance in comparison to BSE Sensex and NSE Nifty :**

DATE	Bombay Stock Exchange Limited		National Stock Exchange of India Limited	
	Company's Market Price (Close) per share (₹)	Sensex Point (Close)	Company's Market Price (Close) per share (₹)	Nifty Point (Close)
April 30, 2013	17.15	19,504.18	17.75	5,930.20
May 31, 2013	17.70	19,760.30	17.85	5,985.95
June 28, 2013	15.75	19,395.81	15.35	5,842.20
July 30, 2013	12.50	19,345.70	12.50	5,742.00
August 30, 2013	10.50	18,619.72	10.35	5,471.80
September 30, 2013	14.70	19,379.77	16.40	5,735.30
October 31, 2013	13.60	21,164.52	13.30	6,299.15
November 29, 2013	14.99	20,791.93	15.05	6,176.10
December 31, 2013	16.11	21,170.68	15.75	6,304.00
January 31, 2014	18.00	20,513.85	18.00	6,089.50
February 28, 2014	16.35	21,120.12	16.45	6,276.95
March 31, 2014	16.00	22,386.27	15.20	6,704.20

- k. Registrar and Share Transfer Agents :**

M/s Niche Technologies Pvt. Ltd.

D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata - 700 001



l. Exclusive E-mail ID for redressal of investor complaints :

In terms of Clause 47(f) of the Listing Agreement, please use the following contacts for redressal of Investor Complaints:

E-mail : secretarial@edclgroup.com

m. Share Transfer System :

Share transfer in physical form should be lodged at the office of the Registrar and Transfer Agent at the address given above or at the corporate office of the Company. Share transfers are normally effected within a maximum period of 30 days from the date of lodgment, if technically found to be in order and complete in all respect.

Dematerialisation of shares is processed normally within a period of 21 days from the date of receipt of Demat Request Form.

n. Distribution of Shareholding as on 31.03.2014 is as under :

Shareholding Range No. of Shares	Number of Shareholders	% of Shareholders	Number of Shares	% of Shareholding
Upto - 500	7,011	87.6813	9,10,234	3.3099
501 - 1,000	501	6.2656	4,04,491	1.4709
1,001 - 5,000	382	4.7774	8,28,252	3.0118
5,001 - 10,000	47	0.5878	3,41,760	1.2428
10,001 - 50,000	41	0.5128	7,97,733	2.9008
50,001 - 1,00,000	3	0.0375	1,62,838	0.5921
1,00,001 and above	11	0.1376	2,40,54,692	87.4716
TOTAL	7,996	100.00	2,75,00,000	100.0000

o. Shareholding as on 31.03.2014 :

Category	No. of Shares held	% of holding
Promoters	1,54,99,475	56.36
Financial Institutions, Insurance Co., Banks etc.	0	0
Corporate Bodies	91,05,406	33.11
Indian Public	27,62,469	10.05
Others	1,32,650	0.48
TOTAL	2,75,00,000	100.00

p. Dematerialization of Shares and Liquidity :

The Shares of the Company has been dematerialized with NSDL and CDSL. As on 31.03.2014 2,61,06,620 shares (94.93%) has been dematerialized with NSDL and 13,50,064 shares (4.91%) with CDSL.

q. Outstanding GDRs / ADRs / Warrants or any Convertible instruments:

During the financial year ended on 31.03.2014 the Company has not issued any GDR / ADR / Warrants or Convertible instruments. Also as on 31.03.2014 there were no GDR/ ADR/ Warrant or convertible instruments outstanding against the Company.

r. Plant Locations :

- ◆ Harangi Hydro Electric Power Project : Village - Hulugunda, Taluka - Somawarpet, Dist. - Kodagu, Karnataka - 571 233.
- ◆ Wind Mill Project : Rangapur Kawal, Arsikere, District - Hassan, Karnataka - 573 103
- ◆ Wind Mill Project : K-73, Elkurnahalli, Jogimatti Wind Zone, Chitradurga - District, Karnataka.

s. Address for Correspondence :

Mr. Prem Chand Kankaria, Company Secretary

Energy Development Company Limited

EDCL HOUSE, 1A, Elgin Road, Kolkata - 700 020

**DECLARATION**

To
The Members
Energy Development Company Limited

Sub. : Declaration under Clause 49 of the Listing Agreement

I hereby declare that all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the code for the financial year ended 31st March, 2014.

For Energy Development Company Ltd.

Place : Kolkata
Date : 11th August, 2014

Sd/-

SANJIV SARAF
(Executive Director)

To
The Members
Energy Development Company Limited

Re : Financial Statements for the year ended on 31st March, 2014 - Certification by Executive Director and GM (Commercial)

We, Sanjiv Saraf, Executive Director and Nathmal Modi, GM (Commercial) of Energy Development Company Limited, to the best of our knowledge and belief, certify that :

1. We have reviewed the financial statements and the cash flow statement for the year ended on 31.03.2013 and that to the best of our knowledge and belief :
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee :
 - a) significant changes in the internal control over financial reporting during the year under review;
 - b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or other employees who have a significant role in the Company's internal control systems over financial reporting.

For Energy Development Company Limited

Place : Kolkata
Date : 11th August, 2014

Sd/-
NATHMAL MODI **SANJIV SARAF**
GM (Commercial) (Executive Director)



AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT

To the members of
Energy Development Company Limited

1. We have examined the compliance of the conditions of Corporate Governance by Energy Development Company Limited, for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement) issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and to the best of our information and explanations given to us and the representation made by the Directors and management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Lodha & Co.

Chartered Accountants

Firm ICAI Registration No. : 301051E

Sd/-

H. K. Verma

Partner

Membership No. 55104

Place : Kolkata

Dated : 11th August, 2014



ANNEXURE - 'C'

INFORMATION PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

CONSERVATION OF ENERGY

Electricity is consumed mainly in the offices for the purposes of lighting and running air - conditioner and computers etc. It is also consumed in the Power Plants and Power House auxiliaries mainly for running governor, cooling water pumps, and ventilation, air conditioning and lighting purposes. Effective energy conservation measures are being taken in general and also ensuring that electricity consumption are kept at the minimum.

The Company has also taken some specific measures for conservation of energy at its Harangi Plant site such as:

- i. It is proposed to install 24 no solar street lights to reduce / save power consumption of 21,900 unit in a year.
- ii. The regular usage of electricity in the plant are proposed to be reduced by installing a micro wind plant of 20 KW and to generate electricity for 6 hours after which the same will be stored in battery or inverter for use thereafter. Total electricity to be saved using this method is 0.1 MU.

The company does not fall under the category of industries specified in the schedule to the said Rules, accordingly, information in Form A, is not required to be given.

(B) TECHNOLOGY ABSORPTION

Every effort was made to ensure that various equipments relating to the company's power projects correspond to state of the art technology. No specific expenditure on Research & Development is envisaged.

(C) STATEMENT OF FOREIGN EXCHANGE OUTGO FOR THE FINANCIAL YEAR 2013-14

Sl. No.	Particulars	Amount (₹)
1.	Travelling Expenses	411,992.00
2.	Purchase for resale	10,390,426.00
Total		10,802,418.00

ANNEXURE - 'D'

PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975

Sl. No.	Name	Age	Designation	Total Remuneration (₹)	Qualification	Experience (Years)	Date of Joining	Previous Employment	Percentage of Equity shares held in the Company
1.	Mr. Sanjiv Saraf	59	Executive Director	48,20,000	B.Tech; M.Tech.	36	01.08.2002	—	0.036

Note :

1. Remuneration includes Salary and House Rent Allowance.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ENERGY DEVELOPMENT COMPANY LIMITED

1. Report on the Financial Statements

We have audited the accompanying financial statements of ENERGY DEVELOPMENT COMPANY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that :

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Lodha & Co.

Chartered Accountants

Firm ICAI Registration No.: 301051E

Sd/- H. K. Verma

Partner

Membership No. : 55104

Place : Kolkata

Date : 29th May, 2014



Annexure to Auditor's Report

Annexure referred to in paragraph 5 of our report of even date.

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its business. No material discrepancies in respect of the assets verified during the year were noticed.
 - (c) The Company has not disposed off any substantial part of the fixed assets during the year.
- ii) (a) The inventory has been physically verified during the year by the management at reasonable intervals.
 - (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventories and discrepancies noticed on the physical verification of inventory, as explained, were not material as compared to the book records.
- iii) (a) According to information and explanations given to us the company has given unsecured loans to thirteen companies listed in the register maintained under Section 301 of the Act. The maximum amount involved during the year was ₹ 629,768,891 and the year-end balance of such loans was ₹ 347,176,891.
 - (b) In our opinion, the rate of interest and other terms and conditions of the unsecured loans as mentioned in (a) above were *prima facie* not prejudicial to the interest of the Company.
 - (c) According to the information and explanations given to us, the principal amount is not due for repayment and interest thereon has been regularly received.
 - (d) As informed to us, having regard to terms and conditions of the loan as mentioned above, there is no overdue amount outstanding in respect of such loan and interest thereon.
 - (e) According to the information and explanations given to us, the company had taken unsecured loan from four companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was ₹ 696,100,000 and the year-end balance was ₹ 663,600,000
 - (f) In our opinion, the rate of interest and other terms and conditions of such loan are not *prima facie* prejudicial to the interest of the Company.
 - (g) According to the information and explanations given to us, the principal amount is not due for repayment and the company has been regular in repayment of interest thereon as applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of goods. During the course of our audit, we have not observed any continuing failure to correct weaknesses in the internal controls.
- v) According to the information and explanations provided by the management, other than the matters referred in clause (iii) above, there are no transactions that need to be entered, in the Register maintained under Section 301 of the Act.
- vi) The Company has not accepted any deposits from the public under Section 58A, 58AA or any other relevant provision of the Act and the rules framed thereunder.
- vii) Internal audit of the Company has been carried out by firms of Chartered Accountants. In our opinion the internal audit system in respect of the areas covered during the year is commensurate with the size and nature of the business of the Company.
- viii) We have broadly reviewed the cost records and accounts prescribed by the Central Government under section 209(1) (d) of the Act and are of the opinion that *prima-facie*, such records have been maintained by the Company. However, we have not carried out any detailed examination of such accounts and records.
- ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, there are no



undisputed amounts payable in respect of aforesaid dues for a period of more than six months from the date they became payable.

- (b) According to information and explanations given to us and the records of the Company examined by us, there are no dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty, Service Tax and Cess which have not been deposited on account of any dispute except as given below:

Statute	Nature of Tax	Forum where Dispute is Pending	Amount (₹)	Period to which amount relates
The Income Tax Act, 1961	Income Tax	CIT (Appeals)	125,300,100	2005-06, 2010-11
The West Bengal Value Added Tax Rules, 2005	Sales Tax	Deputy Commissioner	79,02,703	2010-11

- x) The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) In our opinion and on the basis of information and explanations given by the management, the Company has not defaulted in the repayment of dues to banks. The Company has not borrowed from any financial institutions and there were no debenture holders during the year.
- xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of clause 4 (xii) of the order are not applicable to the company.
- xiii) In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund/society. Accordingly, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- xv) The company has given guarantee for loans taken by a subsidiary from banks. According to the information and explanations given to us we are of the opinion that the terms and conditions thereof are not *prima-facie* prejudicial to the interest of the Company.
- xvi) According to the information and explanations given to us, the Company has not availed fresh term loans during the year.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet, no short-term funds have been utilized for the long-term investment during the year.
- xviii) The Company has not made preferential allotment of shares to the parties and companies covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- xix) The Company has not issued any debentures during the year. Accordingly, the provisions of clause 4(xix) of the Order are not applicable to the Company.
- xx) The Company has not raised money by public issue during the year. Accordingly, the provisions of clause 4 (xx) of the order are not applicable to the company.
- xxi) During the course of our examination of the books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Company nor have we been informed of any such case by the management.

Place : Kolkata
Date : 29th May, 2014

For Lodha & Co.
Chartered Accountants
Firm ICAI Registration No.: 301051E
Sd/- H. K. Verma
Partner
Membership No. : 55104



BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	Amount in ₹		
		As at 31st March 2014	As at 31st March 2013	
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	275,000,000	275,000,000	
Reserves and Surplus	3	1,070,081,211	1,064,099,678	
Non-Current Liabilities				
Long-term borrowings	4	663,600,000	539,450,000	
Deferred tax liabilities (Net)	5	6,924,680	22,447,102	
Long-term provisions	6	4,366,000	5,198,000	
Current Liabilities				
Short-term borrowings	7	46,215,278	76,047,548	
Trade payables	8	92,024,210	108,710,312	
Other current liabilities	9	96,370,526	94,216,290	
Short-term provisions	10	16,196,813	25,975,900	
Total		2,270,778,718	2,211,144,830	
ASSETS				
Non-current assets				
Fixed assets	11			
- Tangible assets		527,582,174	583,697,733	
- Intangible assets		531,182	712,989	
- Capital work-in-progress		–	760,000	
Non-current investments	12	1,009,478,542	689,478,542	
Long term loans and advances	13	463,347,635	501,508,982	
Other non-current assets	14	1,500,000	1,500,000	
Current assets				
Inventories	15	23,824,840	45,387,986	
Trade receivables	16	124,852,546	255,027,009	
Cash and bank balances	17	59,543,577	67,408,697	
Short-term loans and advances	18	26,054,723	35,641,354	
Other current assets	19	34,063,498	30,021,540	
Total		2,270,778,718	2,211,144,830	
Significant Accounting Policies	1			

The accompanying notes(1-32) form an integral part of financial statements.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	Amount in ₹	
		Year ended 31st March 2014	Year ended 31st March 2013
Revenue from operations	20	387,496,742	487,475,616
Other Income	21	62,714,317	34,693,429
Total Revenue		450,211,058	522,169,045
Expenses :			
Cost of materials consumed	22	49,503,441	59,995,297
Purchase of Stock-in-Trade	22	70,692,477	152,814,859
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	20,746,557	3,429,196
Employee benefits expense	23	53,770,534	51,156,730
Finance costs	24	87,858,868	67,415,355
Depreciation and amortization expense	11	49,546,126	48,551,370
Provision for bad & doubtful debts		12,408,750	21,641,426
Other expenses	25	99,201,144	106,522,837
Total Expenses		443,727,897	511,527,070
Profit/(Loss) before tax for the year		6,483,161	10,641,975
Tax Expense :			
- Current tax		-	12,032,500
- MAT Credit entitlement for earlier years		-	(45,289,177)
- Tax for earlier years		(62,763)	209,088
- Deferred tax		(15,522,422)	(19,636,675)
Total Tax Expense		(15,585,185)	(52,684,264)
Profit/(Loss) after tax for the year		22,068,346	63,326,239
Earnings per equity share of ₹ 10 each fully paid-up			
- Basic & Diluted	29	0.80	2.30
Significant Accounting Policies	1		

The accompanying notes(1-32) form an integral part of financial statements.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The accounts have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 1956 and accounting standards notified vide Companies (Accounting Standards) Rules, 2006. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

1.2 Use of Estimates

The preparation of financial Statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognised in the year in which the results become known/ materialise.

1.3 Fixed Assets

Fixed assets are stated at cost which comprise its purchase price and any attributable cost of bringing the assets to its working condition for its intended use. In case of construction/erection of fixed assets ,cost comprise those costs that relate directly to the specific asset and those that are attributable to the construction/erection activities in general and can be allocated to the specific assets. Cost includes interest and pre-operative expenses.

1.4 Expenditure during Construction Period

Expenditure related to and incurred during implementation of capital project is included under Capital Work-in-progress and the same is allocated to the respective Fixed Assets on completion of its construction / erection. Interest on borrowing costs related to qualifying asset is worked out on the basis of actual utilization of funds out of project specific loans and / or other borrowings to the extent identifiable with the qualifying asset and are capitalized with the cost of qualifying assets.

1.5 Depreciation and Amortisation

Depreciation on all assets, other than the generating plant and machinery,building and roads,hydraulic works,transmission lines, transformers & cable network has been provided on written down value method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

In respect of assets of generating plant and machinery, building and roads, hydraulic works,transmission lines,transformers & cable network depreciation has been provided on straight line method at the rates prescribed under schedule XIV to The Companies Act, 1956. Erection and maintenance tools are amortised over a period of five years on straight line method. In case of computer software, depreciation has been charged at a rate of 40% on written down value method.

Assets having actual cost of ₹ 5,000/- or less have been written off in the year of acquisition, irrespective of the period of use.

1.6 Investments

Long-term investments are valued at cost. Current investments are valued at lower of cost and fair value as on the date of the Balance Sheet. The Company provides for diminution in the value of investments, other than temporary in nature.

1.7 Revenue Recognition

- Revenue in respect of sale of electricity generated is accounted for on delivery to the grid.
- Revenue in respect of Contract Division from goods/services is recognized on delivery of the goods/rendering of services. Revenue against construction/consultancy contracts is recognized progressively on the basis of Percentage of Completion method. Stage of completion of contracts in progress is determined by reference to the physical proportion of the contract work completed and billed.

**1.8 Inventories**

Inventories are valued at cost or estimated net realisable value, whichever is lower. Cost of inventory comprising stores, spares and consumables are determined applying weighted average method. Values of spares related to the machinery are charged out as consumption, over the effective life of the plant and machinery to which they relate.

Cost in respect of work-in-progress represents cost of materials remaining uncertified/incomplete under the construction/consultancy contracts undertaken by the company.

1.9 Impairment

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognised, whenever the carrying amount of assets exceed recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value at appropriate rate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets on a pro-rata basis. Subsequent to recognition of impairment loss/reversal thereof, depreciation is provided on the revised carrying amount of the asset, on a systematic basis, over its remaining useful life.

1.10 Employee Benefits

Employees benefits are accrued in the year services are rendered by the employees.

Contribution to defined contribution schemes such as Provident Fund etc. are recognized as and when incurred.

Long term employee benefits under defined benefit scheme such as contribution to gratuity, leave etc. are determined at close of the year at present value of the amount payable using actuarial valuation techniques.

Actuarial gains and losses are recognised in the year when they arise.

1.11 Taxation

Provision for tax is made for current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent years are recognised using tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets other than in respect of carried forward losses or unabsorbed depreciation are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

Entitlement credit in respect of Minimum Alternate Tax is recognised only if there is convincing evidence of realisation of the same.

1.12 Borrowing Costs

Borrowing costs that are attributable to the acquisition / construction/erection of fixed assets are capitalized as part of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

1.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not provided for and are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.



As at	As at
31st March 2014	31st March 2013
₹	₹

NOTE 2

SHARE CAPITAL

Authorised

35,000,000 (35,000,000) Equity shares of ₹ 10/- each	350,00,00,000	350,00,00,000
	350,00,00,000	350,00,00,000

Issued, Subscribed & Paid-up

27,500,000 (27,500,000) Equity shares of ₹ 10/- each fully paid-up	275,00,00,000	275,00,00,000
	275,00,00,000	275,00,00,000

a) Shareholders holding more than 5% of equity shares

	Nos. of shares	Nos. of shares
Sterlite Merchants LLP	13,562,084	13,562,084
Mr. Amar Singh	1,458,453	1,458,453
Citrus Securities Pvt. Ltd.	1,659,593	1,805,670
Exude Vincom Ltd.	1,645,240	–
Rottex Mercantile Pvt. Ltd.	3,887,424	4,062,000

- b) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity is entitled to one vote per share. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by them.
- c) The Board of Directors has recommended payment of dividend @ 5% (₹ 0.50) per equity share on the paid-up share capital of the company for the financial year 2013-2014 subject to approval of members at the ensuing Annual General Meeting.

NOTE 3

RESERVES & SURPLUS

Capital Reserve on Amalgamation	1,165,345	1,165,345
Capital Reserve	124,000,000	124,000,000
Securities Premium	350,000,000	350,000,000
General Reserve	2,288,636	2,288,636
Surplus in Statement of Profit & Loss		
Opening Balance	586,645,697	549,058,359
Add : Profit/(Loss) for the year transferred from Statement of Profit and Loss	22,068,346	63,326,239
Less : Appropriations		
Proposed Dividend on Equity Shares [Dividend per share ₹ 0.50/- (Previous year ₹ 0.80/-)]	13,750,000	22,000,000
Tax on Dividend	2,336,813	3,738,900
Balance at the end of the year	592,627,230	586,645,697
Total	1,070,081,211	1,064,099,678



As at	As at
31st March 2014	31st March 2013
₹	₹

NOTE 4**LONG-TERM BORROWINGS****Unsecured**

Loan from others

From Bodies Corporate	663,600,000	539,450,000
	663,600,000	539,450,000

Terms of Repayment

During the year, the repayment terms of the loans were revised and in terms of the said revision these loans are repayable in the financial year 2016-17. Interest ranges between 12% to 18%.

NOTE 5**DEFERRED TAX LIABILITIES (NET)****Deferred Tax Assets**

Expenses allowable on payment basis	(1,452,238)	(1,763,658)
Provision for bad and doubtful debts	(7,853,007)	(14,045,286)

Deferred Tax Liabilities

Depreciation Difference	16,229,925	38,256,046
	6,924,680	22,447,102

NOTE 6**LONG-TERM PROVISIONS****Provision for Employee benefits**

Provision for leave encashment	3,770,000	3,834,000
Provision for Gratuity	596,000	1,364,000
	4,366,000	5,198,000

NOTE 7**SHORT-TERM BORROWINGS****Secured**

(Repayable on Demand)

Cash Credit from Bank	46,215,278	76,047,548
	46,215,278	76,047,548

(Secured by hypothecation of entire stocks and other movables of the company including all movable Plant and Machinery, Furniture and Fixtures, Vehicles, Computers and other accessories etc. stored or to be stored, at the premises / godowns of the company's contract division and also all present and future book debts, outstanding monies, receivables, claims, bills etc. and equitable mortgage of immovable properties at 9MW Harangi Hydro Electric Project).



As at	As at
31st March 2014	31st March 2013
₹	₹

NOTE 8

TRADE PAYABLES

Payables for goods and services	92,024,210	108,710,312
	92,024,210	108,710,312

- a) The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under the Act has not been given.
- b) Payables for goods and services includes acceptances amounting to ₹ 8,551,329/- (Previous year ₹ Nil)

NOTE 9

OTHER CURRENT LIABILITIES

Interest accrued and due on borrowings	61,875,077	53,893,766
Unpaid Dividends	603,296	540,465
Statutory Payables	5,088,444	1,958,138
Advance from customers	26,990,635	35,533,980
Other Payables	1,813,074	2,289,941
	96,370,526	94,216,290

NOTE 10

SHORT-TERM PROVISIONS

Provision for employee benefits

Provision for leave encashment	110,000	237,000
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Others

Provision for Proposed Dividend	13,750,000	22,000,000
Provision for Dividend Distribution Tax	2,336,813	3,738,900
	16,196,813	25,975,900



Amount in ₹

NOTE 11
FIXED ASSETS

Name of the Assets	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK			
	Cost as at 01.04.2013	Additions/ Adjustments	Deletion/ Adjustments	Cost as at 31.03.2014	As at 01.04.2013	During the year	Deduction/ Adjustment	Up to 31.03.2014	As at 31.03.2014	As at 31.03.2013
(A) Tangible Assets										
Freehold Land	208,300	–	–	208,300	–	–	–	–	208,300	208,300
Leasehold Land [Note 1]	–	–	–	–	–	–	–	–	–	–
Office Premises	18,641,250	–	18,641,250	–	5,649,649	647,800	6,297,449	–	–	12,991,601
Buildings and Roads	112,933,241	–	–	112,933,241	14,191,303	3,583,572	–	17,774,675	95,158,566	98,741,938
Plant & Equipment	388,701,746	5,064,795	–	393,766,541	182,860,897	19,553,522	–	202,414,419	191,352,122	205,840,849
Hydraulic Works	155,110,028	–	–	155,110,028	76,622,633	6,999,340	–	83,621,973	71,488,055	78,487,395
Transmission Lines, Transformers, Cable Network etc. [Note 2]	53,466,018	–	–	53,466,018	28,177,038	2,412,654	–	30,589,692	22,876,326	25,288,980
Office Equipment	6,797,224	422,767	–	7,219,991	4,832,391	552,665	–	5,385,056	1,834,935	1,964,633
Furniture and Fixtures	15,448,295	–	–	15,448,295	8,191,068	1,372,287	–	9,563,355	5,884,940	7,257,227
Motor Vehicle	34,671,516	–	–	34,671,516	17,707,200	4,392,062	–	22,099,262	12,572,254	16,964,316
Windmill [Note 3]	184,767,000	–	–	184,767,000	48,814,706	9,745,618	–	58,560,324	126,206,676	135,952,294
Total (A)	970,744,618	5,487,562	18,641,250	957,590,930	387,046,885	49,259,319	6,297,449	430,008,756	527,582,174	583,697,733
(B) Intangible Assets										
Computer Software	2,390,855	105,000	–	2,495,855	1,677,866	286,807	–	1,964,673	531,182	712,989
Total (B)	2,390,855	105,000	–	2,495,855	1,677,866	286,807	–	1,964,673	531,182	712,989
Total (A+B)	973,135,473	5,592,562	18,641,250	960,086,785	388,724,751	49,546,126	6,297,449	431,973,429	528,113,356	584,410,722
Previous Year	946,173,422	26,962,051	–	973,135,473	340,173,381	48,551,370	–	388,724,751	584,410,722	

Note : 1) 7.21 acres of Land has been taken on lease for 40 years w.e.f. 14th July,1999 at an annual lease rent of ₹ 72,100/-.

2) Transmission Lines, Transformers, Cable network etc. include Power Evacuating facilities put up in relation to the Hydro Electric Generating Station, which has been handed over to the Electricity Board for transmission of Electricity and maintenance thereof.

3) Gross Block of Windmill includes Leasehold Land of ₹ 3,600,000/- (Previous year ₹ 3,600,000/-).



As at 31st March 2014 ₹	As at 31st March 2013 ₹
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NOTE 12

NON-CURRENT INVESTMENTS

(Long-Term) (at cost, unless otherwise stated) (Other than trade)	% of Shareholding	
Investment in Equity Shares of Subsidiary Companies (Unquoted)		
Ayyappa Hydro Power Limited		
30,000,000 (20,000,000) Equity Shares of ₹ 10/- each fully paid-up*	100	300,000,000
EDCL Power Projects Ltd.		
3,750,000 (3,750,000) Equity Shares of ₹ 10/- each fully paid-up	100	40,000,000
Eastern Ramganga Valley Hydel Projects Co. Pvt Ltd.		
10,000(10,000) Equity Shares of ₹ 10/- each fully paid-up	100	100,000
EDCL Arunachal Hydro Project Pvt. Ltd.		
10,000(10,000) Equity Shares of ₹ 10/- each fully paid-up	100	100,000
EDCL Seppa Beyong Hydro Electric Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Dunkho Hydro Electric Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Jung Power Pvt. Ltd.		
450,000 (450,000) Equity Shares of ₹ 10/- each fully paid-up	100	22,100,000
EDCL Seppa Kawa Power Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Lada Hydro Electric Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Marjingla Hydro Electric Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Nire Hydro Electric Pvt. Ltd.		
400,000 (400,000) Equity Shares of ₹ 10/- each fully paid-up	100	19,600,000
EDCL Seppa Pachuk Power Pvt. Ltd.		
950,000 (950,000) Equity Shares of ₹ 10/- each fully paid-up	100	47,100,000
EDCL Seppa Riang Power Pvt. Ltd.		
150,000 (150,000) Equity Shares of ₹ 10/- each fully paid-up	100	7,100,000
EDCL Tawang Lower Tsachu Hydro Electric Pvt. Ltd.		
25,000 (25,000) Equity Shares of ₹ 10/- each fully paid-up	100	850,000
EDCL Tawang Power Pvt. Ltd.		
25,000 (25,000) Equity Shares of ₹ 10/- each fully paid-up	100	850,000
EDCL Tawang Upper Tsachu Hydro Electric Pvt. Ltd.		
25,000 (25,000) Equity Shares of ₹ 10/- each fully paid-up	100	850,000
Sarju Valley Hydel Projects Co. Pvt. Ltd.		
10,000 (10,000) Equity Shares of ₹ 10/- each fully paid-up	100	100,000
	(A)	674,250,000
		100,000
		574,250,000



	As at 31st March 2014 ₹	As at 31st March 2013 ₹
Investment in 10% Cumulative Redeemable Preference Shares of Subsidiary Companies (Unquoted)	% of Shareholding	
Ayyappa Hydro Power Limited		
22,000,000 (Nil) Preference Shares of ₹ 10/- each fully paid-up	220,000,000	-
EDCL Seppa Riang Power Pvt. Ltd.		
50,000 (50,000) Preference Shares of ₹ 100/- each fully paid-up	5,000,000	5,000,000
EDCL Tawang Lower Tsachu Hydro Electric Pvt. Ltd.		
400,000 (400,000) Preference Shares of ₹ 100/- each fully paid-up	40,000,000	40,000,000
EDCL Tawang Power Pvt. Ltd.		
400,000 (400,000) Preference Shares of ₹ 100/- each fully paid-up	40,000,000	40,000,000
EDCL Tawang Upper Tsachu Hydro Electric Pvt. Ltd.		
300,000 (300,000) Preference Shares of ₹ 100/- each fully paid-up	30,000,000	30,000,000
(B)	335,000,000	115,000,000
Investment in PMS (Unquoted)		
Sai Rayalaseema Paper Mills Ltd.		
18,810 (18,810) Equity Shares of ₹ 10/- each fully paid-up	228,542	228,542
(C)	228,542	228,542
Total (A+B+C)	1,009,478,542	689,478,542
Aggregate amount of unquoted investments	1,009,478,542	689,478,542
* The shares held in Ayyappa Hydro Power Ltd., a subsidiary are pledged (3,750,000 equity shares) with the lender of the said subsidiary. Further, the Company has given a non-disposable undertaking for 8,750,000 equity shares to the lender of the said subsidiary.		
NOTE 13		
LONG-TERM LOANS AND ADVANCES		
(Unsecured - considered good)		
Capital Advances	-	23,000,000
Security Deposits/Retention money with customers	7,384,969	4,580,644
Other Security Deposits	4,557,562	1,252,960
Loan to Related parties - Subsidiaries (Refer Note 27)	373,856,733	423,646,413
Advance Income Tax & Fringe Benefit Taxes (Net of provisions)	37,832,512	9,313,104
MAT Credit Entitlement	39,715,860	39,715,860
	463,347,635	501,508,982
NOTE 14		
OTHER NON-CURRENT ASSETS		
Other bank balances		
- on Margin Money Accounts	1,500,000	1,500,000
(with more than 12 months maturity) (Refer Note 17)	1,500,000	1,500,000



As at 31st March 2014	As at 31st March 2013
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NOTE 15**INVENTORIES**

(As taken, valued and certified by the management)

Contract Work-in-Progress	18,675,854	39,422,411
Goods in transit	-	346,114
Stores, Spares and Consumables	5,148,986	5,619,461
	<u>23,824,840</u>	<u>45,387,986</u>

NOTE 16**TRADE RECEIVABLES**

(Unsecured - considered good)

Outstanding for a period of more than six months	23,177,805	47,731,627
Other Debts(*)	101,674,741	207,295,382
	<u>124,852,546</u>	<u>255,027,009</u>
(Unsecured,considered doubtful)		
Outstanding for a period of more than six months	24,204,059	43,282,853
Less: Provision for bad & doubtful debt	24,204,059	43,282,853
	<u>—</u>	<u>—</u>
	<u>124,852,546</u>	<u>255,027,009</u>

* [Includes ₹ 28,016,966/- (Previous Year ₹ 43,373,094/-) receivable from subsidiaries] (Refer Note 27)

NOTE 17**CASH AND BANK BALANCES****Cash and cash equivalents**

- Balance with Banks on Current Accounts	10,311,548	21,878,792
- Cash on hand	323,000	303,440
	<u>10,634,548</u>	<u>22,182,232</u>

Other bank balances

- on Unpaid Dividend Account	603,296	540,465
- on Margin Money Accounts	48,305,733	44,686,000
(with less than 12 months maturity)	48,909,029	45,226,465
	<u>59,543,577</u>	<u>67,408,697</u>

Margin money is lying with banks against bank guarantees issued.

NOTE 18**SHORT-TERM LOANS AND ADVANCES**

(Unsecured - considered good)

Advance to suppliers	16,577,035	22,548,455
Prepaid expenses	2,968,518	2,305,332
Balance with Government authorities	2,800,000	2,800,000
Other Advances*	3,709,170	7,987,567
	<u>26,054,723</u>	<u>35,641,354</u>

* (a) [Includes ₹ Nil (Previous Year ₹ 1,055,459/-) receivable from subsidiaries] (Refer Note 27)

* (b) [Includes ₹ 801,721/- (Previous Year ₹ 1,191,832/-) and maximum outstanding ₹ 2,191,952/- (Previous Year ₹ 1,915,272/-) in respect of loan to employees]



As at 31st March 2014	As at 31st March 2013
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NOTE 19

OTHER CURRENT ASSETS

(Unsecured - considered good)

Interest Receivable (*)	<u>34,063,498</u>	<u>30,021,540</u>
	<u><u>34,063,498</u></u>	<u><u>30,021,540</u></u>

*[Includes ₹ 28,350,706/- (Previous Year ₹ 27,054,654/-) receivable from subsidiaries] (Refer Note 27)

Year ended 31st March 2014	Year ended 31st March 2013
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NOTE 20

REVENUE FROM OPERATIONS

Sale of Products

- Hydro power	149,337,105	84,655,930
- Wind power	23,340,859	22,252,588
- Construction contracts	70,651,899	113,136,946
- Traded goods	71,566,879	194,830,152
	<u>314,896,742</u>	<u>414,875,616</u>

Sale of Services

Less : Service Tax	8,973,360	8,973,360
	<u>72,600,000</u>	<u>72,600,000</u>
	<u><u>72,600,000</u></u>	<u><u>72,600,000</u></u>
	<u><u>387,496,742</u></u>	<u><u>487,475,616</u></u>

Total number of the units generated and sold (In million units)

- Hydro power	41.93 m.u.	23.28 m.u.
- Wind power	6.86 m.u.	6.54 m.u.

NOTE 21

OTHER INCOME

Interest Received on loans & deposits(*)	38,642,750	34,649,343
Profit on Sale of fixed assets	23,656,199	-
Liability & Provision no longer required written back	414,867	7,140
Miscellaneous income	500	36,946
	<u>62,714,317</u>	<u>34,693,428</u>

* [Includes ₹ 31,500,786/- (Previous year ₹ 30,060,727/-) amount received from subsidiaries] (Refer Note 27)



	Year ended 31st March 2014	Year ended 31st March 2013
	₹	₹

NOTE 22

Cost of materials consumed - Broad Heads

Steel	26,373,659	30,742,962
Cement	5,776,030	9,057,505
Aggregate	9,053,749	13,593,617
Others	8,300,003	6,601,213
	49,503,441	59,995,297

Purchase of Stock-in-Trade - Broad Heads

Main Inlet Valve & Accessories	12,764,963	-
Turbine Auxiliaries & Electrical Systems	44,225,565	-
Generator Auxiliaries	-	37,854,687
Turbine Parts	9,276,307	80,619,566
Hydro Mechanical Equipment & Accessories	-	12,000,000
Others	4,425,642	22,340,606
	70,692,477	152,814,859

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Opening stock of Contract Work-in-Progress	39,422,411	42,851,607
Less :Closing stock of Contract Work-in-Progress	18,675,854	39,422,411
	20,746,557	3,429,196

NOTE 23

EMPLOYEE BENEFITS EXPENSES

Salaries & Wages	49,274,037	46,292,313
Contribution to Provident and other Funds	59,577	449,226
Staff welfare expenses	4,436,920	4,415,191
	53,770,534	51,156,730

Employees Benefits :

The disclosures required under Accounting Standard 15 "Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006 (AS-15), are given below:

(i) Defined Contribution Scheme :

Contribution to Defined Contribution Plan, recognized for the year are as under :
 Employer's Contribution to Provident Fund ₹ 108,074/- (Previous year ₹ 109,963/-)
 Employer's Contribution to Pension Fund ₹ 244,919/- (Previous year ₹ 249,402/-)

(ii) Defined Benefit Scheme :

The employee's gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Leave Encashment is recognized in the same manner as gratuity.



(₹ in lacs)

	Particulars	Gratuity (Funded)	Leave Encashment (Non-Funded)	Gratuity (Funded)	Leave Encashment (Non-Funded)
		31.03.2014	31.03.2014	31.03.2013	31.03.2013
	Expenses Recognized in the Profit & Loss Account				
1	Current Service Cost	13.14	10.11	9.65	7.28
2	Interest Cost	5.62	3.23	4.78	3.21
3	Expected return on plan assets	(5.16)	–	(4.39)	–
4	Actuarial Losses / (Gains)	(16.54)	(12.64)	(0.20)	(7.01)
	Total Expenses	(2.94)	0.70	9.84	3.48
	Change in the obligation during the year				
1	Present value of Defined Benefit Obligation at the beginning of the year	68.59	40.71	56.60	37.31
2	Current Service Cost	13.14	10.11	9.65	7.28
3	Interest Cost	5.62	3.23	4.78	3.21
4	Benefit Paid	–	(2.61)	(2.08)	(0.08)
5	Actuarial (Gains) / Losses	(16.88)	(12.64)	(0.36)	(7.01)
6	Present value of Defined Benefit Obligation at the end of the year	70.47	38.80	68.59	40.71
	Change in Assets during the year ended March 31, 2014				
1	Plan Assets at the beginning of the year	54.95	–	46.83	–
2	Contribution by Employer	4.74	–	5.97	–
3	Expected return on plan assets	5.16	–	4.39	–
4	Benefit Paid	–	–	(2.08)	(0.08)
5	Actuarial Gains / (Losses)	(0.34)	–	(0.16)	–
	Plan Assets at the end of the year	64.51	–	54.95	–
	Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet during the year ended March 31, 2014				
1	Net Asset / (Liability) at beginning of the year	(13.64)	(40.71)	(9.77)	(37.31)
2	Acquisition	–	–	–	–
3	Employer Expenses	2.94	(0.70)	(9.84)	(3.48)
4	Employer Contributions	4.74	2.61	5.97	0.08
5	Net Asset / (Liability) at the end of the year	(5.96)	(38.80)	(13.64)	(40.71)
	Actuarial Assumptions				
1	Discount Rate	8.20%	8.20%	8.20%	8.20%
2	Expected Rate of Return on Plan Assets	9.00%	Not Applicable	9.00%	Not Applicable

(iii) Disclosure in terms of Para 120(n) of AS 15

(₹ in lacs)

Particulars	Gratuity (Funded)				
	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Present value of defined benefit obligations	(70.47)	(68.59)	(56.60)	(50.98)	(24.72)
Fair value of plan assets	64.51	54.95	46.83	36.07	25.40
Surplus/(Deficit)	(5.96)	(13.64)	(9.77)	(14.91)	0.68
Experience adjustment on plan liabilities (loss)/gain	6.03	3.95	4.09	(0.34)	3.14
Experience adjustment on plan assets (loss)/gain	(0.34)	(0.16)	(0.22)	(0.32)	(0.36)



(iv) Details of Plan Assets

	31.03.2014	31.03.2013
Other assets including under scheme of insurance	100%	100%

Notes :

- (a) Assumptions related to future salary increases, attrition, interest rate for discount and overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth and other factors applicable to the period over which the obligation is expected to be settled.

	Year ended 31st March 2014	Year ended 31st March 2013
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NOTE 24

FINANCE COSTS

Interest Expenses		
- On Cash-Credit	8,880,129	4,191,315
- On Others	78,171,492	62,198,786
Other borrowing costs	<u>807,247</u>	<u>1,025,254</u>
	<u>87,858,868</u>	<u>67,415,355</u>

NOTE 25

OTHER EXPENSES

Payment to Auditors (excluding Service tax) :		
- As Auditors	250,000	150,000
- For Taxation matters	100,000	50,000
- Other Services	150,500	45,500
Cost of Power Purchased	2,000,878	2,756,174
Stores and Spares consumed*	607,974	846,114
Contract, Consultancy and Service Charges	38,414,454	46,372,837
Rent	5,428,275	5,737,800
Repairs & Maintenance :		
- Plant & Machinery	7,520,810	11,432,619
- Others	3,165,316	5,248,894
Rates & Taxes	8,964,709	6,196,198
Travelling & Conveyance Expenses	7,038,164	7,413,937
Insurance	963,391	1,029,482
Legal & Professional charges	10,675,715	8,231,877
Security Services.	1,822,983	1,897,957
Telephone, Fax, Postal etc.	1,522,360	1,576,378
Bad Debts	31,355,578	49
Less : Provision for Doubtful Debts Written Back	31,168,118	-
Miscellaneous Expenses(**)	<u>10,388,155</u>	<u>7,537,021</u>
	<u>99,201,144</u>	<u>106,522,837</u>

* Value of consumption of stores and spare parts :

- (i) The entire consumption is out of indigenous supplies.
- (ii) Consumption as above includes ₹ 309,064/- (Previous year ₹ 309,064/-) on account of amortisation of spares.
- (iii) Stores and Spare parts included in inventory are largely consumed as replacements and hence their consumption may not be comparable on a year on year basis.

(**) Includes foreign exchange fluctuation ₹ 5,30,604 (Previous Year : ₹ Nil)

**NOTE 26****CONTINGENT LIABILITIES AND COMMITMENTS**

(To the extent not provided for)

a) Contingent Liabilities

- i) The company has given guarantee in respect of loan taken by one of its subsidiary (Outstanding balance as on 31.03.2014 ₹ 583,622,488/-) (Previous year ₹ 605,196,921/-)
 - ii) Income tax matters under disputes and pending in appeal ₹ 125,300,100/- (Previous year ₹ 30,224,140/-)
 - iii) Sales tax matters under disputes and pending in appeal ₹ 7,902,703/- (Previous year ₹ Nil)
 - iv) Bank guarantees given ₹ 81,464,933/- (Previous year ₹ 81,464,933/-)
- Future cash outflows in respect of (ii) and (iii) above are dependent upon the outcome of the decision/judgements.

b) Commitments

- i) Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 235,077,791/- (Previous year ₹ 212,885,648/-)

NOTE 27**RELATED PARTY DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 18 :**

(a) Key Management Personnel and their relative
Mr. Amar Singh (Non Executive Chairman)
Mrs. Pankaja Kumari Singh (Wife of the Non Executive Chairman)
Mr. Sanjiv Saraf (Executive Director)
Mrs. Indira Saraf (Wife of the Executive Director)

(b) Subsidiary Companies
1 AYYAPPA HYDRO POWER LIMITED
2 EASTERN RAMGANGA VALLEY HYDEL PROJECTS CO. PVT. LTD.
3 EDCL ARUNACHAL HYDRO PROJECT PVT. LTD.
4 EDCL POWER PROJECTS LIMITED
5 EDCL SEPPA BEYONG HYDRO ELECTRIC PVT. LTD.
6 EDCL SEPPA DUNKHO HYDRO ELECTRIC PVT. LTD.
7 EDCL SEPPA JUNG POWER PVT. LTD.
8 EDCL SEPPA KAWA POWER PVT. LTD.
9 EDCL SEPPA LADA HYDRO ELECTRIC PVT. LTD.
10 EDCL SEPPA MARJINGLA HYDRO ELECTRIC PVT. LTD.
11 EDCL SEPPA NIRE HYDRO ELECTRIC PVT. LTD.
12 EDCL SEPPA PACHUK POWER PVT. LTD.
13 EDCL SEPPA RIANG POWER PVT. LTD.
14 EDCL TAWANG LOWER TSACHU HYDRO ELECTRIC PVT. LTD.
15 EDCL TAWANG POWER PVT. LTD.
16 EDCL TAWANG UPPER TSACHU HYDRO ELECTRIC PVT. LTD.
17 SARJU VALLEY HYDEL PROJECTS COMPANY PVT. LTD.

(c) Associates
Sterlite Merchants LLP
Sarvottam Caps Pvt. Ltd. (Upto 09.01.2013)



The aggregate amount of transactions with the related parties as mentioned in (a) above is as below :

Amount in ₹

	Transactions during the year			Outstanding balance as at the year end
	(Previous year figures are given within brackets)			
	Managerial Remuneration	Rent Paid	Directors Sitting Fees	Security Deposit
Mr. Amar Singh	— —	— —	120,000 (140,000)	— (300,000)
Mr. Sanjiv Saraf	4,100,000 (4,100,000)	720,000 (720,000)	— —	— —
Mrs. Pankaja Kumari Singh	— —	— —	60,000 (80,000)	— (300,000)
Mrs. Indira Saraf	— —	871,200 (792,000)	— —	— —



The aggregate amount of transactions with the related parties as mentioned in (b) above is as given below:

	Transactions during the year		Investment in Equity Shares		Investment in Preference Shares		Loans & Advances Given		Loans & Advances Realised		Interest Received		Service Charges Received	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1	AYYAPPA HYDRO POWER LIMITED													
2	EASTERN RAMGANGA VALLEY HYDEL PROJECTS CO. PVT. LTD.	100,000,000	-	220,000,000	-	-	255,383,850	150,500,000	430,442,000	171,572,961	-	12,000,000	12,000,000	
3	EDCL ARUNACHAL HYDRO PROJECT PVT. LTD.	-	-	-	-	-	13,610,000	8,370,000	500,000	7,439,507	12,466,182	10,913,188	4,800,000	4,800,000
4	EDCL POWER PROJECTS LIMITED	-	-	-	-	-	30,650,000	19,600,000	25,500,000	1,700,000	3,063,830	823,068	9,000,000	9,000,000
5	EDCL SEPPA BEYONG HYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	7,542,475	5,451,866	2,000,000	4,953,888	389,095	223,332	3,600,000	3,600,000
6	EDCL SEPPA DUNKHO HYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	14,813,712	9,427,799	5,000,000	32,904,264	843,434	1,000,773	4,800,000	4,800,000
7	EDCL SEPPAJUNG POWER PVT. LTD.	-	-	-	-	-	5,155,485	3,251,120	1,500,000	1,810,208	189,817	100,519	2,400,000	2,400,000
8	EDCL SEPPAKAWA POWER PVT. LTD.	-	-	-	-	-	8,510,970	5,602,238	2,500,000	7,598,146	328,066	331,178	3,600,000	3,600,000
9	EDCL SEPPALADAHYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	10,960,285	5,045,849	1,200,000	22,621,016	601,688	540,709	3,600,000	3,600,000
10	EDCL SEPPAMARINGLA HYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	16,913,712	10,748,799	5,000,000	44,694,431	1,29,910	1,285,471	4,800,000	4,800,000
11	EDCL SEPPANIEHYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	4,355,429	2,181,950	-	2,003,397	304,442	82,834	2,400,000	2,400,000
12	EDCL SEPPAPACHUK POWER PVT. LTD.	-	-	-	-	-	24,819,197	12,378,918	-	59,496,246	2,045,566	1,196,321	4,800,000	4,800,000
13	EDCL SEPPARIANG POWER PVT. LTD.	-	-	-	-	-	4,203,430	3,131,948	1,500,000	3,46,490	1,78,705	173,785	2,400,000	2,400,000
14	EDCL TAWANG LOWER TSACHU HYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	10,710,908	10,127,665	2,800,000	44,507,684	1,122,180	890,924	4,800,000	4,800,000
15	EDCL TAWANG POWER PVT. LTD.	-	-	-	-	-	15,019,635	11,549,800	2,500,000	48,039,869	1,491,405	921,259	4,800,000	4,800,000
16	EDCL TAWANG UPPER TSACHU HYDRO ELECTRIC PVT. LTD.	-	-	-	-	-	4,355,232	9,226,063	2,500,000	10,116,395	234,944	38,656	2,400,000	2,400,000
17	SARIU VALLEY HYDEL PROJECTS COMPANY PVT. LTD.	-	-	-	-	-	5,150,000	3,850,000	-	-	6,983,447	6,434,949	2,400,000	2,400,000
	Total :	100,000,000	-	220,000,000	-	433,152,320	270,944,015	482,042,000	462,894,502	31,500,766	30,060,727	31,500,766	72,600,000	72,600,000
	Outstanding as at the year end :		Loans & Advances		Interest Receivable		Trade Receivables		Advance Receivables		Investment in Equity Shares		Investment in Preference Shares	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1	AYYAPPA HYDRO POWER LIMITED	20,401,100	19,458,250	63,605	4,348,923	1,101,128	1,011,240	-	-	-	300,000,000	200,000,000	220,000,000	220,000,000
2	EASTERN RAMGANGA VALLEY HYDEL PROJECTS CO. PVT. LTD.	108,765,386	95,155,586	11,219,564	9,821,869	2,426,976	5,251,032	-	-	-	100,000	100,000	-	-
3	EDCL ARUNACHAL HYDRO PROJECT PVT. LTD.	1,00,000	50,000	51,663	244,462	-	-	-	-	-	71,940	100,000	-	-
4	EDCL POWER PROJECTS LIMITED	23,050,000	17,900,000	2,757,447	74,761	825,846	-	-	-	-	40,000,000	40,000,000	47,100,000	-
5	EDCL SEPPA BEYONG HYDRO ELECTRIC PVT. LTD.	8,694,341	3,151,866	350,185	200,999	1,820,332	2,730,348	-	-	-	70,884	47,100,000	47,100,000	-
6	EDCL SEPPA DUNKHO HYDRO ELECTRIC PVT. LTD.	17,241,511	7,427,799	759,091	900,696	2,426,976	3,640,464	-	-	-	106,326	47,100,000	47,100,000	-
7	EDCL SEPPAJUNG POWER PVT. LTD.	5,406,605	1,751,120	170,835	90,467	1,213,488	2,625,516	-	-	-	42,531	22,100,000	22,100,000	-
8	EDCL SEPPAKAWA POWER PVT. LTD.	9,203,308	3,192,238	295,259	298,060	1,820,332	2,730,348	-	-	-	85,061	47,100,000	47,100,000	-
9	EDCL SEPPA LADA HYDRO ELECTRIC PVT. LTD.	12,706,134	2,945,849	541,519	486,638	1,820,332	2,730,348	-	-	-	79,745	47,100,000	47,100,000	-
10	EDCL SEPPA MARINGLA HYDRO ELECTRIC PVT. LTD.	20,462,511	8,548,799	1,016,919	1,156,924	2,426,976	3,640,464	-	-	-	106,326	47,100,000	47,100,000	-
11	EDCL SEPPA NIRE HYDRO ELECTRIC PVT. LTD.	5,435,379	1,081,950	273,989	74,551	1,213,488	2,625,516	-	-	-	26,582	19,600,000	19,600,000	-
12	EDCL SEPPA PACHUK POWER PVT. LTD.	33,918,183	9,098,986	1,841,009	1,076,689	2,426,976	1,617,984	-	-	-	148,857	47,100,000	47,100,000	-
13	EDCL SEPPA RIANG POWER PVT. LTD.	4,535,378	1,831,948	160,834	156,406	1,213,488	2,625,516	-	-	-	26,582	7,100,000	7,100,000	5,000,000
14	EDCL TAWANG LOWER TSACHU HYDRO ELECTRIC PVT. LTD.	15,838,573	7,927,665	1,009,962	801,832	2,426,976	3,640,464	-	-	-	88,605	850,000	850,000	40,000,000
15	EDCL TAWANG POWER PVT. LTD.	21,769,435	9,249,800	1,342,264	829,133	2,426,976	2,426,976	-	-	-	159,490	850,000	850,000	40,000,000
16	EDCL TAWANG UPPER TSACHU HYDRO ELECTRIC PVT. LTD.	4,748,305	2,893,273	34,790	1,213,488	2,625,516	2,625,516	-	-	-	42,530	850,000	850,000	30,000,000
17	SARIU VALLEY HYDEL PROJECTS COMPANY PVT. LTD.	60,681,784	55,531,284	6,285,102	5,791,454	1,213,488	2,625,516	-	-	-	100,000	100,000	-	-
	Total :	37,956,733	423,646,413	28,350,706	27,054,654	28,016,266	43,373,094	-	1,055,459	674,250,000	574,250,000	335,000,000	335,000,000	115,000,000



The aggregate amount of transactions with the related parties as mentioned in (c) above is as below :

Transactions during the year -	2013-14 (₹)	2012-13 (₹)
Sarvottam Caps Pvt.Ltd. (Upto 09.01.2013)		
Interest paid	-	29,161,643
Loan taken	-	25,000,000
Loan repaid	-	187,500,000

Notes :

- i) In respect of above parties, there is no provision for doubtful debts as on 31st March 2014 and no amount has been written off or written back during the year in respect of debts due from / to them.
- ii) The above Related Party information is as identified by the Management and relied upon by the auditors.

NOTE 28

CONSTRUCTION CONTRACTS DISCLOSURES :

	2013-14 (₹)	2012-13 (₹)
a) Contract revenue recognised as revenue in the period	142,218,778	307,967,098
b) Contract costs incurred upto the reporting date	549,587,260	373,630,455
c) Advances received	26,990,635	35,533,980
d) Retention money with customers	7,384,969	4,580,644
e) Gross amount due from customers for contract work	95,895,220	185,674,746

NOTE 29

EARNINGS PER SHARE (EPS) :

Particulars	2013-14 (₹)	2012-13 (₹)
Basic and Diluted Earnings per share has been computed as under :		
Profit/(Loss) after tax for the year	22,068,346	63,326,239
Weighted Average Number of Equity Shares issued (Nos.)	27,500,000	27,500,000
Basic and Diluted Earnings per Share (Face Value ₹ 10/- per share fully paid up)	0.80	2.30

NOTE 30

PAYMENT IN FOREIGN CURRENCY :

Particulars	2013-14 (₹)	2012-13 (₹)
(a) Payment in foreign currency :		
Travelling *	411,992	3,308,438
Purchase for resale	10,390,426	57,275,786
* Net of recovery of ₹ 1,639,857/- from Subsidiary companies		
(b) Unhedged foreign currency exposure of the company as at the year end :		2012-13
Amount in foreign currency		
Payables		
- Imports		
EURO	97330.45	89598.89
USD	141610	-



NOTE 31

SEGMENT REPORTING

Segments have been identified in line with the Accounting Standards AS-17 taking into account the organization structure as well as the differencing risk and return. The Company's business segment comprises of (1) generation and sale of electricity and (2) Construction, development, implementation, operation & maintenance of projects and consultancies (Contract Division). These have been identified by the type of their respective sales and services rendered.

Amount in (₹)

Particulars	Sale of Electricity		Contract Division		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Revenue :						
External sales *	172,677,964	106,908,518	214,818,778	380,567,098	387,496,742	487,475,616
Result :						
Segments	111,636,680	41,146,733	(14,307,728)	41,350,230	97,328,952	82,496,963
Less : Interest and Finance Charges					87,858,868	67,415,355
Less : Other common expenses (net)					2,986,923	4,439,633
Total Profit Before Tax					6,483,161	10,641,975
Provisions For Tax					(15,585,185)	(52,684,264)
Profit After Tax					22,068,346	63,326,239
Segments Assets	493,344,454	534,681,210	193,975,231	385,016,437	687,319,684	919,697,647
Unallocable Corporate Assets					1,583,459,034	1,291,447,183
TOTAL					2,270,778,718	2,211,144,830
Segments Liabilities	2,165,392	2,063,406	119,286,929	143,314,912	121,452,321	145,378,317
Unallocable Corporate Liabilities					804,245,186	726,666,835
TOTAL					925,697,506	872,045,152

* Sales/Income from operations (net of service tax) includes ₹ 72,600,000/- (Previous Year ₹ 72,600,000/-) on account of income from consultancy and other services.

Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and not allocable to segment on a reasonable basis have been included under the head other common expenses.

As the company operates entirely in India no secondary segment has been identified for the above purpose.

NOTE 32

COMPARATIVES

The previous year's figures have been regrouped and rearranged wherever considered necessary .

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

Particulars	For the year ended 31.03.2014		For the year ended 31.03.2013	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A) Cash Flow From Operating Activities :				
Profit/ (Loss) before taxation		6,483,161		10,641,975
Adjustments for :				
Depreciation	49,546,126		48,551,370	
Amortisation of Stores, Spares & Tools	309,064		309,064	
Interest & Finance Charges	87,858,868		67,415,355	
(Profit)/Loss on Sale of Fixed Assets(Net)	(23,656,199)		–	
Interest Received	(38,642,750)		(34,649,343)	
Provision for bad & doubtful debts	12,408,750		21,641,426	
Bad debts and advances written off	31,355,578		49	
Provision for doubtful debts written back	(31,168,118)			
Liability no longer required written back	(95,441)	87,915,877	(7,140)	103,260,781
Operating Profit before Working Capital Changes		94,399,038		113,902,756
Adjustments for :				
(Increase)/Decrease in Inventory	21,254,081		2,536,660	
(Increase)/Decrease in Trade and Other receivables	193,845,637		54,296,795	
Increase/(Decrease) in Trade and Other payables	(23,376,735)	191,722,983	(75,906,142)	(19,072,687)
Cash generated from operations		286,122,021		94,830,069
Direct Taxes paid (Net of refund)		(28,456,644)		24,563,620
Net Cash Flow from Operating Activities		257,665,377		119,393,688
B) Cash Flow from Investing Activities				
Purchase of Fixed Assets		(4,832,562)		(26,962,051)
Sale of Fixed Assets		36,000,000		–
Capital Work-in-Progress		–		(760,000)
Purchase of Investments		(320,000,000)		–
Other Bank Balances		(3,682,564)		(119,807)
Interest Received		34,600,792		88,690,279
Net Cash Flow from Investing Activities		(257,914,334)		60,848,421
C) Cash Flow from Financing Activities				
Proceeds from / (repayments) of borrowings		94,317,730		(90,381,921)
Interest & Finance Charges		(79,877,557)		(38,420,679)
Dividend Paid		(22,000,000)		(33,000,000)
Dividend Distribution Tax Paid		(3,738,900)		(5,353,425)
Net Cash flow from Financing Activities		(11,298,727)		(167,156,025)
Net Increase/(Decrease) in Cash & Cash Equivalents		(11,547,684)		13,086,084
Cash and Cash equivalents at the beginning of the year		22,182,232		9,096,148
Cash and Cash equivalents at the end of the year		10,634,548		22,182,232
(Refer Note 17)				

- Notes : 1) Cash Flow Statement is prepared by the indirect method as set out in Accounting Standard - 3 on Cash Flow Statement.
 2) Cash & Cash Equivalents presented in the statement consists of cash on hand and balances with banks on current account as on the balance sheet date.
 3) Previous year's figures have been re-grouped/rearranged wherever considered necessary.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



INDEPENDENT AUDITORS' REPORT

To the Board of Directors of ENERGY DEVELOPMENT COMPANY LIMITED

1. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ENERGY DEVELOPMENT COMPANY LIMITED ("the Company") and its subsidiaries (herein after referred as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Place : Kolkata

Date : 29th May, 2014

For Lodha & Co.
Chartered Accountants

Firm ICAI Registration No.: 301051E

Sd/- H. K. Verma

Partner

Membership No. : 55104



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	Amount in ₹		
		As at 31st March 2014	As at 31st March 2013	
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	275,000,000	275,000,000	
Reserves and Surplus	3	908,133,713	1,027,047,490	
Cumulative Redeemable Preference shares (Issued by subsidiaries outside the group)		335,000,000	335,000,000	
Non-Current Liabilities				
Long-term borrowings	4	2,859,700,000	2,458,450,000	
Deferred tax liabilities (Net)	5	–	17,311,413	
Long-term provisions	6	4,631,000	5,397,000	
Current Liabilities				
Short-term borrowings	7	46,215,278	76,047,548	
Trade payables	8	113,125,782	195,159,777	
Other current liabilities	9	317,471,325	247,982,502	
Short-term provisions	10	16,251,813	25,989,900	
Total		4,875,528,911	4,663,385,631	
ASSETS				
Non-current assets				
Fixed assets	11			
- Tangible assets		2,217,330,812	905,542,407	
- Intangible assets		86,263,574	713,184	
- Capital Work-in-Progress	27	2,135,943,268	3,210,192,452	
Non-current investments	12	1,928,542	1,928,542	
Long term loans and advances	13	98,919,327	84,872,022	
Other non-current assets	14	1,500,000	1,500,000	
Deferred tax assets (Net)	5	3,735,009	–	
Current assets				
Inventories	15	32,988,635	55,114,966	
Trade receivables	16	185,533,199	253,478,577	
Cash and bank balances	17	71,747,887	108,759,941	
Short-term loans and advances	18	33,902,163	38,313,304	
Other current assets	19	5,736,495	2,970,237	
Total		4,875,528,911	4,663,385,631	
Significant Accounting Policies	1			

The accompanying notes(1-33) form an integral part of financial statements.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director &
Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2014

Amount in ₹

Particulars	Note No.	Year ended 31st March 2014	Year ended 31st March 2013
Revenue from operations	20	492,139,870	513,568,010
Other Income	21	59,688,176	36,063,823
Total Revenue		551,828,046	549,631,833
Expenses :			
Cost of materials consumed	22	49,503,441	59,995,297
Purchase of Stock-in-Trade	22	70,692,477	152,814,859
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	20,746,557	3,429,196
Employee benefits expense	23	55,673,977	51,156,730
Finance costs	24	199,444,899	105,877,929
Depreciation and amortization expense	11	101,869,576	65,477,143
Impairment losses	11	48,000,000	-
Provision for bad & doubtful debt		12,408,750	21,641,426
Other expenses	25	117,417,911	113,841,741
Total Expenses		675,757,587	574,234,321
Profit / (Loss) before tax for the year		(123,929,542)	(24,602,488)
Tax expense :			
- Current tax		-	12,032,500
- Mat Credit entitlement for earlier years		-	(45,289,177)
- Tax for earlier years		(56,156)	210,088
- Deferred tax		(21,046,422)	(20,833,391)
Total Tax Expenses		(21,102,578)	(53,879,980)
Profit / (Loss) after tax for the year		(102,826,964)	29,277,492
Earnings per equity share of ₹ 10 each fully paid up	32		
- Basic & Diluted		(4.96)	(0.15)
Significant Accounting Policies	1		

The accompanying notes(1-33) form an integral part of financial statements.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H. K. Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



NOTE 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 Principles of Consolidation

- a) The Consolidated Financial Statements of Energy Development Company Limited ("the Company") and its Subsidiary Companies have been prepared in accordance with Accounting Standard (AS 21) on "Consolidated Financial Statements". The basis of preparation of the Consolidated Financial Statements is as follows :
- The financial statements (the Balance Sheet and the Statement of Profit & Loss) of the Company and the Subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and transactions if any and the resulting unrealized profits or losses.
 - The financial statement of the subsidiaries used in the consolidation is drawn upto 31st March 2014, the same reporting date as that of the Company.
 - The differential with respect to the cost of investments in the subsidiary over the Company's portion of equity is recognized as Goodwill or Capital Reserve, as the case may be.
- b) The Subsidiaries (all incorporated in India) which have been included in this Consolidated Financial Statements along with the Company's holdings therein are given here under :

Sl No.	Name of the Company	% of holdings	
		2013-14	2012-13
1.	Ayyappa Hydro Power Limited (AHPL)	100	100
2.	EDCL Power Projects Limited (PPL)	100	100
3.	Eastern RamGanga Valley Hydel Projects Company Pvt. Ltd.	100	100
4.	Sarju Valley Hydel Projects Company Pvt. Ltd.	100	100
5.	EDCL Arunachal Hydro Project Pvt. Ltd.	100	100
6.	EDCL Seppa Beyong Hydro Electric Pvt. Ltd.	100	100
7.	EDCL Seppa Nire Hydro Electric Pvt. Ltd.	100	100
8.	EDCL Seppa Dhunko Hydro Electric Pvt. Ltd.	100	100
9.	EDCL Seppa Lada Hydro Electric Pvt. Ltd.	100	100
10.	EDCL Seppa Marjingla Hydro Electric Pvt. Ltd.	100	100
11.	EDCL Seppa Jung Power Pvt. Ltd.	100	100
12.	EDCL Seppa Kawa Power Pvt. Ltd.	100	100
13.	EDCL Seppa Pachuk Power Pvt. Ltd.	100	100
14.	EDCL Seppa Riang Power Pvt. Ltd.	100	100
15.	EDCL Tawang Power Pvt. Ltd.	100	100
16.	EDCL Tawang Lower Tsachu Hydro Electric Pvt. Ltd.	100	100
17.	EDCL Tawang Upper Tsachu Hydro Electric Pvt. Ltd .	100	100



1.2 Basis of preparation of financial statements

The accounts have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 1956 and accounting standards notified vide Companies (Accounting Standards) Rules, 2006. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

1.3 Use of Estimates

The preparation of financial Statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognised in the year in which the results become known/materialise.

1.4 Fixed Assets

Fixed assets are stated at cost which comprise its purchase price and any attributable cost of bringing the assets to its working condition for its intended use. In case of construction/erection of fixed assets, cost comprise those costs that relate directly to the specific asset and those that are attributable to the construction/erection activities in general and can be allocated to the specific assets. Cost includes interest and pre-operative expenses.

1.5 Expenditure during Construction Period

Expenditure related to and incurred during implementation of capital project is included under Capital Work-in-progress and the same is allocated to the respective Fixed Assets on completion of its construction/ erection net of revenue incidental/attribution to the construction of project. Interest on borrowing costs related to qualifying asset is worked out on the basis of actual utilization of funds out of project specific loans and/or other borrowings to the extent identifiable with the qualifying asset and are capitalized with the cost of qualifying assets.

1.6 Depreciation and Amortisation

Depreciation on all assets, other than the generating plant and machinery, building and roads, hydraulic works, transmission lines, transformers & cable network has been provided on written down value method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

In respect of assets of generating plant and machinery, building and roads, hydraulic works, transmission lines, transformers & cable network depreciation has been provided on straight line method at the rates prescribed under schedule XIV to the Companies Act, 1956. Erection and maintenance tools are amortised over a period of five years on pro-rata basis. In case of computer software, depreciation has been charged at a rate of 40% on written down value method.

Assets having actual cost of ₹ 5,000/- or less have been written off in the year of acquisition, irrespective of the period of use.

1.7 Investments

Long-term investments are valued at cost. Current investments are valued at lower of cost and fair value as on the date of the Balance Sheet. The Company provides for diminution in the value of investments, other than temporary in nature.

1.8 Revenue Recognition

- Revenue in respect of sale of electricity generated is accounted for on delivery to the grid.
- Revenue in respect of Contract Division from goods/services is recognized on delivery of the goods/rendering of services. Revenue against construction/consultancy contracts is recognized progressively on the basis of Percentage of Completion method. Stage of completion of contracts in progress is determined by reference to the physical proportion of the contract work completed and billed.

**1.9 Inventories**

Inventories are valued at cost or estimated net realisable value whichever is lower. Cost of inventory comprising stores, spares and consumables are determined, applying weighted average method. Values of spares related to the machinery are charged out as consumption, over the effective life of the plant and machinery to which they relate.

Cost in respect of work-in-progress represents cost of materials remaining uncertified/incomplete under the construction/consultancy contracts undertaken by the company.

1.10 Impairment

Fixed Assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognised, whenever the carrying amounts of assets exceeds recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value at appropriate rate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets.

1.11 Employee Benefits

Employees benefits are accrued in the year services are rendered by the employees.

Contribution to defined contribution schemes such as Provident Fund etc. are recognized as and when incurred.

Long term employee benefits under defined benefit scheme such as contribution to gratuity, leave etc. are determined at close of the year at present value of the amount payable using actuarial valuation techniques.

Actuarial gains and losses are recognised in the year when they arise.

1.12 Taxation

Provision for tax is made for current and deferred taxes. Current tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent years are recognised using tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets other than in respect of carried forward losses or unabsorbed depreciation are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

Entitlement credit in respect of Minimum Alternate Tax is recognised only if there is convincing evidence of realisation of the same.

1.13 Borrowing Costs

Borrowing costs that are attributable to the acquisition / construction/erection of fixed assets are capitalized as part of the assets. Other borrowing costs are recognised as expenses in the year in which they are incurred.

1.14 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not provided for and are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.15 Goodwill

Goodwill arising out of acquisition of equity stake in subsidiary is amortized in equal amount over a period of five years from the subsequent year of acquisition.



As at 31st March 2014	As at 31st March 2013
₹	₹

NOTE 2**SHARE CAPITAL****Authorised**

35,00,000 (35,00,000) Equity shares of ₹ 10/- each	350,000,000	350,00,000
	<u>350,000,000</u>	<u>350,00,000</u>

Issued, Subscribed and Paid-up

27,50,000 (27,50,000) Equity shares of ₹ 10/- each fully paid up	275,000,000	275,00,000
	<u>275,000,000</u>	<u>275,00,000</u>

a) Shareholders holding more than 5% of Equity shares	No. of shares	No. of shares
Sterlite Merchants LLP	13,562,084	13,562,084
Mr. Amar Singh	1,458,453	1,458,453
Citrus Securities Pvt. Ltd.	1,659,593	1,805,670
Exude Vincom Ltd.	1,645,240	–
Rottex Mercantile Pvt. Ltd.	3,887,424	4,062,000

- b) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity is entitled to one vote per share. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by them.
- c) The Board of Directors has recommended payment of dividend @ 5% (₹ 0.50) per equity share on the paid-up share capital of the company for the financial year 2013-2014 subject to approval of members at the ensuing Annual General Meeting.

NOTE 3**RESERVES & SURPLUS**

Capital Reserve on Amalgamation	1,165,345	1,165,345
Capital Reserve	124,000,000	124,000,000
Capital Reserve on Consolidation	7,454,693	7,454,693
Securities Premium	350,000,000	350,000,000
General Reserve	2,288,636	2,288,636
Surplus in Statement of Profit and Loss		
Opening	542,138,816	538,600,224
Add : Profit/(Loss) for the year transferred from Statement of Profit and Loss	(102,826,964)	29,277,492
Less : Appropriations		
Proposed Dividend on Equity shares [Dividend per share ₹ 0.50/- (Previous year ₹ 0.80 /-)]	13,750,000	22,000,000
Tax on Dividend	2,336,813	3,738,900
	<u>423,225,040</u>	<u>542,138,816</u>
Total :	908,133,713	1,027,047,490



As at 31st March 2014	As at 31st March 2013
₹	₹

NOTE 4

LONG-TERM BORROWINGS

Secured (Refer Note 4(i) below)

Term Loan from Punjab National Bank	490,000,000
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Unsecured (Refer Note 4(ii) below)

Loan from others

From Bodies Corporate	2,369,700,000
-----------------------	---------------

2,859,700,000	1,908,450,000
---------------	---------------

Terms of Repayment

4(i) Secured

- a) Secured by all the project assets including land and other structures and equipments of the Company and charge on the entire receivables of the project of one of the subsidiary. The loan of ₹ 63 crores is repayable in 9 years & 1 month excluding moratorium period of 8 months in 37 unequal quarterly instalments w.e.f June, 2012. The holding company has pledged 3,750,000 shares of the company and given a corporate guarantee in respect of above loan. Interest rate as on 31.03.14 is 14.75%.

- b) Maturity Profile of the principal amount

2012-13	30,000,000
2013-14	50,000,000
2014-15	60,000,000
2015-16	71,200,000
2016-17	75,200,000
2017-18	75,200,000
2018-19	85,200,000
2019-20	90,000,000
2020-21	90,000,000
2021-22	3,200,000

- c) The company has defaulted in repayment of dues to the lender as on the reporting date as given below :

Nature of Dues	Period of Default	Amount (₹)
Term loan - Principal instalment	31st March, 2014	12,500,000
Interest on term loan	For the months of Jan'14, Feb'14 & Mar'14	21,122,488

4(ii) Unsecured

During the year, the repayment terms of the loans were revised and in terms of the said revision these loans are repayable in the financial year 2016-17 except in respect of a subsidiary which is repayable in the financial year 2015-16. Interest ranges between 12% to 18%.



As at 31st March 2014	As at 31st March 2013
₹	₹

NOTE 5

DEFERRED TAX LIABILITIES (NET)

Deferred Tax Assets

Expenses allowable on payment basis	1,556,062	1,763,658
Unabsorbed depreciation difference	9,609,297	–
Provision for bad & doubtful debts	7,853,007	14,045,286
Deferred Tax Liabilities		
Depreciation Difference	<u>(15,283,357)</u>	<u>(33,120,357)</u>
Deferred Tax Liabilities (Net)	–	17,311,413
Deferred Tax Assets (Net)	<u>3,735,009</u>	–

- a) Deferred Tax Assets on account of unabsorbed depreciation has been recognised to the extent of deferred tax liability on account of depreciation differential as at the year end and/or losses to be set off in the subsequent years. In absence of virtual certainty, deferred tax assets with respect to remaining amount of unabsorbed losses and unabsorbed depreciation have not been recognised.

NOTE 6

LONG-TERM PROVISIONS

Provision for Employee benefits

Provision for leave encashment	3,834,000	3,864,000
Provision for Gratuity	<u>797,000</u>	<u>1,533,000</u>
	<u>4,631,000</u>	<u>5,397,000</u>

NOTE 7

SHORT-TERM BORROWINGS

Secured

(Repayable on Demand)

Cash Credit from Bank	46,215,278	76,047,548
	<u>46,215,278</u>	<u>76,047,548</u>

(Secured by hypothecation of entire stocks and other movables of the company including all movable Plant and Machinery, Furniture and Fixtures, Vehicles, Computers and other accessories etc. stored or to be stored, at the premises / godowns of the company's contract division and also all present and future book debts, outstanding monies, receivables, claims, bills etc. and equitable mortgage of immovable properties at 9MW Harangi Hydro Electric Project).

NOTE 8

TRADE PAYABLES

Payables for goods and services

113,125,782	195,159,777
<u>113,125,782</u>	<u>195,159,777</u>

- a) The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under the Act has not been given.
- b) Payables for goods and services includes acceptances amounting to ₹ 8,551,329/- (Previous year ₹ Nil)



As at	As at
31st March 2014	31st March 2013
₹	₹

NOTE 9

OTHER CURRENT LIABILITIES

Current maturities of long-term debt:Term Loan from PNB [Refer Note 4(i)]	72,500,000	55,196,921
Interest accrued and due on borrowings		
- Term Loan from PNB [Refer Note 4(i)]	21,122,488	-
- Others	179,257,575	133,634,940
Unpaid Dividends	603,296	540,465
Book Overdraft	99,856	12,232,437
Statutory Payables	15,084,401	8,553,818
Advance from customers	26,990,635	35,533,980
Other Payables	1,813,074	2,289,941
	<u>317,471,325</u>	<u>247,982,502</u>

NOTE 10

SHORT-TERM PROVISIONS

Provision for Employee benefits

Provision for leave encashment	125,000	239,000
Provision for Gratuity	40,000	12,000

Others

Provision for Proposed Dividend	13,750,000	22,000,000
Provision for Dividend Distribution Tax	2,336,813	3,738,900
	<u>16,251,813</u>	<u>25,989,900</u>

**NOTE 11
FIXED ASSETS**

ENERGY DEVELOPMENT COMPANY LIMITED

ANNUAL REPORT & ACCOUNTS 2013-2014



Name of the Assets	GROSS BLOCK			DEPRECIATION / AMORTISATION			IMPAIRMENT	NET BLOCK	Amount in ₹		
	Cost as at 01.04.2013	Additions	Deductions	Cost as at 31.03.2014	As at 01.04.2013	During the year	Deductions/ Adjustments	Up to 31.03.2014	For the year and upto 31.03.2014	As at 31.03.2014	As at 31.03.2013
(A) Tangible Assets											
Freehold Land	6,488,705	75,610,476	-	82,099,181						82,099,181	6,488,705
Leasehold Land (a)	-	-	-	-	-	-	-	-	-	-	-
Office Premises	18,641,250	-	18,641,250	-	5,649,649	647,800	6,297,449	-	-	-	12,991,601
Buildings and Roads	176,983,874	296,029,014	-	473,012,888	23,097,346	10,544,921	-	33,642,267	10,246,712	429,123,909	153,886,528
Plant & Machinery	548,785,509	468,559,898	-	1,017,345,407	214,766,798	37,881,231	-	252,648,029	16,042,859	748,654,519	334,018,711
Hydraulic Works	303,667,501	590,717,810	-	894,385,311	106,008,521	27,694,107	-	133,702,628	20,447,032	740,235,651	197,658,980
Transmission Lines, Transformers, Cable Network etc (b)	69,102,495	36,499,738	-	105,602,233	31,229,051	3,982,744	-	35,211,795	1,263,397	69,127,041	37,873,444
Office Equipment	8,046,277	719,267	-	8,765,544	6,040,828	588,593	-	6,629,421	-	2,136,123	2,005,449
Furniture and Fixtures	16,147,942	429,824	-	16,577,766	8,634,020	1,462,410	-	10,096,430	-	6,481,336	7,513,922
Motor Vehicle	35,502,485	636,045	-	36,139,130	18,349,712	4,523,042	-	22,872,754	-	13,266,376	17,152,773
Windmill (c)	184,767,000	-	-	184,767,000	48,814,706	9,745,618	-	58,560,324	-	126,206,676	135,952,294
Total (A)	1,368,133,038	1,469,202,672	18,641,250	2,818,694,460	462,590,631	97,070,466	6,297,449	553,363,648	48,000,000	2,217,330,812	905,542,407
(B) Intangible Assets											
Computer Software	2,402,879	105,000	-	2,507,879	1,689,695	286,885	-	1,976,580	-	531,299	713,184
Goodwill	141,448	-	-	141,448	141,448	-	-	141,448	-	-	-
Unclassified Land & Site Development (R&R) (d)	-	90,244,500	-	90,244,500	-	4,512,225	-	4,512,225	-	85,732,275	-
Total (B)	2,544,327	90,349,500	-	92,893,827	1,831,143	4,799,110	-	6,630,253	-	86,263,574	713,184
Total (A+B)	1,370,677,365	1,559,552,172	18,641,250	2,911,588,287	464,421,774	101,869,576	6,297,449	559,993,901	48,000,000	2,303,594,386	906,255,591
Previous Year	1,344,518,526	27,000,491	841,652	1,370,677,365	399,672,145	65,477,142	727,513	404,421,774	-	906,255,591	

Notes : (a) 7.21 acres of Land has been taken on lease for 40 years w.e.f. 14th July, 1999 at an annual lease rent of ₹ 72100/-.

(b) Transmission Lines, Transformers, Cable network etc. include Power Evacuating facilities put up in relation to the Hydro Electric Generating Station, which has been handed over to the Electricity Board for transmission of Electricity and maintenance thereof.

(c) Gross Block of Windmill includes Leasehold Land of ₹ 3,600,000. (Previous Year - ₹ 3,600,000)

(d) Unclassified land and site development comprises of resettlement and rehabilitation compensations (R&R) for use and submergence of adjacent areas and this has been amortised proportionately over the period of 10 years.

(e) Fixed assets of the company have been reviewed at the year end for impairment in view of cost overrun and delay in implementation of project of one of the subsidiary. For the purpose of determination of impairment loss, the recoverable amount of the fixed assets has been taken to be its value in use and ₹ 48,000,000/- have been recognised as impairment loss in the Statement of Profit & Loss for the carrying value of the fixed assets as on 31.03.2014.



As at 31st March 2014	As at 31st March 2013
₹	₹

NOTE 12**NON-CURRENT INVESTMENTS**

(Long-term) (At cost, unless otherwise stated)(Other than trade)

Investment in Equity Instrument (Unquoted)

EDCL Infrastructure Ltd. 170,000 equity shares of ₹ 10/- each fully paid up	1,700,000	1,700,000
Investment in PMS (Unquoted)		
(Sai Rayalaseema Paper Mills Ltd. 18,810 (18,810) equity shares of ₹ 10/- each fully paid up)	228,542	228,542
	<u>1,928,542</u>	<u>1,928,542</u>

Aggregate amount of unquoted investments

1,928,542

1,928,542

NOTE 13**LONG-TERM LOANS AND ADVANCES**

(Unsecured, considered good)

Capital Advances	7,226,760	27,807,574
Security Deposits/Retention money with customers	7,384,969	4,580,644
Other Security Deposits	4,652,846	1,348,244
Advance Income Tax & Fringe Benefit Taxes (net of provisions)	39,938,892	11,419,700
MAT Credit Entitlement	39,715,860	39,715,860
	<u>98,919,327</u>	<u>84,872,022</u>

NOTE 14**OTHER NON-CURRENT ASSETS**

Other bank balances

- on Margin Money Accounts (Refer note 17 b)	1,500,000	1,500,000
(with more than 12 months maturity)	<u>1,500,000</u>	<u>1,500,000</u>

NOTE 15**INVENTORIES**

(As taken, valued and certified by the management)

Contract work-in-progress	18,675,854	39,422,411
Goods in transit	-	346,114
Stores, Spares and Consumables	14,312,781	15,346,441
	<u>32,988,635</u>	<u>55,114,966</u>

NOTE 16**TRADE RECEIVABLES**

(Unsecured, considered good)

Outstanding for a period of more than six months	67,884,533	84,569,632
Other Debts	117,648,666	168,908,945
	<u>185,533,199</u>	<u>253,478,577</u>
(Unsecured, considered doubtful)		
Outstanding for a period of more than six months	24,204,059	43,282,853
Less : Provision for bad & doubtful debt	24,204,059	43,282,853
	<u>-</u>	<u>-</u>
	<u>185,533,199</u>	<u>253,478,577</u>

- a) The Power Purchase Agreement (PPA) with the Kerala State Electricity Board (KSEB) in respect of one of the subsidiary is yet to be signed. Pending the same sundry debtors includes ₹ 48,604,684/- (Previous Year ₹ 38,971,182/-) being withheld by KSEB which is considered to be fully recoverable by the management.



As at 31st March 2014	As at 31st March 2013
₹	₹

NOTE 17

CASH AND BANK BALANCES

Cash and cash equivalents

- Balance with Banks on Current Accounts	20,726,532	62,453,819
- Cash on hand	1,747,359	742,077
	<hr/>	<hr/>
	22,473,890	63,195,896

Other bank balances

- on Unpaid Dividend Account	603,296	540,465
- Fixed Deposits (a) (with less than 12 months maturity)	364,967	337,580
- on Margin Money Accounts (b) (with less than 12 months maturity)	48,305,733	44,686,000
	<hr/>	<hr/>
	49,273,996	45,564,045
	<hr/>	<hr/>
	71,747,887	108,759,941

a) Deposited with Kerala State Electricity Board.

b) Margin money is lying with banks against bank guarantees issued.

NOTE 18

SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good)

Advance to suppliers	21,107,512	22,634,131
Prepaid expenses	3,445,422	2,682,746
Balance with Government authorities	2,800,000	2,800,000
Security Deposit	324,862	519,612
Other Advances*	6,224,367	9,676,815
	<hr/>	<hr/>
	33,902,163	38,313,304

* [Includes ₹ 801,721/- (Previous Year ₹ 1,191,832/-) and maximum outstanding ₹ 2,191,952/- (Previous Year ₹ 1,915,272/-) in respect of loan to employees.]

NOTE 19

OTHER CURRENT ASSETS

(Unsecured, considered good)

Interest Receivable	5,736,495	2,970,237
	<hr/>	<hr/>
	5,736,495	2,970,237



Year ended 31st March 2014	Year ended 31st March 2013
₹	₹

NOTE 20

REVENUE FROM OPERATIONS

Sale of Products

- Hydro power	268,980,233	119,748,324
- Wind power	23,340,859	22,252,588
- Construction contracts	70,651,899	113,136,946
- Traded goods	<u>71,566,879</u>	<u>194,830,152</u>
	434,539,870	449,968,010
Sale of Services	64,719,360	71,460,960
Less : Service Tax	<u>7,119,360</u>	<u>7,860,960</u>
	57,600,000	63,600,000
	<u>492,139,870</u>	<u>513,568,010</u>

- a) The draft power purchase agreement (PPA) with the Kerala State Electricity Board including tariff are under review in respect of one of subsidiary by the Kerala State Electricity Regulatory Commission (KSERC). Pending approval, the revenue has been recorded @ ₹ 4.16 per unit as per the provisional tariff approved by KSERC. Necessary adjustments, if any, arising out of variation in tariff shall be carried out in subsequent period.

NOTE 21

OTHER INCOME

Profit on Sale of Fixed Assets	23,656,199	105,862
Interest Received	35,612,058	34,974,124
Liability no longer required written back	419,419	12,584
Miscellaneous Income	500	971,254
	<u>59,688,176</u>	<u>36,063,824</u>

NOTE 22

COST OF MATERIALS CONSUMED - BROAD HEADS

Steel	26,373,659	30,742,962
Cement	5,776,030	9,057,505
Aggregate	9,053,749	13,593,617
Others	<u>8,300,003</u>	<u>6,601,213</u>
	<u>49,503,441</u>	<u>59,995,297</u>

Purchase of Stock-in-Trade - Broad Heads

Main Inlet Valve & Accessories	12,764,963	-
Turbine Auxiliaries & Electrical Systems	44,225,565	-
Generator Auxiliaries	-	37,854,687
Turbine Parts	9,276,307	80,619,566
Hydro Mechanical Equipment & Accessories	-	12,000,000
Others	<u>4,425,642</u>	<u>22,340,606</u>
	<u>70,692,477</u>	<u>152,814,859</u>

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Opening stock of Contract Work-in-Progress	39,422,411	42,851,607
Less : Closing stock of Contract Work-in-Progress	18,675,854	39,422,411
	<u>20,746,557</u>	<u>3,429,196</u>



Year ended
31st March 2014 Year ended
31st March 2013
₹ ₹

NOTE 23

(i) EMPLOYEE BENEFITS EXPENSES

Salaries & Wages	50,667,876	46,292,313
Contribution to Provident and other Funds	59,577	449,226
Staff welfare expenses	4,946,524	4,415,191
	<u>55,673,977</u>	<u>51,156,730</u>

(ii) Employees Benefits :

(₹ in lacs)

	Particulars	Gratuity (Funded/Non- Funded)	Leave Encashment (Non-Funded)	Gratuity (Funded/Non- Funded)	Leave Encashment (Non-Funded)
		31.03.2014	31.03.2014	31.03.2013	31.03.2013
Expenses Recognized in the Profit & Loss Account					
1	Current Service Cost	13.76	10.74	10.22	7.86
2	Interest Cost	5.77	3.26	4.78	3.21
3	Expected return on plan assets	(5.16)	–	(4.39)	–
4	Actuarial Losses / (Gains)	(16.71)	(12.83)	1.04	(7.27)
	Total Expenses	(2.34)	1.17	11.65	3.80
Change in the obligation during the year					
1	Present value of Defined Benefit Obligation at the beginning of the year	70.40	41.03	56.60	37.31
2	Current Service Cost	13.76	10.74	10.22	7.86
3	Interest Cost	5.77	3.26	4.78	3.21
4	Benefit Paid	–	(2.61)	(2.08)	(0.08)
5	Actuarial (Gains) / Losses	(17.05)	(12.83)	0.88	(7.27)
6	Present value of Defined Benefit Obligation at the end of the year	72.88	39.59	70.40	41.03
Change in Assets during the year ended March 31, 2014					
1	Plan Assets at the beginning of the year	54.95	–	46.83	–
2	Contribution by Employer	4.74	–	5.97	–
3	Expected return on plan assets	5.16	–	4.39	–
4	Benefit Paid	–	–	(2.08)	(0.08)
5	Actuarial Gains / (Losses)	(0.34)	–	(0.16)	–
	Plan Assets at the end of the year	64.51	–	54.95	–
Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet during the year ended March 31, 2014					
1	Net Asset / (Liability) at beginning of the year	(15.45)	(41.03)	(9.77)	(37.31)
2	Acquisition	–	–	–	–
3	Employer Expenses	2.34	(1.17)	(11.65)	(3.80)
4	Employer Contributions	4.74	2.61	5.97	0.08
5	Net Asset / (Liability) at the end of the year	(8.37)	(39.59)	(15.45)	(41.03)
Actuarial Assumptions					
1	Discount Rate	8.20%	8.20%	8.20%	8.20%
2	Expected Rate of Return on Plan Assets	9.00%	Not Applicable	9.00%	Not Applicable



(iii) Disclosure in terms of Para 120(n) of AS 15

(₹ in lacs)

Particulars	Gratuity (Funded/Non-Funded)				
	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Present value of defined benefit obligations	(72.88)	(70.40)	(56.60)	(50.98)	(24.72)
Fair value of plan assets	64.51	54.95	46.83	36.07	25.40
Surplus/(Deficit)	(8.37)	(15.45)	(9.77)	(14.91)	0.68
Experience adjustment on plan liabilities (loss)/gain	6.03	3.95	4.09	(0.34)	3.14
Experience adjustment on plan assets (loss)/gain	(0.34)	(0.16)	(0.22)	(0.32)	(0.36)

(iv) Details of Plan Assets

	31.03.2014	31.03.2013
	100%	100%
Other assets including under scheme of insurance		

Notes :

- (a) Assumptions related to future salary increases, attrition, interest rate for discount and overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth and other factors applicable to the period over which the obligation is expected to be settled.

NOTE 24**FINANCE COSTS**

	Year ended	Year ended
	31st March 2014	31st March 2013
Interest Expenses	₹	₹
On Cash-Credit	8,880,129	4,191,315
On Others	189,756,793	100,661,360
Other borrowing cost	807,977	1,025,254
	199,444,899	105,877,929

NOTE 25**OTHER EXPENSES**

Payment to Auditors (excluding Service tax) :

- As Auditors	650,000	520,000
- For Taxation matters	150,000	85,000
- Other Services	150,500	45,500
Cost of Power Purchased	2,044,223	2,795,455
Stores and Spares consumed [Refer note (a) below]	1,893,337	1,382,390
Contract, Consultancy and Service Charges	38,414,454	46,372,837
Rent	6,274,225	5,887,166
Repairs & Maintenance :		
- Plant & Machinery	9,273,279	12,231,056
- Others	4,306,939	5,441,074
Rates & Taxes	13,529,089	7,799,732
Travelling & Conveyance Expenses	8,397,659	7,708,046
Insurance	1,522,905	1,606,065
Legal & Professional charges	12,032,741	8,515,735
Security Services.	2,650,035	2,325,477
Telephone, Fax, Postal etc.	1,611,818	1,678,373
Bad Debts	31,898,000	
Less : Provision for Doubtful Debts Written Back	31,168,118	729,882
Miscellaneous Expenses [Refer note (b) below]		
	13,786,825	9,447,835
	117,417,911	113,841,741

- (a) Value of consumption of stores and spare parts:

- (i) The entire consumption is out of indigenous supplies.
- (ii) Consumption as above includes ₹ 309,064/- (Previous year ₹ 309,064/-) on account of amortisation of spares.
- (iii) Stores and Spare parts included in inventory are largely consumed as replacements and hence their consumption may not be comparable on a year on year basis.

- (b) Includes foreign exchange fluctuation ₹ 5,30,604 (Previous Year : ₹ Nil)



NOTE 26

CONTINGENT LIABILITIES AND COMMITMENTS

(To the extent not provided for)

a) Contingent Liabilities

- i) The company has given guarantee in respect of loan taken by one of its subsidiary (Outstanding balance as on 31.03.2014 ₹ 583,622,488/-) (Previous year ₹ 605,196,921/-)
 - ii) Income tax matters under disputes and pending in appeal ₹ 125,300,100/- (Previous year ₹ 30,224,140/-)
 - iii) Sales tax matters under disputes and pending in appeal ₹ 7,902,703/- (Previous year ₹ Nil)
 - iv) Bank guarantees given ₹ 81,464,933/- (Previous year ₹ 81,464,933/-)
 - v) Arrears of Cumulative Redeemable Preference shares ₹ 67,000,000/- (Previous year ₹ 33,500,000/-)
- Future cash outflows in respect of (ii) and (iii) above are dependent upon the outcome of the decision/judgements.

b) Commitments

- i) Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 271,449,660/- (Previous year ₹ 278,385,648/-)
- ii) The shares held in Ayyappa Hydro Power Ltd., a subsidiary are pledged (3,750,000 equity shares) with the lender of the said subsidiary. Further, the Company has given a non-disposable undertaking for 8,750,000 equity shares to the lender of the said subsidiary.

NOTE 27

CAPITAL WORK-IN-PROGRESS

- a) Twelve subsidiaries of the Company on completion of pre-feasibility report have been granted permission for setting up of Hydel power plant by the Government of Arunachal Pradesh. Project survey, geological investigation and formulation of Detailed Project Report (DPR) and other allied works are under progress.

Further, two subsidiaries of the Company on completion of pre-feasibility report has been granted permission for setting up of Hydel power plant by the Government of Uttarakhand. Project survey, geological investigation and formulation of Detailed Project Report (DPR) and other allied works have been carried out.

Pending approval of DPR and determination of viability thereof / approval from various regulatory authorities, interalia including environmental clearances, administrative and other expenses including finance cost incurred are being carried forward as pre-operative expenses under Capital Work-In-Progress. Adjustments in this respect or allocation thereof to the project cost etc. will be carried out on determination of implementation status / completion of the project.

- b) Capital work-in-progress includes :

(i) machinery in stock, inventory of construction / erection materials etc.

Amount in ₹

(ii) pre-operative expenditure incurred during implementation of project is given below :

Particulars	As at 31.03.2014	As at 31.03.2013
Balance brought forward	2,209,182,749	1,830,568,943
Salaries and allowances	8,659,041	2,900,286
Rent	11,631,275	13,996,979
Rates and Taxes	23,028,300	12,099,411
Insurance	238,401	339,194
Legal and Professional charges	23,380,479	25,292,003
Travelling and Conveyance expenses	9,146,366	10,873,943
Interest on Term Loan	216,625,228	237,542,931
Miscellaneous expenses	7,446,512	11,809,010
Project Development Expenses	29,395,219	160,049
Service Charges	57,600,000	63,600,000
	2,596,333,570	2,209,182,749
Less : Sale of Electricity (Refer Note (c) below) (4.07 million units)	9,514,674	-
Less : Allocated to Fixed Assets	461,988,885	-
Balance Carried to Balance Sheet	2,124,830,011	2,209,182,749



NOTE 27

CAPITAL WORK-IN-PROGRESS (Contd.)

- (c) The 15 MW hydel power plant of one of subsidiary at Karrikayam, Kerala has been commissioned on 01.10.2013 and the pre-operative expenses net of revenue have been allocated proportionately to the cost of fixed assets other than Unclassified Land & Site Development (R&R) on commencement of commercial operation.

NOTE 28

CONSTRUCTION CONTRACTS DISCLOSURES

	31st March 2014	31st March 2013
	₹	₹
a) Contract revenue recognised as revenue in the period	142,218,778	307,967,098
b) Contract costs incurred upto the reporting date	549,587,260	373,630,455
c) Advances received	26,990,635	35,533,980
d) Retentions	7,384,969	4,580,644
e) Gross amount due from customers for contract work	95,895,220	185,674,746

NOTE 29

SEGMENT REPORTING

Segments have been identified in line with the Accounting Standards AS-17 taking into account the organization structure as well as the differencing risk and return. The Company's business segment comprises of (1) generation and sale of electricity and (2) construction, development, implementation, operation & maintenance of projects and consultancies (Contract Division). These have been identified by the type of their respective sales and services rendered.

Amount in ₹

Particulars	Sale of Electricity		Contract Division		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Revenue :						
External sales *	292,321,092	142,000,912	199,818,778	371,567,098	492,139,870	513,568,010
Result :						
Segments	96,560,810	43,009,822	(14,307,728)	41,350,230	82,253,082	84,360,052
Less-Interest and Finance Charges					199,444,899	105,877,929
Less : Other common expenses (net)					6,737,724	3,084,611
Total Profit Before Tax					(123,929,541)	(24,602,488)
Provisions For Tax					(21,102,578)	(53,879,980)
Profit After Tax					(102,826,964)	29,277,492
Segments Assets	3,098,094,646	2,975,747,897	193,975,231	385,016,437	3,292,069,877	3,360,764,334
Unallocable Corporate Assets					1,583,459,034	1,291,447,183
TOTAL					4,875,528,911	4,652,211,517
Segments Liabilities	2,433,863,083	2,145,182,280	119,286,929	143,314,912	2,553,150,012	2,288,497,192
Unallocable Corporate Liabilities					804,245,186	726,666,835
TOTAL					3,357,395,198	3,015,164,027

* Sales/Income from operations includes ₹ 57,600,000/- (Previous Year ₹ 63,600,000/-) net of service tax on account of income from consultancy and other services.

Revenue and expenses have been identified to segment on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relates to enterprise as a whole and not allocable to segment on a reasonable basis have been included under the head other common expenses.

As the company operates entirely in India no secondary segment has been identified for the above purpose.

**NOTE 30****UNHEDGED FOREIGN CURRENCY EXPOSURE OF THE COMPANY AS AT THE YEAR END**

	2013-14	2012-13
	Amount in foreign currency	
Payables		
- Imports		
EURO	97330	89599
USD	141610	-

Note 31**Related Party disclosures pursuant to Accounting Standard - 18 :****(a) Key Management Personnel and their relative**

Mr. Amar Singh (Non Executive Chairman)
Mrs. Pankaja Kumari Singh (Wife of the Non Executive Chairman)
Mr. Sanjiv Saraf (Executive Director)
Mrs. Indira Saraf (Wife of the Executive Director)

(b) Associates

Sterlite Merchants LLP
Sarvottam Caps Pvt. Ltd. (Upto 09.01.2013)

The aggregate amount of transactions with the related parties as mentioned in (a) above is as below : Amount in ₹

	Transactions during the year			Outstanding balance as at the year end
	(Previous year figures are given within brackets)			
	Managerial Remuneration	Rent Paid	Directors Sittings Fees	Security Deposit
Mr. Amar Singh	— —	— —	120,000 (140,000)	— (300,000)
Mr. Sanjiv Saraf	4,100,000 (4,100,000)	720,000 (720,000)	— —	— —
Mrs. Pankaja Kumari Singh	— —	— —	60,000 (80,000)	— (300,000)
Mrs. Indira Saraf	— —	871,200 (792,000)	— —	— —

The aggregate amount of transactions with the related parties as mentioned in (b) above is as below :

Transactions during the year -	2013-14 (₹)	2012-13 (₹)
Sarvottam Caps Pvt. Ltd. (Upto 09.01.2013)		
Interest paid	—	29,161,643
Loan taken	—	25,000,000
Loan repaid	—	187,500,000

Notes :

- i) In respect of above parties, there is no provision for doubtful debts as on 31st March 2014 and no amount has been written off or written back during the year in respect of debts due from / to them.
- ii) The above Related Party information is as identified by the Management and relied upon by the auditors.



NOTE 32

EARNINGS PER SHARE (EPS) :

Particulars	2013-14 (₹)	2012-13 (₹)
Basic and Diluted Earnings per share has been computed as under :		
Profit/(Loss) after tax for the year	(102,826,964)	29,277,492
Less : Preference Dividend on Cumulative Redeemable Preference shares	33,500,000	33,500,000
Profit/(Loss) for the year attributable to equity shareholders	(136,326,964)	(4,222,508)
Weighted Average Number of Equity Shares issued (Nos.)	27,500,000	27,500,000
Basic & Diluted Earnings per share (Face Value ₹ 10/- per share fully paid up)	(4.96)	(0.15)

NOTE 33

COMPARATIVES

The previous year's figures have been regrouped and rearranged wherever considered necessary.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H K Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, *Non Executive Chairman*

Sd/- **Sanjiv Saraf**, *Executive Director*

Sd/- **Sanjay Kumar Gupta**, *Director & Chairman, Audit Committee*

Sd/- **Tarun Chaturvedi**, *Director*

Sd/- **Prem Chand Kankaria**, *Company Secretary*



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	FOR THE YEAR ENDED 31.03.2014		FOR THE YEAR ENDED 31.03.2013	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A) Cash Flow From Operating Activities :				
Profit/ (Loss) before taxation		(123,929,542)		(24,602,488)
Adjustments for :				
Depreciation	101,869,576		65,477,142	
Impairment losses	48,000,000		—	
Amortisation of Stores, Spares & Tools	309,064		309,064	
Interest & Finance Charges	199,444,899		105,877,929	
(Profit)/Loss on Sale of Fixed Assets(Net)	(23,656,199)		(105,862)	
Interest Received	(35,612,058)		(34,974,124)	
Provision for bad and doubtful debt	12,408,750		21,641,427	
Bad debts and advances written off	31,898,000		—	
Provision for doubtful debts written back	(31,168,118)		—	
Liability no longer required written back	(419,419)	303,074,494	(12,584)	158,212,992
Operating Profit before Working Capital Changes		179,144,953		133,610,504
Adjustments for :				
(Increase)/Decrease in Inventory	21,817,266		3,000,490	
(Increase)/Decrease in Trade and Other receivables	73,689,774		104,776,551	
Increase/(Decrease) in Trade and Other payables	(75,903,467)		(27,422,383)	
Cash generated from operations		198,748,527		213,965,161
Direct Taxes paid (Net of refund)	(28,463,039)		(15,185,719)	
Net Cash Flow from Operating Activities		170,285,487		198,779,442
B) Cash Flow from Investing Activities				
Purchase of Fixed Assets	(191,806,404)		(27,000,491)	
Sale of Fixed Assets	36,000,000		220,001	
Capital Work-In-Progress	(293,496,584)		(717,785,618)	
Other bank balances	(3,709,951)		(145,768)	
Interest Received	32,845,800		32,039,882	
Net Cash Flow from Investing Activities		(420,167,139)		(712,671,994)
C) Cash Flow from Financing Activities				
Proceeds from / (repayments) of borrowings	388,720,809		695,332,193	
Interest & Finance Charges	(153,822,264)		(90,637,570)	
Dividend Paid	(22,000,000)		(33,000,000)	
Dividend Distribution Tax Paid	(3,738,900)		(5,353,425)	
Net Cash flow from Financing Activities		209,159,645		566,341,198
Net Increase/(Decrease) in Cash & Cash Equivalents		(40,722,006)		52,448,646
Cash and Cash equivalents at the beginning of the year		63,195,896		10,747,250
Cash and Cash equivalents at the end of the year (Note 17)		22,473,890		63,195,896

Notes :

- 1) Cash Flow Statement is prepared by the indirect method as set out in Accounting Standard - 3 on Cash Flow Statement
- 2) Cash & Cash Equivalents presented in the statement consists of cash on hand and balances with banks on current account as on the Balance Sheet date.
- 3) Previous year's figures have been re-grouped/rearranged wherever considered necessary.

As per our Report of even date

For **Lodha & Co.**

Chartered Accountants

Sd/- **H K Verma**

Partner

Place : Kolkata

Date : 29th May, 2014

For and on behalf of the Board of Directors

Sd/- **Amar Singh**, Non Executive Chairman

Sd/- **Sanjiv Saraf**, Executive Director

Sd/- **Sanjay Kumar Gupta**, Director & Chairman, Audit Committee

Sd/- **Tarun Chaturvedi**, Director

Sd/- **Prem Chand Kankaria**, Company Secretary



STATEMENT PURSUANT TO EXEMPTION RECEIVED UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES :

Amount in ₹

Sr. No.	Name of the Subsidiary Company	Capital	Reserves	Total Assets	Total Liabilities	Investment Other than Investment in Subsidiary	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend
1.	Ayyappa Hydro Power Limited	520,000,000	(104,205,977)	1,532,680,590	1,116,886,567	-	61,984,468	(107,966,447)	(5,138,863)	(102,827,584)	-
2.	EDCL Power Projects Ltd.	37,500,000	(45,205,609)	377,330,225	385,035,834	1,700,000	57,658,660	(21,721,594)	(378,530)	(21,343,064)	-
3.	EDCL Arunachal Hydro Project Pvt. Ltd.	100,000	(290,939)	11,388,470	11,579,409	-	-	(43,022)	-	(43,022)	-
4.	EDCL Seppa Beyong Hydro Electric Pvt. Ltd.	49,500,000	37,099,477	171,487,530	84,888,053	-	-	(51,556)	-	(51,556)	-
5.	EDCL Seppa Dunkho Hydro Electric Pvt. Ltd.	49,500,000	37,097,853	257,201,563	170,603,710	-	-	(53,180)	-	(53,180)	-
6.	EDCL Seppa Jung Power Pvt. Ltd.	44,500,000	17,099,527	82,893,527	21,294,000	-	-	(51,556)	-	(51,556)	-
7.	EDCL Seppa Kawa Power Pvt. Ltd.	49,500,000	37,099,477	143,087,462	56,487,985	-	-	(51,556)	-	(51,556)	-
8.	EDCL Seppa Lada Hydro Electric Pvt. Ltd.	49,500,000	37,097,853	168,483,920	81,886,067	-	-	(53,180)	-	(53,180)	-
9.	EDCL Seppa Marjingla Hydro Electric Pvt. Ltd.	49,500,000	37,099,477	264,228,685	177,629,208	-	-	(51,556)	-	(51,556)	-
10.	EDCL Seppa Nire Hydro Electric Pvt. Ltd.	24,000,000	15,099,427	56,765,729	17,666,302	-	-	(51,556)	-	(51,556)	-
11.	EDCL Seppa Pachuk Power Pvt. Ltd.	49,500,000	37,097,853	358,697,668	272,099,815	-	-	(53,180)	-	(53,180)	-
12.	EDCL Seppa Riang Power Pvt. Ltd.	41,500,000	5,099,527	67,269,026	20,669,499	-	-	(51,556)	-	(51,556)	-
13.	EDCL Tawang Lower Tsachu Hydro Electric Pvt. Ltd.	40,250,000	105,377	123,792,278	83,436,901	-	-	(45,606)	-	(45,606)	-
14.	EDCL Tawang Power Pvt. Ltd.	40,250,000	99,007	134,978,874	94,629,867	-	-	(48,181)	-	(48,181)	-
15.	EDCL Tawang Upper Tsachu Hydro Electric Pvt. Ltd.	30,250,000	105,427	52,729,466	22,374,039	-	-	(45,606)	-	(45,606)	-
16.	Eastern Ramganga Valley Hydel Projects Co Pvt Ltd.	100,000	(135,537)	156,844,036	156,879,573	-	-	(36,685)	-	(36,685)	-
17.	Sarju Valley Hydel Projects Co Pvt Ltd.	100,000	(135,537)	94,764,410	94,799,947	-	-	(36,685)	-	(36,685)	-

NECS MANDATE FORM

[TEAR HERE]

Niche Technologies Private Limited

Unit : ENERGY DEVELOPMENT COMPANY LIMITED
D-511, Bagree Market, 5th Floor
71, Biplabi Rash Behari Basu Road
Kolkata – 700 001
Phone : (033) 2235 7270 / 7271
E-mail : nichetechpl@nichetechpl.com

For Shares held in Physical Mode
Please complete the form and mail to

Shares held in Electronic Mode
Should inform respective DPs

Dear Sirs,

Change in Mode of Payment to NECS

I hereby consent to have the amount of dividend on my equity shares credited through the National Electronic Clearing Service (NECS). The particulars are:

1. Folio No. / Client ID No. / DPID No. _____
(Folio No. given in equity share certificate(s)/Customer ID Nos. given by your DPs)
2. Shareholder's Name _____
3. Shareholder's Address _____

4. Income Tax Permanent Account Nos:- 10 Digits (for issue of TDS certificate) _____
(PAN should be latest and correct)
5. Particulars of the Bank
 - Bank Name _____
 - Bank Name and Address _____
 - Mention the 9 digit-code number of the Bank and branch appearing on the MICR cheque issued by the bank.

(Please attach the photocopy of a cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number)

- Account type (Please √) Savings Current Cash Credit
- Account number (as appearing on the MICR cheque book)

6. Date from which the mandate should be effective

I hereby, declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information or non availability of NECS facility with Company's banks at my place/city, I would not hold the Company/Registrar & Share Transfer Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through NECS.

Signature of the first/sole shareholder



[TEAR HERE] -



ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233

Phone : (08276) 277040 | Fax : (08276) 277012 | E-mail : eddlhhep@gmail.com | www.edclgroup.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :		
Registered address :		
E-mail Id :		
Folio No./Client Id :	DPID	

I/We, being the member(s) of shares of abovenamed Company hereby appoint :

- (1) Name Address
E-mail Id Signature or failing him/her;
- (2) Name Address
E-mail Id Signature or failing him/her;
- (3) Name Address
E-mail Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, the 18th day of September, 2014 at 1.30 p.m. at Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Description	OPTIONAL	
		FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Statements of Account together with Directors' Report and Auditors' Report thereon for the year ended 31st March, 2014		
2.	To declared dividend for the financial year ended on 31st March, 2014.		
3.	Appointment of Mrs. Pankaja Kumari Singh (DIN-00199454) as Director, who retires by rotation and being eligible offers herself for re-appointment.		
4.	Appointment of Mr. Sanjay Kumar Gupta (DIN-01538117) as Director, who retires by rotation and being eligible offers himself for re-appointment.		
5.	Appointment of Messrs. Lodha & Co., Chartered Accountants (Registration No.301051E) as Auditors of the Company.		
Special Business			
6.	Appointment of Messrs. N. Radha Krishnan & Co., Cost Accountants as Cost Auditors of the Company.		
7.	Appointment of Mr. Tarun Chaturvedi (DIN-02309045) as an Independent Director of the Company.		
8.	Appointment of Mr. Vijoy Kumar (DIN-02970626) as an Independent Director of the Company.		
9.	Appointment of Mr. Gouri Prasad Goenka (DIN-00030302) as an Independent Director of the Company.		
10.	Appointment of Mr. Anil Gupta (DIN-00079399) as an Independent Director of the Company.		
11.	Re-appointment of Mr. Sanjiv Saraf (DIN-00506650) as Executive Director of the Company.		

Signed this day of 2014

Signature of Shareholder (s)

Signature of Proxy holder(s)

Affix
Re. 1/-
Revenue
Stamp

Note : This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233
Phone : (08276) 277040 | Fax : (08276) 277012 | E-mail : edclhhep@gmail.com | www.edclgroup.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional slip on request.

NAME AND ADDRESS OF THE SHAREHOLDER

Folio No.	
DP ID	
Client ID	
No. of Shares	

I hereby record my presence at the **19th Annual General Meeting** of the Company, to be held on Thursday, the 18th day of September, 2014 at 1.30 p.m. at Registered Office of the Company at Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233.

.....
Signature of the Shareholder / Proxy*

*Strike out whichever is not applicable.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
Please refer to Note No. 17 - III in the Notice of the AGM		



Energy Development Company Limited

'EDCL House', 1A Elgin Road, Kolkata - 700 020