



**ENERGY
DEVELOPMENT
COMPANY LTD.**

EDCL HOUSE
1A, ELGIN ROAD
KOLKATA - 700 020
TEL : 033-4041-1983 / 1990
FAX : 033 - 2290 3298
e-mail : edclcal@edclgroup.com
website : www.edclgroup.com
CIN : L85110KA1995PLC017003

Ref : EDCL/SE/Comp./2016-17/0016

Date : 19th July, 2016

1. **The Secretary**
Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
2. **The Secretary**
National Stock Exchange of India Ltd.
"EXCHANGE PLAZA"
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sir,

Sub: Notice of Postal Ballot

Ref.: Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Please find enclosed herewith Notice of Postal Ballot.

Kindly take the above information on record and acknowledge.

Thanking you,

Yours faithfully,
for Energy Development Company Limited

Vijayshree Binnani
(Company Secretary)

Encl: As above.



ENERGY DEVELOPMENT COMPANY LIMITED

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda

Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233

Tel. : (08276) 277040, Fax : (08276) 277012, E-mail : edclhhep@gmail.com, Website : www.edclgroup.com

CIN : L85110KA1995PLC017003

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014]

To

The Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of The Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force) and all other applicable laws and regulations, seeking your consent, to pass the proposed resolution appended below as a Special Resolution by way of Postal Ballot / e-voting.

The Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the proposed resolution setting out all material facts and reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors has appointed CS Mukesh Chaturvedi, Practicing Company Secretary (CP No. 3390) to act as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same in original duly completed and signed in the attached self-addressed, pre-paid postage envelope so as to reach to the Scrutinizer on or before 05:00 p.m. on 17th August, 2016. Postal Ballot Form received if any, after this date will be treated as if the reply from the concerned member has not been received.

Members desiring for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the head "Voting through electronic means". Members may choose to vote by using e-voting facility as an alternative to Physical Postal Ballot Form. Please note that e-voting is optional.

The Scrutinizer will submit his report to Chairman or any other Director so authorized, after the completion of the scrutiny of Postal Ballot Forms including e-voting. The result of the Postal Ballot shall be declared on or before 05:00 p.m. on 19th August, 2016 at the Corporate Office of the Company at "EDCL House", 1A, Elgin Road, Kolkata - 700 020 and communicated to the stock exchange(s), depository, registrar and share transfer agent and shall also be displayed on the Company's website i.e. www.edclgroup.com.

In the event, the proposed resolution is approved by the requisite majority of shareholders by means of Postal Ballot, the last date as specified for the receipt of the duly completed Postal Ballot Forms or date of closure of e-voting process i.e. 17th August, 2016 will be the deemed date for passing the proposed resolution.

SPECIAL BUSINESSES :

1. SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN ITS SUBSIDIARIES

To consider and if thought fit, to pass, the following as a **Special Resolution** :

"RESOLVED THAT pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Section 110 and 180(1)(a) and any other applicable provision of the Companies Act, 2013, the Rules made thereunder, including any statutory modifications and amendments to each of the foregoing and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or government authorities and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of Directors constituted by the Board) to sell or transfer or otherwise dispose of its investments in its subsidiaries as named in the Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice for an amount not lesser than the amount as stated in the respective Investment Agreements executed on 9th November, 2015 amongst :

- (i) Essel Infraprojects Limited, the Company, Arunachal Hydro Power Limited, Startrack Vinimay Private Limited, Sarvottam Caps Private Limited and other Entities listed in Schedule I to the concerned Investment Agreement; and



- (ii) Essel Infraprojects Limited, the Company, Startrack Vinimay Private Limited, Eastern Ramganga Valley Hydel Projects Company Private Limited and Sarju Valley Hydel Projects Company Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution."

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

Corporate Office :

"EDCL House"
1A, Elgin Road
Kolkata - 700 020
Date : 30th May, 2016

Sd/-
Vijayshree Binnani
(Company Secretary)

NOTES :

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business is annexed hereto.
2. The Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 30th June, 2016.
3. The Notice is being sent by electronic mode only to the members whose e-mail addresses are registered with the Depository Participant(s) / Company's Registrar and Share Transfer Agent for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copy of the Notice is being sent in the permitted mode.
4. The Notice alongwith Postal Ballot Form shall also be available on the Company's website viz. www.edclgroup.com and on the agency's website i.e. National Securities Depository Limited viz. www.nsdl.co.in.
5. The voting rights of the members / beneficial owners shall be reckoned in proportion to equity shares held by them in the Company as on 30th June, 2016. A person who is not a member as on relevant date should treat this Notice for information purpose only.
6. A member can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. However, in case any member casts his / her / its vote by both Postal Ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
7. The documents related to proposed resolution are open for inspection at the Corporate Office of the Company on all working days from 11:00 a.m. to 01:00 p.m.
8. A member can not exercise his / her / its voting right by proxy on Postal Ballot.

9. **VOTING THROUGH PHYSICAL POSTAL BALLOT**

- (A) Members may communicate their assent or dissent by returning duly filled in and signed Postal Ballot Form in attached self-addressed Business Reply Envelope and the Form should reach the Company's Corporate Office by 05:00 p.m. on Wednesday, the 17th August, 2016. **Forms received after this date will be strictly treated as if the reply from such member has not been received.**
- (B) Members desiring to exercise vote by physical Postal Ballot Form are requested to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. Postal Ballot Form (including instructions) together with business reply envelope is enclosed.
- (C) A member can request for duplicate Postal Ballot Form to the Company's Registrar and Share Transfer Agent i.e. M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata - 700 001.

10. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with The Companies (Management and Administration) Rules, 2014, the Company is providing the facility to members to exercise their rights to vote by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facilities.

Instructions for e-voting :

- (A) **In case of members receiving an e-mail from NSDL (for members whose e-mail addresses are registered with the Company / Depositories) :**



- i. Open e-mail and open PDF file viz; "EDCL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com>**
 - iii. Click on "Shareholder - Login".
 - iv. Insert user ID and password as initial password noted in step 10 (A) (i) above. Click "Login".
 - v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
 - vii. Select "EVEN" (Electronic Voting Event Number) of **Energy Development Company Limited**.
 - viii. Now you are ready for e-Voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (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, to the Scrutinizer through email to **csmukeshc@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- (B) **In case of members receiving physical copy of the Postal Ballot Notice (for members whose e-mail addresses are not registered with the Company/Depositories) :**
- i. User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - ii. Please follow all steps from Sr. No. 10 (A) (ii) to (xi) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting **website: www.evoting.nsdl.com**.
- (E) The period for e-voting starts from **09:00 a.m. on Tuesday, the 19th July, 2016 and shall end at 05:00 p.m. on Wednesday, the 17th August, 2016**. E-voting shall be disabled by NSDL at 05:00 p.m. on Wednesday, the 17th August, 2016.
11. Members having any grievances connected with the e-voting or Postal Ballot can contact Mr. Ashok Sen, M/s. Niche Technologies Pvt. Ltd., D- 511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata - 700 001. (Contact details Tel.: 033-22357270, email: nichetechpl@nichetechpl.com)
 12. The Board of Directors at its Meeting held on 30th May, 2016 has appointed CS Mukesh Chaturvedi, Practicing Company Secretary having office at 169, Arabinda Sarani, Kolkata - 700 006 to act as the Scrutinizer for conducting the scrutiny of the votes casted through Postal Ballot and e-voting process, in a fair and transparent manner.
 13. The Scrutinizer will submit his report to the Chairman or in his absence, any other Director so authorized, after completion of the scrutiny of e-voting and Postal Ballot Forms and the result shall be declared on or before 05:00 p.m. on 19th August, 2016 at the Corporate Office of the Company. The result along with Scrutinizer's Report will also be displayed on the Company's website i.e. www.edclgroup.com and shall be communicated to the Stock Exchanges, where the Company's shares are listed and also to NSDL which shall display the same on its website.
 14. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Energy Development Company Limited, "EDCL House", 1A, Elgin Road, Kolkata -700 020.

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

Corporate Office :
"EDCL House"
1A, Elgin Road
Kolkata - 700 020
Date : 30th May, 2016

Sd/-
Vijayshree Binnani
(Company Secretary)



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Company holds 100% paid-up equity share capital of "The Arunachal Pradesh SPVs" viz. :

1. EDCL - Seppa Beyong Hydro Electric Private Limited
2. EDCL - Seppa Kawa Power Private Limited
3. EDCL - Tawang Lower Tsachu Hydro Electric Private Limited
4. EDCL - Tawang Upper Tsachu Hydro Electric Private Limited
5. EDCL - Seppa Nire Hydro Electric Private Limited
6. EDCL - Seppa Jung Power Private Limited
7. EDCL - Tawang Power Private Limited
8. EDCL - Seppa Pachuk Power Private Limited
9. EDCL - Seppa Dunkho Hydro Electric Private Limited
10. EDCL - Seppa Lada Hydro Electric Private Limited
11. EDCL - Seppa Rieng Power Private Limited
12. EDCL - Seppa Marjingla Hydro Electric Private Limited

through its wholly owned subsidiary Arunachal Hydro Power Limited ("AHPL"), and also holds 100% paid-up equity share capital of "The Uttarakhand SPVs" viz.

1. Eastern Ramganga Valley Hydel Projects Company Private Limited
2. Sarju Valley Hydel Projects Company Private Limited

The abovementioned SPVs were incorporated to execute various Hydro Power Projects as granted to the Company by various Government Authorities. Further, Arunachal Hydro Power Limited was incorporated to hold the equity share capital of all SPVs located in Arunachal Pradesh.

None of the abovementioned SPVs has commenced its operations till date and accordingly all are incurring losses for past three years and due to which the net worth of all these companies have eroded substantially. As a result, the financial health of the Company being a holding Company has deteriorated significantly.

In view of the above, it was decided by the Board of Directors of the Company to sell, transfer or otherwise dispose of the substantial investment i.e. equity and preference share holding of the Company in the abovementioned Arunachal Pradesh SPVs, Uttarakhand SPVs and AHPL i.e. upto 76% of the total paid-up share capital so that upto 24% in the paid-up share capital of these Companies are continued to be held by EDCL directly or indirectly through its subsidiaries or associates and Investment Agreement was accordingly executed between Essel Infraprojects Limited, the Company, Arunachal Hydro Power Limited, Startrack Vinimay Private Limited, Sarvottam Caps Private Limited and other Entities listed in Schedule I to the concerned Investment Agreement for the sale, transfer or disposal of shares (equity and preference) held by the Company to the extent of 76 % in Arunachal Pradesh SPVs and AHPL and another Investment Agreement was executed between Essel Infraprojects Limited, the Company, Startrack Vinimay Private Limited, Eastern Ramganga Valley Hydel Project Company Private Limited and Sarju Valley Hydel Project Company Private Limited for the sale, transfer or disposal of shares (equity and preference) held by the Company to the extent of 76% in Uttarakhand SPVs.

Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise control over the subsidiary without passing a Special Resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / National Company Law Tribunal.

Pursuant to aforementioned Regulation 24 and the provisions of Section 180 (1) (a) of the Companies Act, 2013 and the sale of investment by the Company as noted hereinabove would result into reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise control over the subsidiary.

Accordingly the sale, transfer or disposal of shares held by the Company in abovementioned Arunachal Pradesh SPVs, Uttarakhand SPVs and AHPL shall require approval of the shareholders of the Company through a Special Resolution. The Board of Directors recommends the Special Resolution set out in the Notice for approval of Members, as they feel the same to be in the interest of the Company.

The copies of the abovementioned Investment Agreements shall remain open for inspection by the Members of the Company at the Corporate Office of the Company between 11.00 a.m. to 01.00 p.m. from the date hereof upto Wednesday, 17th August, 2016.

None of the Directors / Key Managerial Personnel / their relatives are in any way deemed to be concerned or interested in abovementioned resolution except as shareholders, if any.



ENERGY DEVELOPMENT COMPANY LIMITED

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda

Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233

Tel. : (08276) 277040, Fax : (08276) 277012, E-mail : edclhhep@gmail.com, Website : www.edclgroup.com

CIN : L85110KA1995PLC017003

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Ballot No.:

1. Name and Registered Address of the :
Sole / First named Member
2. Name of the Joint Member (s), if any :
3. Registered Folio No./DP ID & Client ID :
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 30th May, 2016, by sending my/our assent (For) or dissent (Against) to the said Special Resolution by placing the tick (✓) mark in the appropriate box below :

Item No.	Description	No. of Shares	Please tick (✓) in the appropriate box	
			I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for sale, transfer or disposal of the shares held by the Company in its subsidiaries under Section 180(1)(a) of the Companies Act, 2013 as mentioned in the Notice.			

Place :

Date :

(Signature of the Member/Authorized Representative)
(As per instruction overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	PASSWORD / PIN
104316		

- Note :**
1. Last date of receipt of Postal Ballot Form is Wednesday, 17th August, 2016.
 2. Please read the instructions carefully printed overleaf before exercising your vote.
 3. In case a member opts for e-voting, please read the instructions for e-voting given in the Notes to the Notice dated 30th May, 2016.

INSTRUCTIONS FOR VOTING IN PHYSICAL POSTAL BALLOT FORM

1. A member desiring to exercise his / her / its vote by Postal Ballot may complete this Postal Ballot Form (hereinafter called the "Form") and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the member, shall also be accepted by the Company.
2. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the Postal Ballot.
3. The Form should be completed and signed by the registered member. In case of joint shareholding, the Form should be completed and signed by the first named member and in his / her absence, by the next named member.
4. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
5. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
7. Incomplete or unsigned Forms will be rejected. The Scrutinizer's decision on the validity of the Form shall be final and binding.
8. A member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Forms should reach to the Scrutinizer of the Company by 05:00 p.m. on Wednesday, the 17th August, 2016. Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 30th June, 2016.
10. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Notice.
12. The result shall be announced on or before 19th August, 2016 at the Corporate Office of the Company at "EDCL House", 1A, Elgin Road, Kolkata - 700 020 and the same shall displayed on Company's website i.e. www.edclgroup.com and shall be communicated to the Stock Exchanges, where the Company's shares are listed and also to NSDL which shall display the same on its Website.