



**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./2016-17/027

Date : 16<sup>th</sup> September, 2016

1. **The Manager,**  
Department of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400 001
2. **The Secretary,**  
National Stock Exchange of India Ltd.  
"Exchange Plaza",  
Bandra - Kurla Complex, Bandra (E),  
Mumbai - 400 051

Dear Sir,

**Sub : Proceedings of Postal Ballot**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the proceedings of Postal Ballot.

This is for your information and records.

Thanking you,

Yours faithfully,

*for Energy Development Company Limited*

**Vijayshree Binnani**  
(Company Secretary)

Encl.: a/a

**MINUTES OF THE RESOLUTION PASSED BY POSTAL BALLOT / E-VOTING OF ENERGY DEVELOPMENT COMPANY LIMITED, ANNOUNCED AT ITS CORPORATE OFFICE AT 'EDCL HOUSE' 1A, ELGIN ROAD, KOLKATA – 700 020 ON FRIDAY, 19<sup>TH</sup> AUGUST, 2016 COMMENCED AT 03:00 P.M. AND CONCLUDED AT 03:15 P.M. (DEEMED DATE OF GENERAL MEETING FOR PASSING OF RESOLUTION IS 17<sup>TH</sup> AUGUST, 2016)**

---

**BACKGROUND**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 30<sup>th</sup> May, 2016 to obtain approval of shareholders through Postal Ballot / e-voting for sale, transfer or disposal of the shares held by the Company in its subsidiaries.

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e.30<sup>th</sup> June, 2016. The Voting period commenced on 19<sup>th</sup> July, 2016 at 09:00 a.m. and ended on 17<sup>th</sup> August, 2016 at 05:00 p.m.

The Board of Directors had appointed CS Mukesh Chaturvedi, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The Notice was sent by electronic mode to the members whose e-mail addresses were registered with the Depository Participant(s)/Company's Registrar and Share Transfer Agent. Physical copy of the Notice was sent to the members who had not registered their e-mail addresses. The Postal Ballot Form and a self-addressed pre-paid business reply envelope was also sent to the members. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Postal Ballot Form/e-voting and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Business Standard (Mumbai and Bengaluru edition) and Hosadigantha (Bengaluru edition) on 19<sup>th</sup> July, 2016.

Members were advised to carefully read the instructions before casting their votes.

The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on 19<sup>th</sup> August, 2016.

On the basis of Scrutinizer's report, Mr. Sanajy Kumar Gupta, Director (in the absence of Mr. Amar Singh, Chairman) declared the result of Postal ballot / e-voting on 19<sup>th</sup> August, 2016 at 05:00 p.m. at the abovementioned Corporate Office and the following as mentioned in the Postal Ballot Notice dated 30<sup>th</sup> May, 2016, was duly passed with requisite majority as a **Special Resolution** :

**CERTIFIED TO BE TRUE COPY**

For Energy Development Company Limited

*Vijayshree Binnar*  
(Company Secretary)

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

“**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) annexed to the Notice for an amount not lesser than the amount as stated in the respective Investment Agreements executed on 9<sup>th</sup> 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 Hydrel Projects Company Private Limited and Sarju Valley Hydrel 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.”

**Summary of result:**

No. of Votes Cast	Votes cast in favour	Votes cast Against	Invalid Votes
2,91,88,397	2,91,88,397 (100%)	Nil	Nil

On the basis of Scrutinizer’s Report dated 19<sup>th</sup> August, 2016, the abovementioned Special Resolution is deemed to be passed with requisite majority on Wednesday, 17<sup>th</sup> August, 2016 (i.e. the last date for receipt of Postal ballot Forms/e-voting as per clause 16.6.3 of Secretarial Standard - 2)

**CERTIFIED TO BE TRUE COPY**

Sd/-

**Sanjay Kumar Gupta**  
**Director (DIN: 01538117)**

**For Energy Development Company Limited**

*Vijayshree Binnar*  
**(Company Secretary)**