



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./2018-19/024

Date : 5th September, 2018

1. **The Manager,**
Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers, 25th 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 : Notice of 23rd Annual General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice dated 11th August, 2018 convening the 23rd Annual General Meeting of the Company at the Registered Office of the Company at Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571233 on Saturday, the 29th September, 2018 at 10:00 A.M.

This is for your information and records.

Thanking you,

Yours faithfully,

for **Energy Development Company Limited**
For Energy Development Company Limited

Vijayshree Binnani
(Company Secretary)
Vijayshree Binnani
(Company Secretary)

Encl.: a/a



NOTICE TO THE MEMBERS

Notice is hereby given that the **23rd Annual General Meeting** of the Members of the Company will be held at its Registered Office at Harangi Hydroelectric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233, on Saturday, the September 29, 2018 at 10:00A.M. to transact the following businesses :

ORDINARY BUSINESSES :

1. To consider and adopt the Audited standalone and consolidated Financial Statements of the Company for the financial year ended on March 31, 2018 along with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended on March 31, 2018.
3. To appoint a Director in place of Mr. Amar Singh (DIN : 00165567), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESSES :

4. Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the financial year ending on March 31, 2019 and in this regard to consider and if thought fit, to pass the following as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of M/s. N. Radhakrishnan & 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 March 31, 2019 at a remuneration of ₹ 40,000/- (Rupees Forty Thousand) only plus taxes and re-imbursement of out of pocket expenses, if any.”

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

5. Appointment of Mr. Vinod Kumar Sharma as an Executive Director

To appoint Mr. Vinod Kumar Sharma (DIN: 02879206) as an Executive Director of the Company and in this regard to consider and if thought fit, to pass the following as a **Special Resolution** :

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 196, 197 and 203 read with relevant Rules made thereunder and Schedule V to the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of the members of the Company be and is hereby accorded to the appointment and remuneration of Mr. Vinod Kumar Sharma (DIN: 02879206) as ‘Whole-time Director’ designated as ‘Executive Director’ of the Company for a period upto March 31, 2021 on the following terms and conditions :

Salary :

a) Basic Salary :

₹ 1,50,000/- per month with annual increment upto 30% of basic salary, as may be decided by the Board.

b) Allowances, Perquisites & Benefits :

- i) House Rent Allowance / House Rent : The Company shall pay ₹ 90,000/- per month for House Rent Allowance / House Rent.
- ii) Special Allowance : The Company shall pay ₹ 60,000/- per month as Special Allowance.
- iii) Education Allowance : The Company shall pay ₹ 50,000/- per month for Education Allowance.
- iv) Books and Periodical Allowance : The Company shall pay ₹ 50,000/- per month for Books and Periodical Allowance.
- v) Car Allowance : The Company shall pay ₹ 25,000/- per month for Car Allowance.
- vi) Driver Allowance : The Company shall pay ₹ 25,000/- per month for Driver Allowance.



- vii) Total Annual Benefits on account of Leave Travel Concession, Medical & Incentive shall be 4 months' basic salary i.e. ₹ 6,00,000/- only.
- viii) Gratuity : Gratuity shall be paid equal to half month's salary for each completed year of service.
- ix) Personal Accident Insurance : Personal Accident Insurance Policy in accordance with the scheme applicable to senior employees of the Company.
- x) Leave and Leave Encashment : In accordance with the Rules of the Company or as decided by the Board.
- xi) Communication Facilities : Expenses incurred towards Mobile, Telephone / Telefax and other suitable communication facilities at the residence will be re-imbursed, as per the Rules of the Company.
- xii) 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.

c) Overall Remuneration :

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

d) 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. Vinod Kumar Sharma 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 Committees 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. Sharma 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 read with relevant Rules made thereunder and Schedule V to the Act and such alteration / variation shall deem to have the consent of Board of Directors of the Company."

"RESOLVED FURTHER THAT Ms. Vijayshree Binnani, Company Secretary be and is hereby authorized to do all such other acts, deeds and things as may be required in connection with the above and to give effect to the above resolution."

Dated : August 11, 2018

Place : New Delhi

By Order of the Board

For Energy Development Company Limited

Corporate Office :

"EDCL House"

1A, Elgin Road,

Kolkata – 700 020

Sd/-

Vijayshree Binnani
(Company Secretary)

**NOTES :**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 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. Proxy form and attendance slip are enclosed herewith the Annual Report. Members / Proxies / Authorized Representatives should bring their Attendance Slip duly filled in for attending the meeting.

Proxy holder shall carry his / her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his / her identity.

- 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) The route map of the venue of the meeting is annexed towards the end of this Annual Report hereto and forms a part of this Notice.
- 4) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the meeting is annexed hereto and the same should be taken as part of this Notice.
- 5) Information pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 regarding Directors seeking appointment / re-appointment at the meeting are provided as an annexure hereto.
- 6) The members may note that the Companies (Amendment) Act, 2017, effective from May 7, 2018 has done away with the requirement of annual ratification of appointment of Statutory Auditors. Therefore, the Company is not seeking any ratification of appointment of M/s. ALPS & Co., Chartered Accountants as the Auditors of the Company by the members at the ensuing Annual General Meeting.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of payment of dividend, if approved by the members at the meeting.
- 8) The record date for determining the names of members eligible for dividend on equity shares, if declared at the meeting, is September 22, 2018.
- 9) The dividend, as recommended by the Board, if approved by the members at this meeting, will be paid on or after September 29, 2018 to those members or their mandates whose names are registered on the Company's Register of Members:
- As Beneficial Owners as at the end of business hours on September 22, 2018 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
 - 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 and Share Transfer Agent (RTA) i.e. Niche Technologies Pvt. Ltd. on or before September 22, 2018.
- 10) Members who have not yet encashed their dividend warrant(s) for the financial years ended on March 31, 2011 onwards, are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year 2010-11 declared on September 13, 2011 can be claimed by the shareholders within October 16, 2018 after which such unclaimed dividend amount shall be transferred to the



‘Investor Education and Protection Fund’ of Central Government. Please note that after such transfer, it will not be possible for the Company to entertain any claim.

- 11) Members holding shares in dematerialized form are requested to intimate all changes with respect to their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number, e-mail ID etc. to their respective Depository Participants for updation of the records.
Members holding shares in physical form are requested to intimate the said information to the Company’s RTA.
- 12) 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 the Company or its RTA for consolidating into single folio. The share certificates will be returned to the members after making requisite changes thereon.
- 13) 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. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
- 14) The SEBI has mandated all the Companies to print the bank details of the investors on the payment instruments. Hence, while making revalidation requests the members are requested to give their bank account details to print the same in the dividend payment instruments.
- 15) The SEBI has 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.
- 16) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
- 17) The Notice of Annual General Meeting & Annual Report 2017-18 will be sent to the members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories as at closing hours of business on August 17, 2018.
- 18) The Notice of Annual General Meeting & Annual Report 2017-18 will be sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s) 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 copies of the same will be sent by the permitted mode.
- 19) The Notice of Annual General Meeting & Annual Report 2017-18 will also be available on the Company’s website i.e. www.edclgroup.com and the website of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
- 20) All the documents referred to in the accompanying Notice and Statement alongwith Register of Directors and Key Managerial Personnel & Shareholding and Register of Contracts and Arrangements in which Directors are interested 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 11:00 A.M. to 01:00 P.M. till September 29, 2018.
- 21) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. September 22, 2018 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- 22) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
- 23) A person who is not a member as on the cut-off date should treat this notice for information purpose only.

24) VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote on the resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on **September 26, 2018 (09:00 A.M.) and ends on September 28, 2018 (05:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. **The process and manner for remote e-voting are as under :**
 - A. **In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)] :**
 - (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN 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 remote e-voting opens. Click on remote e-voting >Active Voting Cycles.
 - (vii) Select "EVEN" of "Energy Development Company Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "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 e-mail to csmukeshc@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. **In case a member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting physical copy] :**
 - (i) Initial password is provided in the covering letter for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of part A above, to cast vote.



- IV. In case of any query, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - V. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - VI. Any person who acquires shares of the Company and become member after dispatch of the Notice and holding shares as on the cut-off date i.e. September 22, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available at www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- 25) The facility for voting through Ballot Form or Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - 26) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - 27) Mr. Mukesh Chaturvedi, Practicing Company Secretary, (Membership No. 10213 and CP No. 3390) of 169, Arbinda Sarani, Ground Floor, Kolkata – 700 006 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - 28) The Scrutinizer will submit his Report to the Chairman or a person authorized by him, who shall declare the Result.
 - 29) The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.edclgroup.com and on the website of NSDL immediately after the declaration of Result. The Result shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

The following 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. 4, and 5 of the accompanying Notice dated August 11, 2018 :

Item No. 4

As recommended by the Audit Committee, the Board had on May 30, 2018, approved the appointment and remuneration of M/s. N. Radhakrishnan & Co., the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019 at a remuneration of ₹ 40,000/- plus taxes and reimbursement of out of pocket expenses if any. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19 is being sought from the members by way of an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the resolution for approval by the members. None of the Directors / Key Managerial Personnel / their relatives are in any way deemed to be concerned or interested, in the said resolution, except as shareholder, if any.

Item No. 5

The Board of Directors of the Company in its meeting held on May 30, 2018 has appointed Mr. Vinod Kumar Sharma as 'Whole-time Director' designated as 'Executive Director' of the Company, for a period upto March 31, 2021 under the provisions of the Companies Act, 2013. The said appointment is subject to the approval of the members of the Company in this Annual General Meeting.

The said appointment has been recommended by the Nomination and Remuneration Committee of the Board and also approved by the Audit Committee of the Board.

In terms of Section 160 of the Act, the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- from a member signifying his intention to propose the candidature of Mr. Vinod Kumar Sharma for the office of Executive Director. Mr. Vinod Kumar Sharma has furnished consent / declaration for his appointment as required under the Companies Act, 2013 read with the Rules made thereunder.

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: January 04, 1996.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (4) Financial performance based on given indicators :

(Amount in ₹)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Total Income	45,64,62,882	1,07,23,06,039
Profit before tax for the year	1,51,97,439	5,18,82,344
Total tax expenses	13,21,174	1,77,50,323
Net profit after tax for the year	1,38,76,265	3,41,32,021

- (5) Foreign investments or collaborations, if any: None

II. Information about the appointee :

- (1) Background details, job profile and his suitability: Mr. Vinod Kumar Sharma (Born on July 29, 1952) has done B.Sc. Engg. (Civil Engineering) from Punjab Engineering College. He has more than 41 years of rich experience with long track record of successful management in Hydro Power Development. He has vast experience in Hydro Project Development Process, Infrastructure Development, EPC and Contract Management, Project Management, Consultancy Services for Hydro Power Development. He was associated with the GMR Group and NHPC Ltd. in the past.
- (2) Past remuneration: ₹ 80,00,000/- for the financial year 2017-18.
- (3) Remuneration proposed: Given in detail in the proposed Resolution.
- (4) 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.
- (5) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: None.

III. Other information :

- (1) Reasons of loss or inadequate profits: During the year ended March 31, 2018, the Company has earned profit after tax of ₹ 1,38,76,265/- as compared to previous year's profit after tax of ₹ 3,41,32,021/- including



exceptional gain of ₹ 5,39,00,000/-. The Company has invested in subsidiary companies (SPVs) and in associate for development of Hydroelectric Projects. Projects under 2 subsidiary companies are under development stage. The said investments will yield return to the Company only after the projects are developed and start generation.

- (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 of 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 152, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board recommends the proposed resolution for your approval.

Mr. Vinod Kumar Sharma, Executive Director shall be deemed to be concerned or interested in the resolution being the beneficiary.

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

Dated : August 11, 2018

Place : New Delhi

Corporate Office :

"EDCL House"

1A, Elgin Road,

Kolkata – 700 020

By Order of the Board

For **Energy Development Company Limited**

Sd/-

Vijayshree Binnani
(Company Secretary)



ANNEXURE TO THE NOTICE OF 23RD ANNUAL GENERAL MEETING

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in pursuance of clause 1.2.5 of Secretarial Standard on General Meetings

Sl. No.	Particulars	Mr. Amar Singh	Mr. Vinod Kumar Sharma
1.	Status of directorship	Promoter, Non-Executive Director	Executive Director
2.	Relationship with other Directors and Key Managerial Personnel	Spouse of Mrs. Pankaja Kumari Singh	None
3.	Date of Birth	January 27, 1956	July 29, 1952
4.	Date of appointment	February 05, 1996	May 30, 2018
5.	Qualification	B. A., LLB	B.Sc. Engg. (Civil Engineering) from Punjab Engineering College.
6.	Expertise in specific functional areas	Mr. Amar Singh was a member of Rajya Sabha since November 1996 to 2014 and then again continuing from July, 2016. He is an eminent politician and an expert in management.	Mr. Vinod Kumar Sharma has more than 41 years of rich experience with long track record of successful management in Hydro Power Development. He has vast experience in Hydro Project Development Process, Infrastructure Development, EPC and Contract Management, Project Management, Consultancy Services for Hydro Power Development.
7.	Directorship in other Companies as on March 31, 2018	<ul style="list-style-type: none"> • EDCL-Arunachal Hydro Project Pvt. Ltd. • Startrack Vinimay Pvt. Ltd. • Sarvottam Caps Pvt. Ltd. • Panel Consultancy Pvt. Ltd. • Chekoplast (India) Pvt. Ltd. • Fairland Projects Pvt. Ltd. • Bask Films Creation Ltd. 	<ul style="list-style-type: none"> • Kangra Hydro Power Ventures Pvt. Ltd.
8.	Chairman(C)/Member(M) of Committees of the Board of Directoras on March 31, 2018	<ul style="list-style-type: none"> • Energy Development Co. Ltd. : – Audit Committee (M) – Nomination and Remuneration Committee (M) 	None
9.	Number of shares held in the Company as on March 31, 2018	1,04,58,453	Nil
10.	Number of convertible warrants held in the Company as on March 31, 2018	Nil	Nil
11.	Terms and condition of appointment	As per Nomination and Remuneration Policy of the Company subject to provisions contained in the Companies Act, 2013.	As approved by the Board in its meeting held on May 30, 2018.
12.	Remuneration to be paid	Sitting Fees and such re-imbursements as approved by the Board.	As approved by the Board in its meeting held on May 30, 2018 subject to approval of members.
13.	Remuneration last drawn	Nil	₹ 80,00,000/- per annum.
14.	No. of the Board meeting attended during the year	4	N.A.

Dated : August 11, 2018

Place : New Delhi

Corporate Office :

“EDCL House”

1A, Elgin Road,

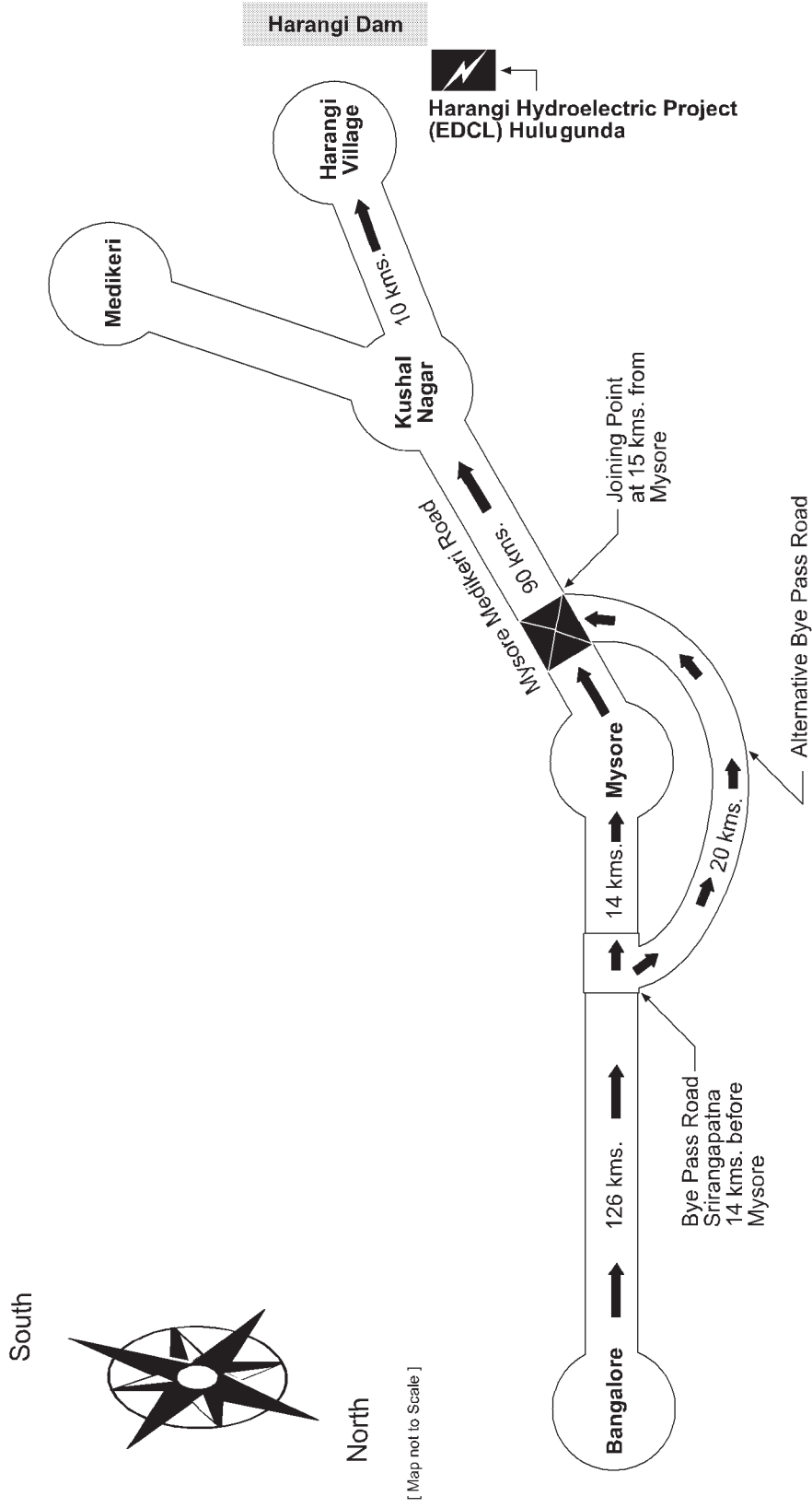
Kolkata – 700 020

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

Sd/-
Vijayshree Binnani
(Company Secretary)



ROUTE MAP TO THE VENUE OF THE 23RD ANNUAL GENERAL MEETING



ROUTE MAP TO EDCL PLANT SITE AT HARANGI HARANGI HYDROELECTRIC PROJECT

Hulugunda Via. Kushal Nagar
Dist. : Kodagu, Karnataka - 571 233



ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydroelectric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233

Phone : (08276) 277040, Fax : (08276) 277012

E-mail : edclhhep@gmail.com, Website : www.edclgroup.com

PROXY FORM – MGT -11

[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 :

DP ID :

I / We, being the member(s) holding shares of abovementioned 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 23rd Annual General Meeting of the Company, to be held on Saturday, the September 29, 2018 at 10:00 A.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 Businesses			
1.	To Consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2018 alongwith the Reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend for the financial year ended on March 31, 2018.		
3.	To appoint Mr. Amar Singh (DIN : 00165567) as Director, who retires by rotation and being eligible, offers himself for re-appointment.		
Special Businesses			
4.	To ratify the remuneration of the Cost Auditors for the financial year ending on March 31, 2019.		
5.	To appoint Mr. Vinod Kumar Sharma (DIN : 02879206) as an Executive Director.		

Signed this day of, 2018.

Signature of Shareholder(s)

Signature of Proxy holders(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.

(TEAR HEAR)



ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydroelectric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233

Phone : (08276) 277040, Fax : (08276) 277012

E-mail : edclhhep@gmail.com, Website : 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 **23rd Annual General Meeting** of the Company, to be held on Saturday, the September 29, 2018 at 10:00 A.M. at the 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.