

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Energy Development Company Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

| T i t l e (M r . / M s) | Name of the Director | DI N | P A N | Cate gory (Chai rpers on / Execu tive/ Non- Execu tive/ Indepe ndent/ Nomin ee) | S u b C a t e g o r y | Dat e of App oint ment | Dat e of ces sati on | T e n u r e | No of Dir ect ors hip in list ed enti ties incl udi ng this list ed enti ty | No of me m b e r s hip s in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng this list ed enti ty | No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entit ies incl udi ng this liste d entit y | Me m b e r s hip in Co mmi ttee s of the Co mpa ny | Remarks |
|---|-------------------------|--------------------------------------|----------------------------|---|---|------------------------------------|----------------------------------|----------------------------|---|---|--|---|---------|
| Mr . | Amar Singh | 0 0 1 6 5 5 6 7 | AK LP S69 75 M | C & NED | | 05- Feb- 1996 | | | 1 | 2 | 0 | AC,SC ,NRC | |
| Mr s. | Pankaja Kumari Singh | 0 0 1 9 9 4 5 4 | AL MP S89 20J | NED | | 05- Feb- 1996 | | | 1 | 0 | 1 | SC | |
| Mr | Gouri Prasad | 0 | AE | ID | | 18- | | 5 | 5 | 0 | 0 | NA | |

| | | | | | | | | | | | | |
|-----|---------------------|----------|----------------------------|----|-------------|--|----|---|---|---|---------------|--|
| . | Goenka | 0030302 | CP G8 809 F | | Sep-2014 | | 4 | | | | | |
| Mr. | Anil Gupta | 00079399 | AE EP G2 776 D | ID | 11-Aug-2014 | | 55 | 3 | 1 | 1 | AC,N RC | |
| Mr. | Bijay Kumar Garodia | 0044379 | AC CP G4 986 F | ID | 13-Nov-2014 | | 52 | 1 | 0 | 0 | NA | |
| Mr. | Vijoy Kumar | 02970626 | AI EP K9 530 B | ID | 18-Sep-2014 | | 54 | 2 | 4 | 1 | AC,SC ,NRC | |
| Mr. | Vinod Kumar Sharma | 02879206 | AA AP S42 91 H | ED | 30-May-2018 | | | 1 | 0 | 0 | NA | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

| | | | | | |
|---|-------------|---------|-------------|-------------|--|
| 1 | Amar Singh | C & NED | Member | 09-Feb-2018 | |
| 2 | Vijoy Kumar | ID | Chairperson | 25-Jul-2011 | |
| 3 | Anil Gupta | ID | Member | 18-Sep-2014 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Vijoy Kumar | ID | Member | 13-Nov-2014 | |
| 2 | Pankaja Kumari Singh | NED | Chairperson | 18-Mar-2002 | |
| 3 | Amar Singh | C & NED | Member | 09-Feb-2018 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

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|---|---|
| Company Remarks | The Company does not fall under top 100 listed companies. |
| Whether Permanent chairperson appointed | Yes |

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | Amar Singh | C & NED | Member | 09-Feb-2018 | |
| 2 | Anil Gupta | ID | Member | 12-Feb-2017 | |
| 3 | Vijoy Kumar | ID | Chairperson | 13-Feb-2014 | |

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|---|-----|
| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter |
|---|---|
| 13-Nov-2018 | 11-Feb-2019 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 89 |

iv. Meeting of Committees

| Name of the Committee | Date(s) of | Date(s) of | Requirement of | Whether |
|-----------------------|------------|------------|----------------|---------|
|-----------------------|------------|------------|----------------|---------|

| | meeting during of the committee in the previous quarter | meeting of the committee in the relevant quarter | Quorum met (details) | requirement of Quorum met (Yes/No) |
|-------------------------------------|---|--|----------------------|------------------------------------|
| Audit Committee | 13-Nov-2018 | 11-Feb-2019 | 3 | Yes |
| Nomination & Remuneration Committee | 13-Nov-2018 | 11-Feb-2019 | 3 | Yes |
| Stakeholders Relationship Committee | 12-Nov-2018 | 10-Feb-2019 | 3 | Yes |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 89 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|--------------------------------------|---------------|
| Whether prior approval of audit committee obtained | Yes | |
| Whether shareholder approval obtained for material RPT | Not Applicable | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

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| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions | |
|--|--|

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Vijayshree Binnani**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | | |
|--|--------------------------|--------------------------|-----------------------|
| Item | Compliance status | Company Remark | Website |
| Details of business | Yes | | www.edclgroup.com |
| Terms and conditions of appointment of | Yes | | www.edclgroup.com |
| Composition of various committees of | Yes | | www.edclgroup.com |
| Code of conduct of board of directors and | Yes | | www.edclgroup.com |
| Details of establishment of vigil mechanism/ | Yes | | www.edclgroup.com |
| Criteria of making payments to non- | Yes | | www.edclgroup.com |
| Policy on dealing with related party | Yes | | www.edclgroup.com |
| Policy for determining 'material' subsidiaries | Yes | | www.edclgroup.com |
| Details of familiarization programs imparted | Yes | | www.edclgroup.com |
| Contact information of the designated officials of the listed | Yes | | www.edclgroup.com |
| email address for grievance redressal and | Yes | | www.edclgroup.com |
| Financial results | Yes | | www.edclgroup.com |
| Shareholding pattern | Yes | | www.edclgroup.com |
| Details of agreements entered into with the media companies and/or | Not Applicable | | |
| New name and the old name of the listed | Not | | |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance status | Company Remark |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <i>Board composition</i> | 17(1) | Yes | |
| <i>Meeting of Board of directors</i> | 17(2) | Yes | |
| <i>Review of Compliance Reports</i> | 17(3) | Yes | |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes | |
| <i>Code of Conduct</i> | 17(5) | Yes | |
| <i>Fees/compensation</i> | 17(6) | Yes | |
| <i>Minimum Information</i> | 17(7) | Yes | |
| <i>Compliance Certificate</i> | 17(8) | Yes | |
| <i>Risk Assessment & Management</i> | 17(9) | Yes | |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes | |
| <i>Composition of Audit Committee</i> | 18(1) | Yes | |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes | |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes | |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes | |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable | |
| <i>Vigil Mechanism</i> | 22 | Yes | |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & | Yes | |

| | | | |
|--|-------------------------|-----|--|
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes | |
| <i>Approval for material related party transactions</i> | 23(4) | Yes | |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Yes | |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes | |
| <i>Maximum Directorship & Tenure</i> | 25(1) & (2) | Yes | |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes | |
| <i>Familiarization of independent directors</i> | 25(7) | Yes | |
| <i>Memberships in Committees</i> | 26(1) | Yes | |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes | |
| <i>Disclosure of Shareholding by Non-Executive Directors</i> | 26(4) | Yes | |
| <i>Policy with respect to Obligations of directors and senior management</i> | 26(2) & 26(5) | Yes | |

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| Other Information | |
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

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| Other Information | |
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Name : **Vijayshree Binnani**
Designation : **Company Secretary & Compliance Officer**