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Ref : EDCL/SE/Comp./2023-24/012

Date : 30<sup>th</sup> May, 2023

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

**Sub : Annual Secretarial Compliance Report of the Company**  
**for the financial year ended on 31<sup>st</sup> March, 2023**

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31<sup>st</sup> March, 2023.

This is for your information and record.

Thanking you,

Yours faithfully,  
*for* **Energy Development Company Limited**

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

Encl: a/a



## Secretarial Compliance Report of ENERGY DEVELOPMENT COMPANY LIMITED for the financial year ended 31<sup>st</sup> March, 2023

We, M/s. Tausif & Associates, Company Secretaries, Kolkata, have examined:

- (a) all the documents and records made available to us and explanation provided by **Energy Development Company Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 (“Review Period”) in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that during the year under review period

- (a) The specific Regulations mentioned above in (b) and (d) to (f) were not applicable to the Listed Entity and that the Listed Entity has complied with the applicable provisions of the specific Regulations mentioned above in (a), (c), (g) and (h) and the circulars/guidelines issued thereunder, except in respect of matter specified below :

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby
<b>None</b>				

Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>None</b>					

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby
<b>Not Applicable</b>				

Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not Applicable</b>					

- (c) The terms of appointment of the Statutory Auditors, inter-alia, are in line with the provisions of para 6(A) and 6(B) of the SEBI's Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.
- (d) The additional affirmations in terms of the Circulars issued by the BSE Limited and the National Stock Exchange of India Limited on 16<sup>th</sup> March, 2023 & 10<sup>th</sup> April, 2023 are appended below for the Review Period :



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	Yes  Yes	
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  Yes	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	N.A.	Not applicable as there is no action taken by SEBI or Stock Exchange(s)
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	No additional non-compliance was observed for SEBI regulation/ circular/ guidance note during the year



			under review
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**Assumption & Limitation of Scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibility of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and is neither as assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



**For Tausif & Associates**

*Mohammad Tausif*

**Mohammad Tausif**  
**Practicing Company Secretary**  
**Membership No.: FCS -11959,**  
**Certificate of Practice No.: 18170**  
**Peer Review Certificate No.: 979/2020**  
**UIN: S2017WB79500**  
**UDIN: F011959E000428861**

**Date 30.05.2023**  
**Place: Kolkata**