



EDCL HOUSE
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KOLKATA - 700020
TEL : 033-4041 1983 / 1990
FAX : 033- 2290 3298
CIN: L85110KA1995PLC017003
e-mail: edclcal@edclgroup.com
website : www.edclgroup.com

Ref : EDCL/SE/Comp./2023-24/026

Date : 18th August, 2023

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 : Addendum to the Notice of Extra - ordinary General Meeting

This is further to our letter ref. no. EDCL/SE/Comp./2023-24/023 dated 04th August, 2023, regarding Notice of the Extra - Ordinary General Meeting of the Company. Please find attached herewith addendum to the Notice of Extra - ordinary General Meeting scheduled to be held on 29th August, 2023.

Kindly take note and record.

Thanking you,

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

Satyendra Pal Singh
(Executive Director)
DIN : 01055370

Encl.: As above



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

ADDENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated July 24, 2023 convening Extra-ordinary General Meeting (No. EGM-01/2023-24) of the Company scheduled to be held at its Registered Office at Harangi Hydroelectric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233 along with the facility to participate through video conferencing or other audio visual means, on Tuesday, the August 29, 2023 at 12:00 Noon:

Notice is hereby given that pursuant to the provisions of Section 160 of the Companies Act, 2013 (“Act”) read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in terms of requirement of Section 152 of the Companies Act, 2013, the following item of special business is added in the aforesaid Notice as item no. 2. This addendum shall be deemed to be an integral part of the original Notice dated July 24, 2023 and the notes provided therein.

SPECIAL BUSINESS:

2. Appointment of Mr. Dharam Veer Sharma (DIN: 01363759) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Rules made thereunder and Schedule IV to the Act and Regulation 17(1A) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Nomination and Remuneration Committee, Mr. Dharam Veer Sharma (DIN: 01363759), who was appointed as an Additional Director (Category: Independent) of the Company by the Board of Directors, with effect from August 10, 2023 in pursuance of Section 161(1) of the Act to hold office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years effective from August 10, 2023 to August 09, 2028.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Dharam Veer Sharma (DIN: 01363759) be paid such fees and remuneration, as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

Dated : August 10, 2023

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*)



NOTES :

- 1) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business proposed above to be transacted at the ensuing Extra-ordinary General Meeting is annexed hereto and the same should be taken as part of the Notice.
- 2) This addendum to the Notice of Extra-ordinary General Meeting is available on the website of the Company at www.edclgroup.com, website of the Stock Exchanges at www.nseindia.com and www.bseindia.com and website of NSDL at www.evoting.nsdl.com.
- 3) Relevant documents mentioned herein will be available for inspection by the shareholders, as per note no.10 of the Notice dated July 24, 2023.
- 4) All the processes, notes and instructions relating to attending Extra-ordinary General Meeting, remote e-voting and e-voting during the Extra-ordinary General Meeting set out in the Notice of the ensuing Extra-ordinary General Meeting shall mutatis-mutandis apply to the resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizer appointed for the ensuing Extra-ordinary General Meeting will act as Scrutinizer for the Resolution proposed in this Addendum to the Notice of Extra-ordinary General Meeting.

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 no. 2 mentioned in this Addendum Notice.

The Company had issued a Notice dated July 24, 2023 for convening an Extra-ordinary General Meeting (EGM) scheduled to be held at its Registered Office at Harangi Hydroelectric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233 along with the facility to participate through video conferencing or other audio visual means, on Tuesday, the August 29, 2023 at 12:00 Noon and the same has already been circulated to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules framed thereunder.

Subsequently, on August 10, 2023, the Board of Directors of the Company appointed Mr. Dharam Veer Sharma (DIN: 01363759) as an Independent Director with effect from August 10, 2023. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of shareholders is sought for appointment of Mr. Dharam Veer Sharma as an Independent Director

Born on November 15, 1952, aged 70 years, Mr. Dharam Veer Sharma has done B.Sc. and MBBS and has experience of over two decades in varied fields including management.

In terms of Section 161(1) of the Companies Act, 2013 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 10, 2023, appointed Mr. Dharam Veer Sharma (DIN: 01363759) as an Additional Director (Category: Independent) with effect from August 10, 2023. The Board recommends appointment of Mr. Dharam Veer Sharma as an Independent Director of the Company for a term of 5 years with effect from August 10, 2023 to August 09, 2028.

The Committee and the Board are of the view that Mr. Dharam Veer Sharma will attain the age of 75 years during his appointment period viz. in the year 2027, given the knowledge and experience of Mr. Dharam Veer Sharma, his association would benefit the Company. In the opinion of the Board, Mr. Dharam Veer Sharma fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and he is independent of the management of the Company.



The Company has received declaration from Mr. Dharam Veer Sharma that he meets the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Dharam Veer Sharma has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received requisite notice under Section 160 of the Companies Act, 2013 proposing his appointment. Mr. Dharam Veer Sharma is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Mr. Dharam Veer Sharma does not hold any share in the Company in individual capacity or on a beneficial basis for any other person.

Necessary disclosures in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI has been provided separately in a table as an annexure to the Addendum Notice.

Necessary documents, if any, relating to appointment of Mr. Dharam Veer Sharma is available for inspection by the members at the registered office of the Company.

The Board recommends the Special Resolution set out at item no. 2 of this Addendum to Notice of Extra-ordinary General Meeting for approval by the shareholders of the Company. 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 10, 2023

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 ADDENDUM NOTICE OF EXTRA-ORDINARY GENERAL MEETING

PARTICULARS OF DIRECTOR 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. Dharam Veer Sharma
1.	Status of directorship	Additional Independent Director
2.	Relationship with other Directors and Key Managerial Personnel	None
3.	Date of Birth	November 15, 1952
4.	Date of appointment	August 10, 2023
5.	Qualification	B.Sc. and MBBS
6.	Expertise in specific functional areas	Mr. Dharam Veer Sharma has more than two decades of experience in varied fields including management
7.	Directorship in other Companies as on August 10, 2023.	<ul style="list-style-type: none"> • Myway Pharma Private Limited • Acharya Dhanwantri Diagnostic And Research Centre Private Limited
8.	Listed entities from which the Director has resigned in the past three years	None
9.	Chairman (C) / Member (M) of Committees of the Board of Director as on August 10, 2023.	None
10.	Number of shares held in the Company as on August 10, 2023: (a) Own (b) For other persons on a beneficial basis	Nil Nil
11.	Number of convertible warrants held in the Company as on August 10, 2023.	N. A.
12.	Terms and condition of appointment	As per Nomination and Remuneration Policy of the Company subject to provisions contained in the Companies Act, 2013 and Listing Regulations of SEBI
13.	Remuneration to be paid	N. A.
14.	Remuneration last drawn	N. A.
15.	No. of the Board meeting attended during the year 2023-24. (upto August 10, 2023).	Nil

Dated : August 10, 2023

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)