



## 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-male : edclhhep@gmail.com, Website : www.edclgroup.com

### Annexure to Notice for the Extra Ordinary General Meeting of the Company to be held on 24-10-2015

Name & Registered  
Address of Sole/  
First named Member

Joint Holders Name  
(If any)

Folio No. / DP ID &  
Client ID

No. of Equity  
Shares Held

Dear Shareholder,

#### **Subject : Process and manner for availing E-voting facility**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra Ordinary General Meeting of the Members of the Company to be held at the Registered Office of the Company at Harangi Hydro Electric Project, Village – Hulugunda, Taluka – Somawarpet, District – Kodagu, Karnataka – 571 233 on Saturday, the 24th day of October, 2015 at 12:15 P. M. and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

#### **The Electronic Voting Particulars are set out below :**

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>
<b>103518</b>		

#### **The E-voting facility will be available during the following voting period :**

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
21st October, 2015 at 09:00 A.M. (IST)	23rd October, 2015 at 05:00 P.M. (IST)

Please read the instructions mentioned in the Notice before exercising your vote.

By Order of the Board  
For Energy Development Company Limited

Date : 29-09-2015  
Place : Hulugunda

Sd/-  
**Vijayshree Binnani**  
(Dy. Company Secretary)

Encl : EGM Notice / Attendance Slip / Proxy Form / Ballot Form.



# ENERGY DEVELOPMENT COMPANY LIMITED

Regd. Office : Harangi Hydro Electric Project,  
Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233  
Tel. : (08276) 277040, Fax : (08276) 277012  
E-mail : edclhhep@gmail.com, Website : www.edclgroup.com  
CIN : L85110KA1995PLC017003

## NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of the Company will be held on Saturday, the 24th day of October, 2015 at 12:15 P.M. at the registered office of the Company at Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233 to transact the following businesses :

### SPECIAL BUSINESSES :

#### 1. Increase in Authorized Share Capital

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

"**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or enactments thereof, for the time being in force), read with the Rules made thereunder, the Authorized Share Capital of the Company be and is hereby increased from ₹ 35,00,00,000/- (Rupees Thirty Five Crore) to ₹ 50,00,00,000/- (Rupees Fifty Crore) by creation of additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of ₹10/- each."

#### 2. Amendment in Memorandum of Association

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

"**RESOLVED THAT** pursuant to the provisions of section 13, 61 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or enactments thereof, for the time being in force), read with Rules made thereunder and consequent upon the increase in the Authorized Capital, Clause V of the Memorandum of Association of the Company be and is hereby substituted and read as under :-

V. The Authorised Capital of the company is ₹ 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity shares of ₹10/- (Rupees Ten only) each with power to increase and / or decrease the capital of the Company and to divide the share capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the Company."

#### 3. Preferential Issue of Equity Shares

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

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with existing Guidelines, Rules and Regulations of Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, the Government of India and all other applicable Acts, Guidelines, Rules and Regulations, if any and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) entered into with the Stock Exchanges where the shares of the Company are listed and subject to such terms, conditions and modifications as may be considered appropriate and determined by the Board of Directors of the Company (hereinafter referred to as "the Board") and subject to such approvals, consents, permissions or sanctions (including any condition thereof, or modifications to the terms contained therein) if any, of the appropriate authorities as may be required and / or such terms and conditions as may be prescribed while granting such consents and approvals and which may be agreed to by the Board, the Board be and is hereby authorized to, offer, issue and allot up to 2,00,00,000 (Two Crore) Equity shares of face value of ₹ 10/- each ("Equity Shares") fully paid up, for cash at ₹ 22/- per share (including premium of ₹ 12/-) the price determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 [hereinafter referred to as "SEBI ICDR Regulations, 2009"] on a preferential basis, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as may be deemed appropriate by the Board:



- a. Upto 1,36,25,000 Equity Shares at the rate of ₹ 22/- each aggregating to ₹ 29,97,50,000/- (Rupees Twenty Nine Crore Ninety Seven Lakh Fifty Thousand only), to the following entities belonging to the promoters / promoters' group of the Company :
- 1,18,00,000 equity shares at an aggregate consideration of ₹ 25,96,00,000/- (Rupees Twenty Five Crore Ninety Six Lakh only) to M/s. Sarvottam Caps Private Limited; and
  - 18,25,000 equity shares at an aggregate consideration of ₹ 4,01,50,000/- (Rupees Four Crore One Lakh Fifty Thousand only) to M/s. Startrack Vinimay Private Limited.
- b. Upto 63,75,000 Equity Shares at the rate of ₹ 22/- each aggregating to ₹ 14,02,50,000/- (Rupees Fourteen Crore Two Lakh Fifty Thousand only), to the following persons other than the promoters / promoters' group of the Company:
- 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Surendra Singh;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Amit Mitra;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Dipesh Bhagtani;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Deven Pathak;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Chanakya Dhanda;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mrs. Pooja Dhanda;
  - 8,00,000 equity shares at an aggregate consideration of ₹ 1,76,00,000/- (Rupees One Crore Seventy Six Lakh only) to Mr. Prafulla Bhat; and
  - 7,75,000 equity shares at an aggregate consideration of ₹ 1,70,50,000/- (Rupees One Crore Seventy Lakh Fifty Thousand only) to Mr. Ketan Deshpande.

**"RESOLVED FURTHER THAT** in accordance with Chapter VII of SEBI ICDR Regulations, 2009 the **"Relevant Date"** in relation to the above mentioned preferential issue for the purpose of determining issue price is 24th September, 2015."

**"RESOLVED FURTHER THAT** the Equity shares to be allotted pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of ₹ 10/- each of the Company."

**"RESOLVED FURTHER THAT** the aforesaid Equity Shares shall be issued and allotted by the Company to the Investors in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval."

**"RESOLVED FURTHER THAT** the securities mentioned hereinabove shall be issued subject to lock-in for a period **(a)** of three years - in respect of allotment to promoters entities / persons belonging to promoters' group, and **(b)** of one year-in respect of allotment to persons / bodies corporate other than promoters from the date of granting trading approval by the stock exchanges."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the proceeds of the issue of the Equity Shares and further to do all such acts, deeds, matters and things to finalize and execute all documents and writings as may be necessary, desirable or expedient as it may deem fit."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such amendments, modifications, variations and alterations as the Government of India, SEBI, Reserve Bank of India, Financial Institutions, or Stock Exchanges may stipulate in that behalf."



“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Preferential Issue of Equity Shares with National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE), where the Company’s shares are listed, as per the terms and conditions of the Listing Agreement with the Stock Exchanges concerned, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or the Chairman or any other Director(s) or Officer(s) or Constituted Attorney of the Company to give effect to the aforesaid resolution.”

**Registered Office :**

Village - Hulugunda  
Taluka - Somawarpet  
District - Kodagu  
Karnataka - 571 233  
Date : 29th September, 2015

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

Sd/-  
**Vijayshree Binnani**  
(Dy. 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 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 FORTY EIGHT HOURS BEFORE THE MEETING.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten 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 is enclosed herewith. Members/ Proxies / authorized representative should bring their Attendance Slip duly filled in for attending the meeting.**

- 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) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 4) Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 5) All the documents referred to in the accompanying Notice and Statement 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 and copies of such documents shall also be made available for inspection at the Corporate Office of the Company at "EDCL House", 1A, Elgin Road, Kolkata - 700 020 on all working days, between 10.00 A.M. to 1.00 P.M. till 24.10.2015.
- 6) Registers maintained under section 170 and 189 of the Companies Act, 2013 shall be kept open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
- 7) The Notice of the aforesaid Extra-ordinary General Meeting of the Company along with Attendance Slip, Proxy Form and Ballot Form are being sent to the Members, whose names appear in the Register of Members / Depositories as at closing hours of business, on 24.09.2015:
  - (a) 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;
  - (b) by other permitted mode to the Members who have not registered their e-mail addresses.
- 8) 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 only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form as well as voting at the EGM through e-voting or Ballot Form or Polling Paper.



- 9) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17.10.2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer / RTA.
- 10) The Members shall have one vote per equity share held by them as on the cut-off date of 17.10.2015. The facility of e-voting including Ballot Form would be provided once for every folio / client ID, irrespective of the number of joint holders.
- 11) The Members who have cast their vote by remote e-voting or Ballot Form prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- 12) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.

13) **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members a facility to exercise their right to vote on resolutions proposed to be considered at the Extra-ordinary General Meeting ("EGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("**remote e-voting**") will be provided by National Securities Depository Limited ("**NSDL**").
- II. The remote e-voting period commences on **21st October, 2015 (09:00 A.M.)** and ends on **23rd October, 2015 (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 17.10.2015, 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 email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :**

- (i) Open email 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](mailto:csmukeshc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**B. In case a Member receives physical copy of the Notice of EGM [for Members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :**

- (i) Initial password is provided in the Annexure for this EGM (enclosed herewith).
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV. In case of any queries, 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. 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 on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.
- 14) In order to enable the members who do not have access to e-voting facility, to send their assent or dissent in writing in respect of resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice so as to reach the Scrutinizer at 'EDCL House', 1A, Elgin Road, Kolkata - 700 020 in the enclosed postage pre-paid self-addressed envelope, not later than Friday, 23.10.2015 (05:00 P. M). Further instructions for the Ballot Form are given in the said Form and instructions for e-voting are given herein below.
- 15) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 16) The facility for voting through Ballot Form or Polling Paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting or Ballot Form shall be able to exercise their right at the meeting.
- 17) Mr. Mukesh Chaturvedi, Practicing Company Secretary, (Membership No.10213 and CP No.3390) of 169, Arabinda 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.
- 18) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility or Ballot Form.
- 19) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make within 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 20) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.edclgroup.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**Registered Office :**

Village - Hulugunda  
Taluka - Somawarpet  
District - Kodagu  
Karnataka - 571 233  
Date : 29th September, 2015

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

Sd/-  
**Vijayshree Binnani**  
(Dy. Company Secretary)



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

The following Explanatory 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. 1 to 3 of the accompanying Notice dated 29th September, 2015 :

### Item No. 1 & 2

The present Authorised Share Capital of the Company is ₹ 35,00,00,000/- (Rupees Thirty Five Crore) only divided into 3,50,00,000 (Three Crore Fifty Lakh only) equity shares of ₹ 10/- each. To enable mobilization of funds by issue of equity shares it is proposed to increase the authorised capital of the company to ₹ 50,00,00,000/- (Rupees Fifty Crore) only divided into 5,00,00,000 (Five Crore) equity shares of ₹ 10/- each. Consequent upon the increase in the authorised capital, Clause V of the Memorandum of Association is required to be changed as detailed in item No. 2 of the Notice.

Since a part of the preferential issue of shares are proposed to be allotted to entities belonging to the promoters' group, three Directors belonging to the promoters' group, viz. Mr. Amar Singh, Mrs. Pankaja Kumari Singh and Mr. Sanjiv Saraf may be deemed to be concerned or interested in the proposed resolutions, set out at the item nos. 1 & 2 of the accompanying Notice.

None of the other Directors / Key Managerial Personnel / their relatives are in any way deemed to be concerned or interested in the above referred resolutions excepting as shareholders, if any.

Your Directors, therefore, recommend the resolution for your approval.

### Item No. 3

#### PREFERENTIAL ISSUE OF EQUITY SHARES

The demand for power is ever increasing in the country. With the liberalization and opening up of the private power sector, there is a huge potential for growth. The management of the company has developed considerable expertise in setting up and running the hydro power plants. The Company aims to actively pursue growth opportunities in the fast growing private power sector.

#### Proposal to issue Equity Shares

Your Board intend to mobilize funds through issue of equity shares to Promoters, group of persons belonging to Promoter and Non Promoter group by way of preferential issue of equity shares for cash at a premium of ₹ 12/- only per share, in terms of the SEBI ICDR Regulations, 2009, as in force on the date of this Notice.

Section 62 of the Companies Act, 2013 and the provisions of the Listing Agreements provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 62 unless the shareholders of the Company in general meeting decide otherwise.

Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the shareholders is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreement.

In terms of Regulation 73 of SEBI ICDR Regulations, 2009, and the Companies Act, 2013 the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

#### a. The Objects of the issue through preferential offer :

The Company is continuing to embark upon the expansion of its operations. Thus, the objects of the proposed issue are:

- i) To augment long term resources by infusing fresh equity;
- ii) To raise funds for the Company's contract division e.g. works contract, supply contract, consultancy, professional services, advance / funding to contractors, sub-contractors, suppliers etc.;
- iii) Corporate actions viz., Capital Expenditure, repayment of debts, working capital requirement, to invest in and / or finance / lend subsidiary / any other Special Purpose Vehicles; and
- iv) General corporate purposes.

#### b. The proposal of the Promoters / Directors / Key Management Personnel to subscribe to the offer :

The promoters and the persons belonging to the Promoters' group are also participating in the proposed preferential allotment to the extent of 1,36,25,000 equity shares for a consideration of ₹ 29,97,50,000/-.

**c. Shareholding Pattern of the Company before and after the preferential issue :**

The shareholding pattern of the company before and after the proposed issue of equity shares is as under:

Category	Pre - Preferential Issue Shareholding (As on 29.09.2015)		Post- Preferential Issue Shareholding (Proposed) (After allotment of equity shares)	
	No. of Shares held	% of share holding	No. of Shares held	% of share holding
<b>A. Shareholding of Promoter and Promoter Group</b>				
1 Indian	15499475	56.36	29124475	61.31
2 Foreign	Nil	Nil	Nil	Nil
<b>Total Shareholding of Promoter &amp; Promoter Group Sub Total (A)</b>	<b>15499475</b>	<b>56.36</b>	<b>29124475</b>	<b>61.31</b>
<b>B. Public Shareholding</b>				
<b>1 Institutions</b>				
(a) Mutual Funds	Nil	Nil	Nil	Nil
(b) Insurance Companies	Nil	Nil	Nil	Nil
(c) Financial Institutions/Banks	Nil	Nil	Nil	Nil
(d) Venture Capital funds	Nil	Nil	Nil	Nil
(e) Foreign Portfolio Investors/FII's	Nil	Nil	Nil	Nil
<b>Sub Total (B)(1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2. Non- Institutions</b>				
(a) Bodies Corporate	9064091	32.96	9064091	19.08
(b) Individuals	2757593	10.03	9132593	19.23
(c) Qualified Foreign Investors	Nil	Nil	Nil	Nil
(d) Any Others				
- NRI/OCBs	88028	0.32	88028	0.19
- Clearing Member/ Clearing Cor.	90813	0.33	90813	0.19
<b>Sub Total (B)(2)</b>	<b>12000525</b>	<b>43.64</b>	<b>18375525</b>	<b>38.69</b>
<b>Total Public Shareholding (B) = (B)(1)+ (B)(2)</b>	<b>12000525</b>	<b>43.64</b>	<b>18375525</b>	<b>38.69</b>
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>				
(a) Promoter and Promoter Group	Nil	Nil	Nil	Nil
(b) Public	Nil	Nil	Nil	Nil
<b>Sub Total (C)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Grand Total (A+B+C)</b>	<b>27500000</b>	<b>100</b>	<b>47500000</b>	<b>100</b>

**d. The proposed time within which the preferential issue shall be completed :**

As required under Chapter VII of the SEBI ICDR Regulations, 2009, the Company shall complete preferential issue of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extra Ordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority, stock exchanges or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.





**e. The identity of the proposed allottees and the percentage of the post preferential issue that may be held by them :**

Sl. No.	Name of the Proposed Allottees	Category	Pre - Issue Shareholding		Post Issue Shareholding	
			No. of Shares held	%	No. of Shares held	%
1.	M/s. Sarvottam Caps Private Limited	Promoter	0	0	11800000	24.84
2.	M/s. Startrack Vinimay Private Limited	Promoter	0	0	1825000	3.84
3.	Mr. Surendra Singh	Non-promoter	0	0	800000	1.68
4.	Mr. Prafulla Bhat	Non-promoter	0	0	800000	1.68
5.	Mr. Amit Mitra	Non-promoter	0	0	800000	1.68
6.	Mr. Dipesh Bhagtani	Non-promoter	0	0	800000	1.68
7.	Mr. Deven Pathak	Non-promoter	0	0	800000	1.68
8.	Mr. Chanakya Dhanda	Non-promoter	0	0	800000	1.68
9.	Mrs. Pooja Dhanda	Non-promoter	0	0	800000	1.68
10.	Mr. Ketan Deshpande	Non-promoter	0	0	775000	1.63

**The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control :**

M/s. Sarvottam Caps Private Limited and M/s. Startrack Vinimay Private Limited always belonged to promoters' group. However, their shareholding had reduced to nil due to promoters' inter - se transfer of shares. Further, Mr. Amar Singh and Mrs. Pankaja Kumari Singh are the beneficial owners, being the promoters and major shareholders of M/s. Sarvottam Caps Private Limited and M/s. Startrack Vinimay Private Limited.

**Change in control :**

There shall be no change in management or control of the Company pursuant to the issue of equity shares, excepting that the promoters' holding shall increase from 56.36% to 61.31%.

**f. Relevant Date :**

"Relevant Date" for the proposed preferential issue is 24th September, 2015 i.e. 30 days prior to the date of meeting of the members of the Company i.e. 24th October, 2015.

**g. Pricing of Preferential Issue and undertakings by the Company :**

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI ICDR Regulations, 2009.

The shares of the Company is listed on both Bombay Stock Exchange Limited and National Stock Exchange of India Limited. Since, the trading volume of Equity Shares of the Company on National Stock Exchange of India Limited is higher, the same is considered for computation of issue price.

Your Board has decided to issue aforesaid shares at ₹ 22/- (including premium of ₹ 12/-) per share which is higher than the price computed in accordance with the SEBI ICDR Regulations, 2009, as on the relevant date i.e. 24th September, 2015.

Since the relevant date and price is already determined in pursuance of the SEBI ICDR Regulations, 2009, there is no need for re-computation of price, hence no undertakings are required in this regard.

**h. Consequential changes in the voting rights :**

Voting rights will change in tandem with the shareholding pattern.



**i. Securities to be issued :**

The resolution set out in the accompanying notice authorises the Board to issue, up to 2,00,00,000 equity shares of face value of ₹ 10/- each, at ₹ 22/- (including premium of ₹ 12/-) per share to the allottees in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, 2009.

**j. Auditors' Certificate :**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI ICDR Regulations, 2009, will be made available for inspection at the registered office of the Company during the working hours on all working days up to the date of meeting.

**k. Lock-in :**

The shares, allotted to persons mentioned as Promoters / Persons or entities belonging to Promoters' Group above, shall be locked-in for a period of three years and the shares, allotted to persons mentioned as Non-Promoters above, shall be locked-in for a period of one year from the date of granting trading approval, as per SEBI ICDR Regulations, 2009.

**l. The Company has not made any preferential issue of securities during the current year.**

As it is proposed to issue and allot the aforesaid equity shares on preferential allotment basis, Special Resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI ICDR Regulations, 2009. The Board of Directors believe that the proposed preferential issue and allotment of equity shares is in the best interest of the Company and its members.

As and when the Board does take a decision on matters on which it has discretion, Necessary disclosures will be made to the Stock Exchanges on which the equity shares are listed under the provisions of the Listing Agreement.

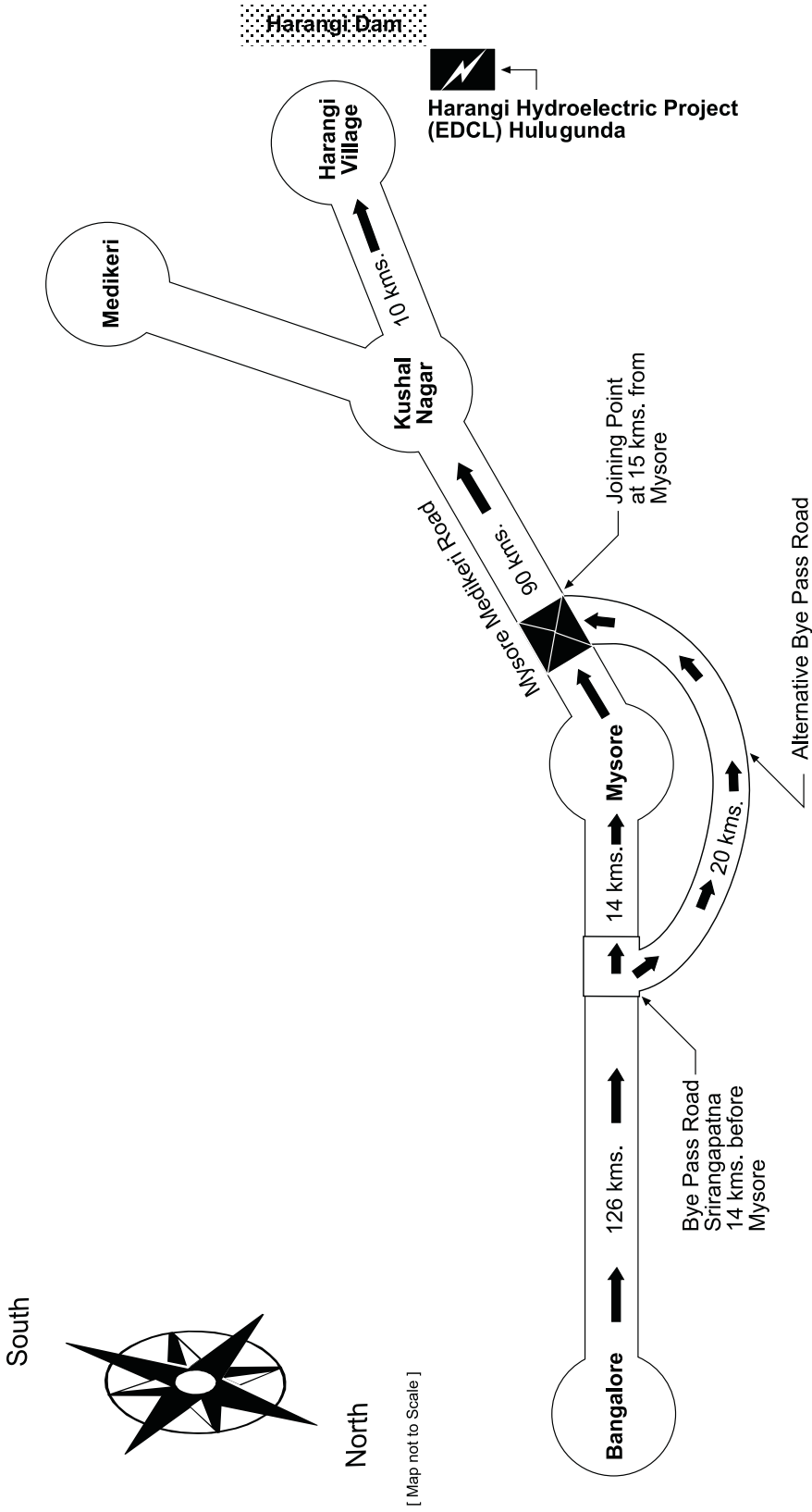
All the documents referred to in the accompanying Notice and Statement Annexed thereto along with a copy of the Memorandum of Association of the Company shall be kept open for inspection by the members at its Registered Office on all working days, during business hours.

Since a part of the preferential issue of shares are proposed to be allotted to entities belonging to the promoters' group, three Directors belonging to the promoters' group, viz. Mr. Amar Singh, Mrs. Pankaja Kumari Singh and Mr. Sanjiv Saraf may be deemed to be concerned or interested in the proposed resolutions, set out at the item no. 3 of the accompanying Notice.

None of the other Directors / Key Managerial Personnel / their relatives are in any way deemed to be concerned or interested in the above referred resolutions excepting as shareholders, if any.

Your Directors, therefore, recommend the resolution for your approval.

# ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING



## ROUTE MAP TO EDCL PLANT SITE AT HARANGI HARANGI HYDROELECTRIC PROJECT

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

[ TEAR HERE ]



# ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233  
Tel. : (08276) 277040, Fax : (08276) 277012, E-mail : edclhhep@gmail.com, Website : www.edclgroup.com

## PROXY FORM

(Form No. 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) of ..... shares of abovenamed 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 Extra Ordinary General Meeting of the Company, to be held on Saturday, the 24th day of October, 2015 at 12:15 P. 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
<b>Special Business</b>			
1.	To Increase in Authorized Share Capital from ₹ 35,00,00,000/- (Rupees Thirty Five Crore) to ₹ 50,00,00,000/- (Rs. Fifty Crore) by creation of additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of ₹10/- each.		
2.	To Amend Clause V of the Memorandum of Association.		
3.	To offer and issue up to 2,00,00,000 (Two Crore) Equity shares of face value of ₹ 10/- each ("Equity Shares") fully paid up, for cash at ₹ 22/- per share (including premium of ₹ 12/-) the price determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 on a preferential basis.		

Signed this ..... day of ..... 2015

Signature of Shareholder (s) .....

Signature of Proxy holder(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.





## ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233

Tel. : (08276) 277040, Fax : (08276) 277012, E-mail : edclhhep@gmail.com, Website : www.edclgroup.com

### BALLOT FORM

(In Lieu of e-voting)

Name of the Member(s) :			
Registered Address :			
E-mail Id :			
Folio No./Client Id :		DP ID	

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of the Extra Ordinary General Meeting of the Company to be held on Saturday, the 24th October, 2015 by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below.

Resolution Number	Description	OPTIONAL	
		FOR	AGAINST
<b>Special Business</b>			
1.	To Increase in Authorized Share Capital from ₹ 35,00,00,000/- (Rupees Thirty Five Crore) to ₹ 50,00,00,000/- (Rs. Fifty Crore) by creation of additional 1,50,00,000 (One Crore Fifty Lakh) equity shares of ₹10/- each.		
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Place :

Date :

.....  
Signature of Shareholder

#### Note :

- Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [secretarial@edclgroup.com](mailto:secretarial@edclgroup.com) by mentioning their Folio / DP-ID and Client-ID No.
- Duly completed Ballot Form should reach the Corporate Office of the Company not later than Friday 23.10.2015. Ballot Form received after this date will be treated as invalid.
- A Member can opt for only one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- The Voting right of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date of 17.10.2015.
- Please complete all details including details of Member(s) in above box before submission. The Ballot Form should be signed by the Members as per the specimen signature registered with the Company.
- In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on ballot form.
- The exercise of vote by ballot is not permitted through proxy.
- There will be only one Ballot Form for every folio / client ID irrespective of the number of joint holders.
- The Scrutinizer's decision on the validity of a Ballot shall be final.
- This Ballot Form is an integral part of the Notice of the Extra Ordinary General Meeting to be held on 24.10.2015.



[ TEAR HERE ]



## ENERGY DEVELOPMENT COMPANY LIMITED

CIN : L85110KA1995PLC017003

Regd. Office : Harangi Hydro Electric Project, Village - Hulugunda, Taluka - Somawarpet, District - Kodagu, Karnataka - 571 233

Tel. : (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

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Folio No.	
DP ID	
Client ID	
No. of Shares	

I hereby record my presence at the Extra Ordinary General Meeting of the Company, to be held on Saturday, the 24th day of October, 2015 at 12:15 p. 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.



