



**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./2016-17/016

Date : 5<sup>th</sup> September, 2017

1. **The Manager,**  
Department of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers, 25<sup>th</sup> 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 22<sup>nd</sup> 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 11<sup>th</sup> August, 2017 convening the 22<sup>nd</sup> 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 30<sup>th</sup> September, 2017 at 10:00 A.M.

This is for your information and records.

Thanking you,

Yours faithfully,

for Energy Development Company Limited

**Vijayshree Binnani**  
(Company Secretary)

Encl.: a/a



# 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

## NOTICE TO THE MEMBERS

Notice is hereby given that the **22nd 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 30, 2017 at 10:00 A.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, 2017 along with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended on March 31, 2017.
3. To appoint a Director in place of Mrs. Pankaja Kumari Singh (DIN : 00199454), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Kumar Gupta (DIN : 01538117), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
5. To appoint the Auditors in place of the existing Auditors (who are not eligible to be re-appointed due to expiry of the maximum permissible tenure as the Auditors of the Company) and to fix their remuneration. 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 139, 141, 142 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, M/s. ALPS & Co., Chartered Accountants, (Firm Registration No. 313132E) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, M/s. Lodha & Co., Chartered Accountants, (Firm Registration No. 301051E) to hold office for a period of 5 years from the conclusion of 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting subject to ratification by the members, if required, at the subsequent Annual General Meetings (upto 26th Annual General Meeting).”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors plus reimbursement of out-of-pocket expenses actually incurred by the Auditors while performing their duties.”

### SPECIAL BUSINESSES :

#### 6. Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the financial year ending on March 31, 2018 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, 2018 at a remuneration of ₹ 40,000 (Rupees Forty Thousand) only plus taxes and reimbursement of out of pocket expenses, if any.”

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

#### 7. Re - appointment of Mr. Sanjiv Saraf as an Executive Director

To re-appoint Mr. Sanjiv Saraf (DIN: 00506650) 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 Company be and is hereby accorded for the re-appointment and remuneration of Mr. Sanjiv Saraf (DIN: 00506650) as 'Whole-time Director' designated as 'Executive Director' of the Company for a period of three years, w.e.f. 1st day of April, 2017 on the following terms and conditions:

**Salary :-**

**a) Basic Salary :`**

₹ 2,50,000/- per month with annual increment (first time with effect from April 01, 2017) upto 30% of basic salary, as may be decided by the Board.

**b) Performance Incentive :**

Performance Incentive shall be ₹ 50,000/- per month.

**c) Allowances :**

(i) Residential Accommodation : The Company shall pay ₹ 60,000/- per month for rent free accommodation cost for occupation by self and family.

(ii) Leave Travel Allowance: Leave Travel Allowance shall be one month's basic salary i.e. ₹ 2,50,000/-.

(iii) Medical Allowance: Medical Allowance shall be one month's basic salary i.e. ₹ 2,50,000/-.

**d) Perquisites & Benefits :**

(i) Gratuity : Gratuity shall be paid equal to half month's salary for each completed year of service.

(ii) Personal Accident Insurance : Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.

(iii) Leave and Leave Encashment : In accordance with the Rules of the Company or as decided by the Board.

(iv) Car : The Company shall provide fully maintained two cars with driver / reimbursement of driver's salary, as per the Rules of the Company.

(v) Communication facilities : Expenses incurred towards Mobile, Telephone / Telefax and other suitable communication facilities at the residence will be reimbursed, as per the Rules of the Company.

(vi) Club Fees : Annual Membership fees of 2 Clubs and expenses incurred thereat, excluding admission fees.

(vii) 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.

**e) 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.

**f) 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. Sanjiv Saraf 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. Saraf 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, deed and things as may be required in connection with the above and to give effect to the above resolution."

#### 8. Approval of Material Related Party Transactions

To consider and if though fit, to pass the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the Material Related Party Transactions as entered by the Company during the financial year 2016-17 as set out under item no. 8 of the Statement annexed to this Notice, be and are hereby approved and deemed to have been so approved and that the Board of Directors be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

#### 9. Keeping registers, returns etc. at a place other than Registered Office

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

**"RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to keep :

- (a) the Register of Members and other registers / records to be maintained under Section 88 of the Act and such other records and documents incidental / ancillary thereto at the office of the Company's Registrar and Share Transfer Agent i.e. M/s. Niche Technologies Pvt. Ltd. at D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata - 700 001; and
- (b) the copies of Annual Returns filed under Section 92 of the Act and such other records and documents incidental / ancillary thereto and such other records / documents, as may be permissible under the Act or any other applicable law from time to time, at the Corporate Office of the Company at "EDCL HOUSE", 1A, Elgin Road, Kolkata - 700 020."

**"RESOLVED FURTHER THAT** any Director of the Company or Company Secretary be and are hereby severally authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Dated: August 11, 2017

**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) 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 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 is enclosed herewith. Members / Proxies / Authorized Representatives 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 Businesses to be transacted at the Meeting is annexed hereto.
- 4) Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking re-appointment at the Meeting are provided as an annexure hereto.
- 5) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 25, 2017 to Saturday, September 30, 2017 (both days inclusive) for the purpose of payment of dividend, if approved by the members at the Meeting.
- 6) The dividend, as recommended by the Board, if approved by the members at this Meeting, will be paid on or after September 30, 2017 to those members or their mandates whose names are registered on the Company's Register of Members:
  - a) As Beneficial Owners as at the end of business hours on September 23, 2017 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
  - b) 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 23, 2017.
- 7) Members who have not yet encashed their dividend warrant(s) for the financial years ended on March 31, 2010 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 2009-10 declared on December 13, 2010 can be claimed by the shareholders within January 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.
- 8) 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, email 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.
- 9) 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.
- 10) 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.

- 11) 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.
- 12) 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.
- 13) 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 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.
- 14) The Notice of Annual General Meeting 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 18, 2017.

Copies of Annual Report 2016-2017 are being 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 Annual Report 2016-2017 are being sent by the permitted mode.

- 15) The Annual Report along with the Notice of Meeting will also be available on the Company's website i.e. [www.edclgroup.com](http://www.edclgroup.com) and the website of the National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 16) 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 on all working days, between 11:00 A.M. to 01:00 P.M. till September 30, 2017.
- 17) 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 23, 2017 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.
- 18) 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.
- 19) A person who is not a member as on the cut-off date should treat this notice for information purpose only.

20) **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 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 27, 2017 (09:00 A.M.) and ends on September 29, 2017 (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 23, 2017, 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](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 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](http://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 / PIN for casting your vote.

VI. 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).

VII. 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. September 23, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the RTA.

However, 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](http://www.evoting.nsdl.com) or contact NSDL at



the following toll free no.: 1800-222-990.using “Forgot User Details / Password” option available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- 21) 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.
- 22) 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.
- 23) 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.
- 24) The Scrutinizer will submit his Report to the Chairman or a person authorized by him, who shall declare the Result.
- 25) The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.edclgroup.com](http://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.

Dated: August 11, 2017

**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)**





## STATEMENT PURSUANT TO SECTION 102(I) 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. 6, 7, 8 and 9 of the accompanying Notice dated August 11, 2017:

### Item No. 6

As recommended by the Audit Committee, the Board had on May 29, 2017, 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, 2018 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 Act read with the Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18 is being sought from the members by way of an Ordinary Resolution as set out at Item No. 6 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. 7

Mr. Sanjiv Saraf was appointed as a ‘Whole-Time Director’ designated as ‘Executive Director’ of the Company by the members in their meeting held on September 18, 2014 for a period of 3 years which expired on March 31, 2017.

The Board of Directors of the Company in its Meeting held on February 12, 2017 has re-appointed Mr. Sanjiv Saraf as ‘Whole-Time Director’ designated as ‘Executive Director’ of the Company, for a period of three years with effect from April 01, 2017 under the provisions of the Companies Act, 2013. The said re-appointment is subject to the approval of the members of the Company in this Annual General Meeting.

The said re-appointment has been recommended by the Nomination & 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 the member signifying his intention to propose the candidature of Mr. Sanjiv Saraf for the office of Executive Director. Mr. Sanjiv Saraf has furnished consent/declaration for his re-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, 2017	Year ended March 31, 2016
Total Revenue	1,03,68,76,064	1,34,23,64,935
Profit before tax for the year	4,70,37,187	2,30,23,128
Total tax expense	1,55,38,530	68,79,080
Net profit after tax for the year	3,14,98,657	1,61,44,048

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



## II. Information about the appointee:

- (1) Background details: Mr. Sanjiv Saraf (Born on May 13, 1955) has done M. Tech from B.H.U. (Varanasi). He has vast experience of 40 years in Electrical Engineering and Hydroelectric Projects.
- (2) Past remuneration: ₹ 47,54,600/- for the financial year 2016-17.
- (3) Job profile and his suitability: Mr. Sanjiv Saraf has done M. Tech from B.H.U. (Varanasi). He has vast experience of 40 years in Electrical Engineering and Hydroelectric Projects.
- (4) Remuneration proposed: Given in detail in the proposed Resolution.
- (5) 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
- (6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: ₹ 10,54,200/-. (Rent paid to Mrs. Indira Saraf, Wife)

## III. Other information:

- (1) Reasons of loss or inadequate profits: During the year ended March 31, 2017, the Company has earned a Net Profit of ₹ 3,14,98,657/- as against total Net Worth of ₹ 1,79,90,63,146/- Out of the total net worth, a sum of ₹ 63,17,28,400/- has been invested in subsidiary companies (SPVs) and ₹ 29,66,14,737/- has been investment in associate for development of Hydro Electric Projects. The said investments will yield revenue to the Company only after the Projects are developed and start generation which will take time.
- (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. Sanjiv Saraf, 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.

## Item No. 8

During the Financial Year 2016-17, the Company has entered into certain business transactions with M/s. Sarvottam Caps Private Limited and M/s. Startrack Vinimay Private Limited, which are Related Parties as defined under Section 2(76) of the Companies Act, 2013. The transactions entered into with the aforesaid parties do not attract the provisions of Section 188 of the Companies Act, 2013. However, in view of substantial value of the monetary transactions nearing about / exceeding 10% of the annual consolidated turnover of the Company as per the Last Audited Financial Statement of the Company, the resolution set out in item no. 8 of the Notice is proposed to be passed as an Ordinary Resolution.

The details of such transactions during 2016-17 are given below :-

Sl. No.	Nature of Transactions with M/s. Startrack Vinimay Private Limited	Amount (₹)
1	Purchase of preference shares of M/s. Arunachal Hydro Power Limited	14,51,33,780
2	Interest on unsecured loan	18,00,000
	<b>Total</b>	<b>14,69,33,780</b>



Sl. No.	Nature of Transactions with M/s. Sarvottam Caps Private Limited	Amount (₹)
1	Unsecured loan (Although materiality threshold was not reached at the time of taking loan)	3,49,50,000
2	Interest on unsecured loan	20,50,488
3	Purchase of preference shares of M/s. Arunachal Hydro Power Limited	18,48,66,220
	<b>Total</b>	<b>22,18,66,708</b>

All the transactions with related parties have been disclosed in the financial statements as required by the applicable Accounting Standards.

The Board recommends the resolution for approval by the members. Except Mr. Amar Singh and Mrs. Pankaja Kumari Singh, 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.

#### Item No. 9

As required under the provisions of Section 94 of the Companies Act, 2013 ("the Act"), certain Registers and copies of the annual returns are required to be kept at the registered office of the Company. However, these documents can be kept at any other place in India, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought to keep the registers as required under section 88 of the Act at the office of the Company's Registrar and Share Transfer Agent i.e. M/s. Niche Technologies Pvt. Ltd. at D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata - 700 001 and annual returns filed under section 92 and such other documents as may be permissible under the Act or any other applicable law from time to time at the Corporate Office of the Company at "EDCL HOUSE", 1A, Elgin Road, Kolkata - 700 020.

The Board recommends the proposed resolution for your approval.

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.



## ANNEXURE TO THE NOTICE OF 22ND ANNUAL GENERAL MEETING

### PARTICULARS OF DIRECTORS SEEKING RE-APPOINTMENT

In pursuance of Regulation 36(3) of 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	Mrs. Pankaja Kumari Singh	Mr. Sanjay Kumar Gupta	Mr. Sanjiv Saraf
1.	Status of Directorship	Promoter, Non-Executive Director	Non-Executive Director	Promoter, Executive Director
2.	Relationship with other Directors and Key Managerial Personnel	Spouse of Mr. Amar Singh	None	None
3.	Date of Birth	September 25, 1957	April 09, 1964	May 13, 1955
4.	Date of appointment	February 05, 1996	March 18, 2002	April 01, 2017
5.	Qualification	B. A.	B. Com., FCS, ACIS (UK)	M. Tech from B.H.U. (Varanasi)
6.	Expertise in specific functional areas	She has vast experience in the field of Management & Consultancy for over than two and a half decade.	He has been practicing as a Company Secretary for over 28 years. He has authored books on company law and is the past Chairman of the Eastern India Regional Council of the Institute of Company Secretaries of India. He is having vast knowledge, experience and expertise in the field of finance and Corporate Law.	He has over 40 years' experience in Electrical Engineering & Hydro Electric Projects.
7.	Directorship in other Companies as on March 31, 2017	<ul style="list-style-type: none"> <li>• EDCL Power Projects Ltd.</li> <li>• EDCL-Arunachal Hydro Project Pvt. Ltd.</li> <li>• Panel Consultancy Pvt. Ltd.</li> <li>• Chekoplant (India) Pvt. Ltd.</li> <li>• Fairland Projects Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Arunachal Hydro Power Ltd.</li> <li>• Sunrise DSC Services Pvt. Ltd.</li> <li>• SGA Corporate Advisors Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Heinzmann Hydro Tech Pvt. Ltd.</li> <li>• EDCL Power Projects Ltd.</li> <li>• Ayyappa Hydro Power Ltd.</li> <li>• EDCL Infrastructure Ltd.</li> <li>• Ester India Chemicals Pvt. Ltd.</li> <li>• Eastern Ramganga Valley Hydel Projects Co.Pvt. Ltd.</li> <li>• Sarju Valley Hydel Projects Co. Pvt. Ltd.</li> <li>• EDCL– Seppa Marjingla Hydro Electric Pvt. Ltd.</li> <li>• EDCL – Seppa Nire Hydro Electric Pvt. Ltd.</li> <li>• Boom Hydro Energy Pvt. Ltd.</li> <li>• Khari Hydro Power Project Pvt. Ltd.</li> <li>• EDCL-Seppa Kawa Power Pvt. Ltd.</li> </ul>



Sl. No.	Particulars	Mrs. Pankaja Kumari Singh	Mr. Sanjay Kumar Gupta	Mr. Sanjiv Saraf
8.	Chairman (C) / Member (M) of Committees of the Board of Companies of which he/she is a Director	<ul style="list-style-type: none"> <li>Energy Development Co. Ltd.:</li> <li>- Stakeholders Relationship Committee (C)</li> </ul>	<ul style="list-style-type: none"> <li>Energy Development Co. Ltd.:</li> <li>- Audit Committee (M)</li> <li>- Stakeholders Relationship Committee (M)</li> <li>- Nomination and Remuneration Committee (M)</li> </ul>	<ul style="list-style-type: none"> <li>Energy Development Co. Ltd.:</li> <li>- Stakeholders Relationship Committee (M)</li> <li>Ayyappa Hydro Power Ltd.:</li> <li>- Audit Committee (M)</li> <li>- Nomination and Remuneration Committee (M)</li> </ul>
9.	Number of shares held in the Company as on March 31, 2017	29,36,414	6,000	10,000
10.	Number of convertible warrants held in the Company as on March 31, 2017	Nil	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 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 February 12, 2017.
12.	Remuneration to be paid	Sitting Fees and such reimbursements as approved by the Board.	Sitting Fees and such reimbursements as approved by the Board.	As approved by the Board in its meeting held on February 12, 2017 subject to approval of members.
13.	Remuneration last drawn	Nil	Nil	₹ 47,54,600/-
14.	No. of the Board meeting attended during the year	1	3	4



## 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 22nd Annual General Meeting of the Company, to be held on Saturday, the September 30, 2017 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
<b>Ordinary Business</b>			
1.	To adopt the audited standalone and consolidated Financial Statements together with Directors' Report and Auditors' Report thereon for the year ended on March 31, 2017.		
2.	To Declare Dividend for the financial year ended on March 31, 2017.		
3.	To appoint Mrs. Pankaja Kumari Singh (DIN : 00199454) as Director, who retires by rotation and being eligible, offers herself for re-appointment.		
4.	To appoint Mr. Sanjay Kumar Gupta (DIN : 01538117) as Director, who retires by rotation and being eligible, offers himself for re-appointment.		
5.	To appoint Auditors and to fix their remuneration.		
<b>Special Business</b>			
6.	To ratify remuneration of Cost Auditors for the financial year 2017-18.		
7.	To re - appoint Mr. Sanjiv Saraf (DIN : 00506650) as an Executive Director.		
8.	To approve Material Related Party Transactions.		
9.	To keep registers, returns etc. at a place other than Registered Office.		

Signed this ..... day of ....., 2017.

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.



**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 : .....

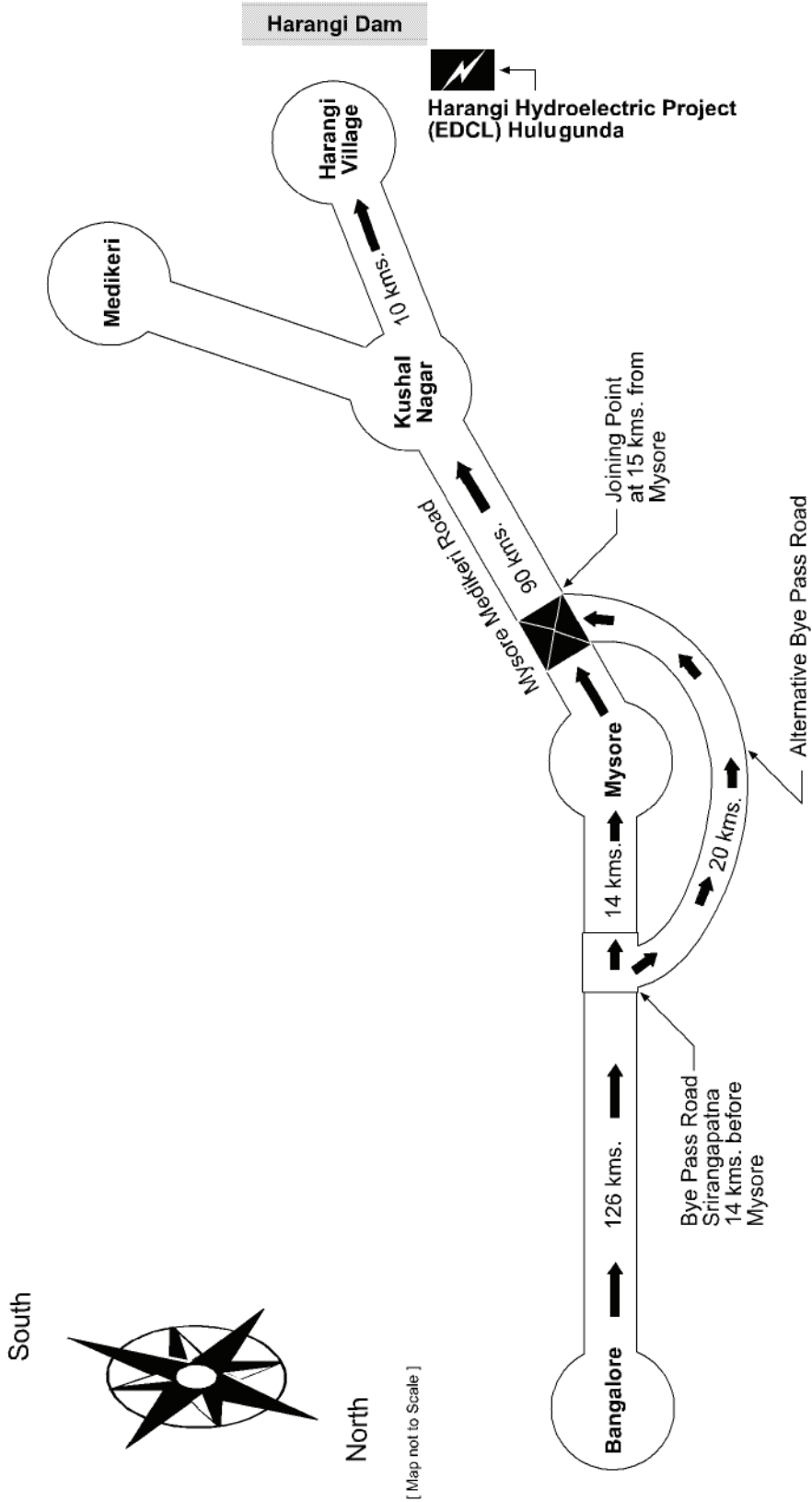
No. of Shares : .....

I hereby record my presence at the **22nd Annual General Meeting** of the Company, to be held on Saturday, the September 30, 2017 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.

# ROUTE MAP TO THE VENUE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING



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

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