



**ENERGY
DEVELOPMENT
COMPANY LTD.**

EDCL HOUSE
1A, ELGIN ROAD
KOLKATA - 700 020
TEL : 033-3053 4983 / 4990
FAX : 033 - 2290 3298
e-mail : edclcal@edclgroup.com
website : www.edclgroup.com
CIN : L85110KA1995PLC017003

Ref : EDCL/SE/Comp./2015-16/005

Date : 28th April, 2015

1. **The Secretary,
Bombay Stock Exchange Ltd.,**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

2. **The Secretary,
National Stock Exchange of India Limited**
“Exchange Plaza”,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051.

Dear Sir,

This is to inform you that an EXTRA- ORDINARY GENERAL MEETING of the Members of the Company will be held at its registered office at Village – Hulugunda, Taluka – Somawarpet, Dist – Kodagu, Karnataka – 571 233 on Saturday, the 6th day of June, 2015 at 01:00 p. m. to take note of the special business to be transacted through the postal ballot process including voting by electronic means as set out in the notice dated 17.04.2015.

Mr. Mukesh Chaturvedi, Company Secretary in practice, Kolkata, has been appointed as the Scrutinizer for conducting the Postal Ballot process including voting by electronic means. Voting Rights of the Members shall be reckoned as on 10.04.2015.

In this connection, we attach herewith the following:-

1. Notice of the meeting along with postal ballot form; and
2. Proposed Calendar of Events for the postal ballot process.

Thanking You,

For Energy Development Company Limited


Vivek Mishra
(Company Secretary)

Encl : as above



ENERGY DEVELOPMENT COMPANY LIMITED

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NOTICE

Notice is hereby given that an EXTRA ORDINARY GENERAL MEETING of the Members of the Company will be held at its registered office Village - Hulugunda, Taluka - Somawarpet, Dist - Kodagu, Karnataka - 571 233 on Saturday, the 6th day of June, 2015 at 01:00 P. M. to take note of the following special business to be transacted through the Postal Ballot process:

SPECIAL BUSINESS :

Item No.1

BORROWING POWERS

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

"RESOLVED THAT in supersession of the resolution passed by the members, under section 293(1)(d) of the Companies Act, 1956, in the Annual General Meeting of the Company held on 02.09.2006 and pursuant to Section 180 (1)(c) and all other applicable provisions of the Companies Act, 2013 the consent of the Company be and is hereby accorded and deemed to have always been so accorded to the Board of Directors of the Company to borrow any moneys from time to time, on such terms and conditions and with or without security, as the Board of Directors may in its sole discretion thinks fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of paid - up share capital and free reserves of the Company, provided however that the total borrowings at any time including monies already borrowed shall not exceed the sum of Rs. 1,200 Crores (Rupees One Thousand Two Hundred Crores only)."

Item No.2

POWER TO CREATE SECURITY

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

"RESOLVED THAT in supersession of the resolution passed by the members, under section 293(1)(a) of the Companies Act, 1956, in the Annual General Meeting held on 02.09.2006 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded and deemed to have always been so accorded to the Board of Directors of the Company to mortgage, pledge, hypothecate, lien and/or create charge in any manner on all or any of the immovable and movable properties of the Company wherever situate, present and future, and the whole of the undertaking(s) or substantially the whole of the undertakings of the Company and/or to give the power to take over the management of the business and concern of the Company in certain events (whether such power is contained in the document creating the mortgage/charge or otherwise) in favour of various financial institutions/banks/bodies corporate, individuals and firms to the extent of debentures, bonds, commercial papers subscribed/ to be subscribed, loan(s) sanctioned/guarantee assistance(s)/ letters of credit, cash credit provided/ to be provided by all or any of them together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on prepayment or repayment or on redemption, cost, charge, expenses and other monies payable by the Company under the terms of issue of said debentures, bonds, commercial papers and / or loan(s) / guarantee(s)/ letters of credit / cash credit agreement(s) entered into / to be entered into by the Company subject to an overall limit of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) at any point of time."

Corporate Office :

"EDCL House"

1A, Elgin Road

Kolkata - 700 020

Date : 17th April, 2015

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

Sd/-

Vivek Mishra

Company Secretary

**NOTES :**

- 1) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO 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. A form of proxy and attendance slip is enclosed. Members / proxies should bring their Attendance Slip duly filled in for attending the meeting.

- 3) Since, transaction of business mentioned under item no 2 requires consent of shareholder(s) through Postal Ballot, in pursuance of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, it was decided to transact the business mentioned under item no.1 also through Postal Ballot.
- 4) The Notice is being sent to all the shareholders whose names appear on the register of members / deposits as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 10.04.2015.
- 5) Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can send 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.
- 6) The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 10.04.2015.

7) VOTING THROUGH PHYSICAL POSTAL BALLOT

- (A) Members may communicate their assent or dissent by returning duly filled in and signed Postal Ballot Form in attached self-addressed Business Reply Envelope and the Form should reach the Company's registered office /Scrutinizer by 05:00 p.m. on Friday, the 5th June, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- (B) Member(s) desiring to exercise vote by physical Postal Ballot Form are requested to carefully follow the instructions given under the heading "**Instructions**" of Postal Ballot Form. Postal Ballot Form (including instructions) together with business reply envelope is enclosed.

8) VOTING THROUGH ELECTRONIC MEANS

Pursuant to Rule 22(1) of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of National Securities Deposit Limited (NSDL) for providing e-voting facilities.

9) INSTRUCTIONS FOR E-VOTING

- (A) **In case of Members receiving an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories) :**
 - i. Open e-mail and open PDF file viz; "**EDCL e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on "Shareholder - Login".
 - iv. Insert user ID and password as initial password noted in step 9 (A) (i) above. Click "Login".



- v. "Password change" menu appears. Change the password 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 "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
- vii. Select "EVEN" (Electronic Voting Event Number) of **Energy Development Company Limited**.
- viii. Now you are ready for e-Voting as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to **csmukeshc@gmail.com** with a copy mark to **e-voting@nsdl.co.in**.

(B) In case of Members receiving Physical Copy of the Notice of Extraordinary General Meeting (for members whose e-mail addresses are not registered with the Company/Depositories) :

- i. User ID and initial password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow all steps from Sr. No. 9 (A) (ii) to (xi) above, to cast your vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

(D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com.

(E) The period for e-voting starts from **10:00 a.m. on Thursday, the 7th May, 2015 and shall end at 5:00 p.m. on Friday, the 5th June, 2015**. E-voting shall be disabled by NSDL at 5:00 p.m. on Friday, the 5th June, 2015.

- 10) A Shareholder can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. However, in case any shareholder casts his / its vote by both Postal Ballot and e-voting, then voting done through valid Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
- 11) The Board of Directors at its Meeting held on 14th April, 2015 have appointed Mr. Mukesh Chaturvedi, Practicing Company Secretary having office at 169, Arabinda Sarani, Kolkata - 700 006 to act as the Scrutinizer, for conducting the scrutiny of the votes casted through Postal Ballot and e-voting process, in a fair and transparent manner.
- 12) The scrutinizer will submit his report to the chairman after completion of the scrutiny of e-voting and Postal Ballot Forms and the result shall be declared in the Extra-ordinary General Meeting to be held on 06.06.2015 at the registered office of the Company. The result along with Scrutinizer's Report will also be displayed on the Company's website i.e. www.edclgroup.com and shall be communicated to the Stock Exchanges, where the Company's shares are listed and also to NSDL which shall display the same on its Website.
- 13) The Scrutinizer's decision on the validity of a Postal Ballot form shall be final. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Energy Development Company Limited, "EDCL House", 1A, Elgin Road, Kolkata -700 020.

Corporate Office :

"EDCL House"
1A, Elgin Road
Kolkata - 700 020
Date :17th April, 2015

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

Sd/-
Vivek Mishra
Company Secretary



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

The Members of the Company at the Annual General Meeting held on 02.09.2006, accorded their consent to the Board of Directors, under Sections 293(1)(d) and 293(1)(a) of the Companies Act, 1956, for borrowing up to a maximum Rs.250 crore (Rupees Two Hundred and Fifty Crore only) in excess of the aggregate of paid-up capital and free reserves of the Company and creation of charge on the assets of the Company up to a maximum of Rs. 350 crores (Rupees Three Hundred and Fifty Crores only).

Pursuant to Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 (hereinafter referred to as "the Act") the aforesaid borrowing and creation of security requires approval of the Members by way of Special Resolution.

In view of overall increase in the business activities of the Company, and to meet the capital expenditure requirements and for additional working capital needs, it is desirable to increase the Company's existing borrowing limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only) to 1,200 Crores (Rupees One Thousand Two Hundred Crores). Any borrowing may, if necessary, be secured by way of charge / mortgage / hypothecation on all or any of the movable and immovable properties of the company, both present and future, in favour of all or any of the financial institutions/banks/lenders any other investment agencies. Keeping in view the borrowing powers of the Board, it is also necessary to enhance the limit to create securities.

Pursuant to Rule 22(16) of the Companies (Management and Administration) Rules, 2014, resolution under section 180 (1) (a) of the Act can be passed only by means of voting through Postal Ballot. Further, the Board has decided to pass the resolution under section 180 (1) (c) of the Act by means of voting through Postal Ballot.

Accordingly, the draft resolutions are proposed herein at item nos. 1 and 2 of the Notice for the approval of the members by way of Special Resolution to be considered through Postal Ballot and the Board recommends the same.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions set out at item no. 1 and 2 of the Notice, except to the extent of their shareholding, if any.



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CIN : L85110KA1995PLC017003

POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Ballot No :

1. Name and Registered Address of the :
Sole/First named Member

2. Name of the Joint Member(s), if any :

3. Registered Folio No./DP ID & Client ID :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice dated 17.04.2015 calling the Extra Ordinary General Meeting of the Company, by sending my/our assent (For) or dissent (Against) to the said Special Resolution by placing the tick (✓) mark in the appropriate boxes below :

Item No.	Description	No. of Shares	Please tick (✓) in the appropriate boxes	
			I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for increase in the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 as mentioned in Item no. 1 of the Notice.			
2.	Special Resolution for creation of Charge/Mortgage on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013 as mentioned in Item no. 2 of the Notice.			

Place :

Date :

(Signature of the Member/Authorized Representative)
(As per instruction overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	PASSWORD / PAN
101741		

- Note :**
1. Last date of receipt of Postal Ballot Form is Friday, 5th June, 2015.
 2. Please read the instructions carefully printed overleaf before exercising your vote.
 3. In case a member opts for e-voting, please read the instructions for e-voting given in the Notes to the Notice dated 17.04.2015.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
2. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the Postal Ballot.
3. The Form should be completed and signed by the registered member. In case of joint shareholding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
5. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
7. Incomplete or unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
8. A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Forms should reach the Company/Scrutinizer by 05:00 p.m. on Friday, the 5th June, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on 10th April, 2015.
10. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Notice.
12. The result shall be announced on 6th June, 2015 at the registered office of the Company at Village - Hulugunda, Taluka - Somawarpet, Dist.- Kodagu, Karnataka - 571 233 and the same shall displayed on Company's website i.e. www.edclgroup.com and shall be communicated to the Stock Exchanges, where the Company's shares are listed and also to NSDL which shall display the same on its Website.



[TEAR HERE]

**ENERGY DEVELOPMENT COMPANY LIMITED**

CIN : L85110KA1995PLC017003

Corporate Office : "EDCL House", 1A, Elgin Road, Kolkata - 700 020

Tel. : 033 - 3053 4983 / 4990, Fax : 033 - 2290 3298; E-mail : edclcal@edclgroup.com, Website : www.edclgroup.com

PROXY FORM

[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 :		DPID	

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 6th day of June, 2015 at 1.00 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
Special Resolution			
1.	Special Resolution for increase in the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013 as mentioned in Item no. 1 of the Notice.		
2.	Special Resolution for creation of Charge/Mortgage on the Assets of the Company under Section 180(1)(a) of the Companies Act, 2013 as mentioned in Item no. 2 of the Notice.		

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

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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 Extra Ordinary General Meeting of the Company, to be held on Saturday, the 6th day of June, 2015 at 1.00 p.m. 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.



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Calender of Events for conducting Postal Ballot			
Sl. No.	Event		Proposed Date and Day
1	Date of Board Meeting recommending to obtain members' consent through postal ballot (including e-voting) in respect of resolutions under section 180(1)(a) and 180(1)(c) of the Companies Act, 2013		14.04.2015 (Tuesday)
2	Appointment of Scrutinizer		14.04.2015 (Tuesday)
3	Proposed date of Completion of dispatch of Notice (physical and e-mail) along with Postal ballot forms. Notice also to be given to Auditor.		04.05.2015 (Monday)
4	Commencement of voting (electronic mode as well as physical)		07.05.2015 (Thursday)
5	Last date Postal Ballot forms / Last date of voting by electronic mode		05.06.2015 (Friday)
6	Last date for submission of the Report by the Scrutinizer		06.06.2015 (Saturday)
7	Declaration of result at the Registered Office of the Company at the Extra-Ordinary General Meeting		06.06.2015 (Saturday)

For Energy Development Company Limited

Vinod Kumar
(Company Secretary)