



Ess Dee Aluminium Limited

Registered Office: 1, Sagore Dutta Ghat Road, Kamarhati, Kolkata, West Bengal - 700 058.
CIN: L27203WB2004PLC170941 Website: www.essdee.in

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended below are proposed to be passed by way of Postal Ballot / e-voting. The proposed special resolutions and the statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning each item of the special business is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed Mr. Jigarkumar Gandhi, proprietor of JNG & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

Please read carefully the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on Tuesday, 14th October, 2014. Postal Ballot forms received after this date and time will be considered invalid.

The Company is pleased to offer e-voting facility also as an alternative for the members which would enable them to cast their votes electronically, instead of sending physical postal ballot form. It may be noted that e-voting is optional. Please carefully read and follow the instructions for e-voting enumerated in the notes to this Notice.

Upon completion of the scrutiny of the Postal Ballot forms and e-voting data provided by Central Depository Services (India) Limited (CDSL), the Scrutinizer will submit his report to the Chairman or any Executive Director of the Company. The Chairman or any Executive Director of the Company will announce the results on Friday, 17th October, 2014 at the Corporate Office of the Company. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. www.essdee.in

The date of declaration of the results as aforesaid will be taken to be the date of passing of the said special resolutions by the members of the Company.

SPECIAL BUSINESS:

1. Limits of Borrowing under Section 180(1)(c) of the Companies Act, 2013

To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all earlier resolutions passed by the members under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 108(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (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 to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) of the Company to borrow, from time to time, such sum or sums of monies (including non fund based banking facilities) as they may deem necessary for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (already from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company and its free reserves (reserves not set apart for any specific purposes) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange and fix the terms and conditions of all such moneys to be borrowed, from time to time, as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a duly constituted committee thereof, be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to finalise, settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings in connection with such borrowing as may be required and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company

To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 108(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (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 to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) of the Company to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or to create such mortgages / charges / hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and / or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situated, present and future and such charge to rank either first, pari passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and / or to such other persons, if any, from whom the Company has proposed or proposes to borrow money / sums of moneys by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with the interest, cost, charges and other incidental expenses in terms of the agreement(s) entered / to be entered into by the Board within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT in connection with the afore-stated resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and / or undertakings of the Company in certain events, to banks / financial institutions, other lending agencies, and / or trustees for the holders of debentures / bonds / other instruments, to secure any rupee loan, foreign currency loans and / or the issue of debentures whether partly or fully convertible or non-convertible and / or securities linked to equity shares and / or rupee / foreign currency convertible bonds and / or bonds with share warrants attached thereto.

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 and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

3. Adoption of a new set of Articles of Association of the Company in alignment with the Companies Act, 2013

To consider and, if thought fit, to give assent / dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (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 for adoption of the draft regulations contained in the new set of Articles of Association of the Company, in substitution and to the entire exclusion, of the regulations contained in the existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

**Haresh Vala
Company Secretary**

Date: 14th August, 2014
Place: Mumbai

NOTES:

1. In terms of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the special resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (including voting through electronic means).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning each item of special business, disclosure of interest, reasons thereof is annexed hereto and forms part of this Notice.

3. The Board of Directors at its meeting held on 14th August, 2014 had appointed Mr. Jigarkumar Gandhi, Proprietor of JNG & CO., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.
4. The Notice is being dispatched/mailed to all the Members whose names appear on the register of members/statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 5th September, 2014. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can seek duplicate Postal Ballot Form by writing to Registrar and Share Transfer Agents i.e. M/s. Bigshare Services Pvt. Ltd., Unit: Ess Dee Aluminium Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 or email at investorservice@essdee.in. Duly completed Postal Ballot Form should, however, reach the Scrutinizer not later than 6.00 p.m. on Tuesday, 14th October, 2014.
5. Members desiring to exercise their vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage pre-paid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's address. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6.00 p.m. on Tuesday, 14th October, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Unsigned / blank / incomplete / defaced / mutilated / incorrectly ticked Postal Ballot Forms will be rejected. Members desiring to exercise their vote through e-voting are requested to refer the instructions mentioned at Sr. No. 9 below.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
7. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, 5th September, 2014.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The procedure and instructions for Members for exercising their vote through e-voting, are as under:
 - i. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password is to be used.
 - ii. Log on to the e-voting website www.evotingindia.com
 - iii. Click on "Shareholders" tab to cast your votes.
 - iv. Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form Form	For Members holding shares in Physical
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 Digits beneficiary ID	Folio Number registered with the Company
Image Verification	Enter the image verification as displayed and click on login.	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the default number : 'ABCDE12345' in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository, please enter the value : '01/01/2014' in the DOB column and / or '123456' in the Dividend Bank Details field.

- v. After entering these details appropriately, click on 'SUBMIT' tab.
- vi. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the relevant EVSN for Ess Dee Aluminium Limited on which you choose to vote.
- ix. On the voting page, you will see Resolution Description and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiv. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xv. Note for Non-Individual Shareholders and Custodians.
 - a) Non-Individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c) After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system of the Scrutinizer to verify the same.
- xvi. The voting period begins on 15th September, 2014 from 10.00 a.m. and ends on 14th October, 2014 at 6.00 p.m. During this period, the members of the Company, holding shares in either physical form or in dematerialised form, as on the cut-off date of 5th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xvii. In case, you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or investorservice@essdee.in
- xviii. Kindly note that members can opt only one mode of voting i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case members cast

their vote by Physical Postal Ballot and also by e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

10. The Scrutinizer will submit his report to the Chairman or any Executive Director of the Company after completion of the scrutiny of Postal Ballot received in Physical form and through e-voting process. The results of the Postal Ballot shall be announced by Chairman or any Executive Director on Friday, 17th October, 2014 at 4.00 p.m. at the Corporate Office of the Company at Ess Dee House, Akurli Road, Kandivali (East), Mumbai – 400 101. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, the same along with the Scrutinizer Report shall also be displayed at the Company's Registered Office and on its website i.e. www.essdee.in. The results of the Postal Ballot shall also be published in the newspaper.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
12. The resolutions will be taken as passed effectively on the date of announcement of the result, if the results of the Postal Ballot indicate that the requisite majority of the Members had assented to the resolutions.
13. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 are available for inspection by the Members at the Corporate Office of the Company at Ess Dee House, Akurli Road, Kandivali (East), Mumbai – 400 101 as well as Registered Office of the Company at 1, Sagore Dutta Ghat Road, Kamarhati, Kolkata, West Bengal – 700 058 during working hours on any working days from Monday, 15th September, 2014 to Tuesday, 14th October, 2014.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2:

The members of the Company, through Postal Ballot on 30th July, 2012, approved, by way of ordinary resolution, a limit for exercising the powers of borrowing, by the Board of Directors ("the Board") for the business purpose of the Company, upto a sum not exceeding Rs. 1,500 crores at any one time, in terms of Section 293(1)(d) of the Companies Act, 1956, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of its paid up share capital and free reserves apart from temporary loans obtained from the Company's Bankers in the ordinary course of business.

However, after the applicability of the provisions of new Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956), the Company is required to pass a special resolution for the aforesaid purpose.

The Ministry of Corporate Affairs (MCA) also clarified, vide its General Circular No. 4/2014 dated 25th March, 2014 about the need to pass a special resolution within a period of one year from the date of notification of the said Section 180 of the Companies Act, 2013, even though the Company has passed an ordinary resolution, as per the requirements of the earlier provisions of the Companies Act, 1956.

The Board has decided to seek the consent of the members, by way of a special resolution, to comply with the regulatory requirements as explained above by fixing a limit of Rs. 1,500 crores, keeping in view the long term requirements of funds for future business plans.

Similarly, the Board was also authorized to create mortgages and / or charges in such a manner, as the Board may think fit, to secure such borrowings, in terms of Section 293(1)(a) of the Companies Act, 1956, as may be insisted upon by the lenders.

However, in terms of Section 180(1)(a) of the Companies Act, 2013, such powers to create mortgage and / or charges against such borrowings will require a specific approval from the members by way of a special resolution through postal ballot, as per the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and rules made thereunder.

The Board, therefore, decided to seek the consent of the members, by way of a special resolution in terms of the new requirements under the Companies Act, 2013, for exercising its powers for creating such mortgages and / or charges against such borrowings.

The Board of Directors recommends the resolutions set forth in Item Nos. 1 and 2 for the approval of the Members as special resolutions.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolutions.

Item No. 3:

The Ministry of Corporate Affairs ("MCA") had on 12th September, 2013 and 26th March, 2014 notified most of the Sections of the Companies Act, 2013 dealing with the general working of companies except those provisions which require sanction/confirmation of the National Company Law Tribunal and certain other provisions.

Since, several regulations in the existing Articles of Association contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the provisions of the Companies Act, 2013, therefore, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company conforming to the provisions of the Companies Act, 2013 and rules made thereof.

Accordingly, pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members is being sought by way of special resolution through Postal Ballot for adopting new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

The attention of the Members is invited to some of the major new/amended regulations included in the proposed new set of Articles of Association as mentioned below:

- (i) The Company is authorized to exercise lien on dividend as well as bonuses declared from time to time in respect of partly paid shares over which it has exercised the lien;
- (ii) Issue of shares at discount has been prohibited excluding issue of such class of shares as may be permitted by the Companies Act, 2013;
- (iii) The time frame for issuing share certificates in respect of allotment and transfer/transmission of shares has been modified in line with the provisions of the Companies Act, 2013;
- (iv) The nominee(s) of a deceased sole Member is/are recognized as having title to the deceased's interest in the shares;
- (v) The provisions regarding quorum for the General Meeting have been amended in line with the provisions of the Companies Act, 2013;
- (vi) Regulations regarding timing and fees for inspection of the statutory registers, minutes of the general meetings and other documents/returns allowed to be inspected by Members under the provisions of the Companies Act, 2013 have been amended;
- (vii) The provisions regarding appointment, qualification, remuneration, tenure of Independent Directors and making them not liable to retire by rotation have been inserted;
- (viii) Managing Director and Executive Director(s) are made liable to retire by rotation with a provision that such retirement shall not be deemed as break in service, if they are re-appointed immediately;
- (ix) Regulation allowing an individual to be appointed as the Chairman as well as Managing Director or Chief Executive Officer of the Company at the same time has been inserted;
- (x) Regulations containing the provisions for appointment of Key Managerial Personnel have been inserted as per the provisions of the Companies Act, 2013;
- (xi) Specific regulations have been inserted in respect of matters where express provisions in the Articles of Association of the Company are required/desirable to comply with the provisions of the Companies Act, 2013; and
- (xii) Regulation authorizing and empowering the Company to have such rights, privileges and authorities and to carry out such transactions as may be permitted by the Companies Act, 2013 and/or the rules made there under, in absence of any specific Article in that behalf in the new Articles of Association of the Company has been inserted.

A copy of the proposed new set of Articles of Association of the Company is available for inspection by the Members of the Company at its Corporate Office at Ess Dee House, Akurli Road, Kandivali (East), Mumbai – 400 101 as well as Registered Office of the Company at 1, Sagore Dutta Ghat Road, Kamarhati, Kolkata, West Bengal – 700 058 during working hours on any working days from Monday, 15th September, 2014 to Tuesday, 14th October, 2014 and has also been uploaded on the Company's Website i.e. www.essdee.in.

The Board of Directors recommends the resolution set forth in Item No. 3 for the approval of the Members as special resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolution.

By Order of the Board of Directors

Haresh Vala
Company Secretary

Date: 14th August, 2014
Place: Mumbai

Ess Dee Aluminium Limited

Registered Office: 1, Sagore Dutta Ghat Road, Kamarhati, Kolkata, West Bengal - 700 058.
CIN: L27203WB2004PLC170941 Website: www.essdee.in



POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- (1) Name & Registered Address
of the sole/first named Member/
Beneficial Owner:

- (2) Name(s) of the
joint holder(s)
(if any):

- (3) Registered Folio No. /
Client ID/DP ID No.*:
*(Applicable to members
holding shares in
dematerialised form)

- (4) Number of Shares held:

- (5) I/We hereby exercise my/our vote in respect of the Special resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 14th August, 2014 by sending my/our assent or dissent to the said special resolutions by placing the tick (✓) mark at the appropriate column in the box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow moneys on behalf of the Company upto a sum not exceeding Rs. 1,500 Crores.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage / pledge / hypothecation / charge on all or any of the movable/immovable properties of the Company for securing the borrowings of the Company.			
3.	Special Resolution under Section 14 of the Companies Act, 2013 for adopting a new set of Articles of Association of the Company in alignment with the Companies Act, 2013.			

Place :

Date :

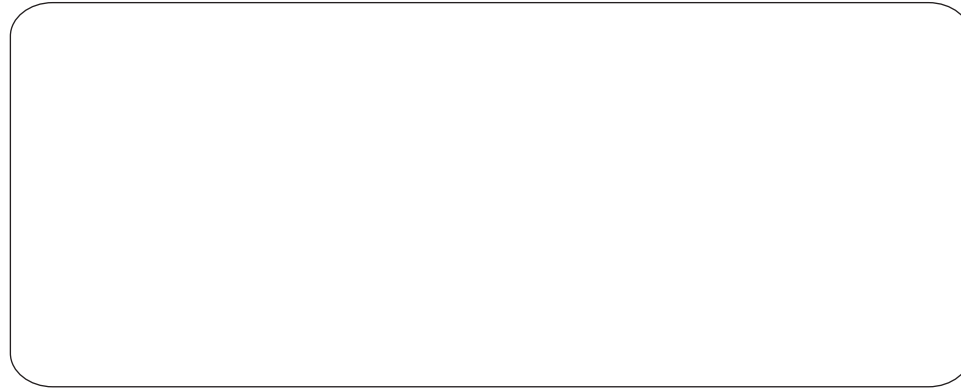
Signature of the Member

Note: 1. Last Date for receipt of Postal Ballot Form by the Scrutinizer is Tuesday, 14th October, 2014.
2. If the voting rights are exercised electronically, there is no need to use the form.

P.T.O.

INSTRUCTIONS

1. The Company is providing voting through Postal Ballot (including voting through electronic means). Members desiring to exercise their vote by Postal Ballot may complete this Postal ballot form (No other form or photography of the form is permitted) and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the Scrutinizer's address. Members desiring to exercise their vote through e-voting are requested to refer the instructions mentioned at Sr.No. 9 in the Notes to the Postal Ballot Notice.
2. Kindly note that the Members can opt only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by Physical Postal Ballot and also by e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
3. The Postage pre-paid self-addressed business reply envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
4. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Tick in both the boxes would render the Postal Ballot Form invalid. Please note that (X) mark or any other mark other than (✓) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank. Unsigned/blank/incomplete/deleted/mutilated/incorrectly ticked Postal Ballot Forms will be rejected.
5. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participant). In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. There shall be one Postal Ballot form for every Folio/Client ID, irrespective of the number of jointholders.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorization giving requisite authority to the person voting on Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. A Member need not use all the votes nor he/she needs to cast all the votes in the same way.
8. The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, 5th September, 2014.
9. The right of voting by Postal Ballot shall not be exercised by a Proxy.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6.00 p.m. on Tuesday, 14th October, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
12. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Registrar and Share Transfer Agents i.e. M/s. Bigshare Services Pvt Ltd, Unit: Ess Dee Aluminium Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 or email at investorservice@essdee.in. Duly completed Postal Ballot Form should, however, reach the Scrutinizer not later than 6.00 p.m. on Tuesday, 14th October, 2014.
13. The Scrutinizer will submit his report to the Chairman or any Executive Director of the Company after completion of the scrutiny of Postal Ballot received in Physical form and through e-voting process. The results of the Postal Ballot shall be announced by Chairman or any Executive Director of the Company on Friday, 17th October, 2014 at 4.00 p.m. at the Corporate Office of the Company at Ess Dee House, Akurli Road, Kandivali (East), Mumbai – 400 101. In addition to the results being communicated to National Stock Exchange of India Limited and BSE Limited, the same along with the Scrutinizer Report shall also be displayed at the Company's Registered Office and on its website i.e. www.essdee.in. The results of the Postal Ballot shall also be published in the newspaper.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.



If undelivered please return to :
Ess Dee Aluminium Limited
Ess Dee House, Akurli Road,
Kandivali (East), Mumbai - 400 101.



BUSINESS REPLY ENVELOPE

**BR Permit No. : MH/BYNE/BR/283/2014-2015
Sakinaka Post Office, Mumbai - 400 072.**



To,
Mr. Jigarkumar Gandhi
Scrutinizer
BIGSHARE SERVICES PRIVATE LIMITED
Unit : Ess Dee Aluminium Limited
E/2, Ansa Industrial Estate
Saki Vihar Road, Sakinaka
Andheri (East), Mumbai – 400 072