

JNG & Co.

Company Secretaries

B/305, Gurukul Towers, J. S. Road, Dahisar (West),

Mumbai - 400 068 (O) : 022 28918519 (M) : +91 9702002189

Email : jngandco@gmail.com : jigarkumar@jng.co.in

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October 17, 2014

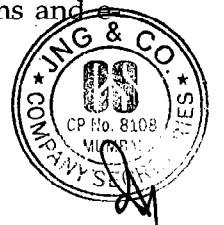
To,
The Managing Director,
Ess Dee Aluminium Limited
Corp. Office : Ess Dee House
Akurli Road, Kandivali East
Mumbai 400 101

Ref: Scrutinizer's Report on Postal Ballot

The Board of Directors of **Ess Dee Aluminium Limited** at its meeting held on 14th August, 2014 had appointed me i.e. Jigarkumar Gandhi, Proprietor of JNG & Co, Company Secretaries, Mumbai, as the Scrutinizer for conducting postal ballot voting process in respect of the Resolutions set out in the notice dated 14th August, 2014 issued to the members of the Company, in terms of Section 110 of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), read with the Rule 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013

In this connection, I submit herewith my report as under:

1. The company has on 13th September, 2014, completed the (a) circulation of Postal Ballot Notice alongwith the Postal Ballot Form through email to the Members whose email ids were registered in the Depository records and (b) dispatch of the same in physical mode alongwith a postage prepaid business reply envelope to other Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 5th September, 2014. The said postal ballot forms contained the procedure for e-voting by members as required under the Listing Agreement.
2. Postal ballot conducted in compliance with provisions of Section 110 of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), read with the Rule 22 and any other applicable rules of the Companies (Management and Administration) Rules, 2014
3. The Postal Ballot Forms were kept in my safe custody.
4. Particulars of all the Postal Ballot Forms received from the members and e-voting have been entered in a register separately maintained for the purpose.
5. All the Postal Ballot Forms received up to 6.00 PM on Tuesday, October 14, 2014 last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting were considered for my scrutiny for the purpose of this report.



6. The Postal Ballot Forms were scrutinized by me and the signatures and shareholdings were verified with Register of Members of the Company / list of beneficiaries as on 5th September, 2014.

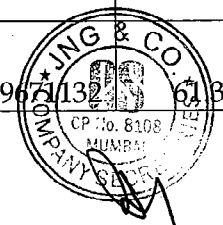
7. A summary of the Postal Ballot Forms is as under:

I. Resolution No. 1 : Limits of Borrowing under Section 180(1)(c) of the Companies Act, 2013.

Sr. No.	Particulars	No of Postal Ballot Forms	E-Voting	No. of shares (Votes) through Postal Ballot	No. of Shares (Votes) through E-voting	Total No. of Shares (Vote)	% of total paid up Equity Capital
1	Postal Ballot Forms & e-voting Received	36	38	39010	19632122	19671132	61.38
2	Less: Invalid Postal Ballot Forms & Votes	1	0	15	0	15	0.00
3	Net Valid Postal Ballots & Votes	35	38	38995	19632122	19671117	61.38
A	Postal Ballot Form & Votes with assent for the Resolution	33	36	38808	19631885	19670693	61.38
	% to Assent					99.99784456	
B	Postal Ballot Form & Votes with dissent for the Resolution	2	2	187	237	424	0.00
	% of Dissent					0.002155444	

II. Resolution No. 2 : Providing security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

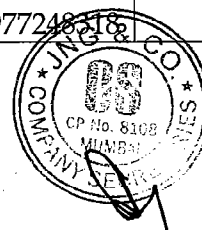
Sr. No.	Particulars	No of Postal Ballot Forms	E-Voting	No. of shares (Votes) through Postal Ballot	No. of Shares (Votes) through E-voting	Total No. of Shares (Vote)	% of total paid up Equity Capital
1	Postal Ballot Forms & e-voting Received	36	38	39010	19632122	19671132	61.38



2	Less: Invalid Postal Ballot Forms & Votes	1	0	15	0	15	0.00
3	Net Valid Postal Ballot Forms & Votes	35	38	38995	19632122	19671117	61.38
A	Postal Ballot Form & Votes with assent for the Resolution	32	36	38783	19631885	19670668	61.38
	% to Assent					99.99771747	
B	Postal Ballot Form & Votes with dissent for the Resolution	3	2	212	237	449	0.00
	% of Dissent					0.002282534	

III. Resolution No. 3 : Adoption of a new set of Articles of Association of the Company in alignment with the Companies Act, 2013.

Sr. No.	Particulars	No of Postal Ballot Forms	E-Voting	No. of shares (Votes) through Postal Ballot	No. of Shares (Votes) through E-voting	Total No. of Shares (Vote)	% of total paid up Equity Capital
1	Postal Ballot Forms & e-voting Received	36	38	39010	19632122	19671132	61.38
2	Less: Invalid Postal Ballot Forms & Votes	1	0	15	0	15	0.00
3	Net Valid Postal Ballots & Votes	35	38	38995	19632122	19671117	61.38
A	Postal Ballot Form & Votes with assent for the Resolution	28	25	849	19084610	19085459	59.55
	% to Assent					97.02275168	
B	Postal Ballot Form & Votes with dissent for the Resolution	7	13	38146	547512	585658	1.83
	% of Dissent					2.977248318	



8. **Recommendation:** Resolution No. 1, 2 and 3 should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

For JNG & CO.,

Jigarkumar Gandhi
17/10/14



Jigarkumar Gandhi
FCS : 7569 CP : 8108
Company Secretary in Practice
(Scrutinizer)