



# JNG & Co.

## Company Secretaries

B/305, Gurukul Towers, J. S. Road, Dahisar (West),  
Mumbai - 400 068 (O) : 022 28918519 (M) : +91 9702002189  
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Web : www.jng.co.in

### FORM No. MGT-13

#### Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman of the Annual General Meeting of the Equity Shareholders of Ess Dee Aluminium Limited held on Saturday, the 27<sup>th</sup> September, 2014, at 10.00 a.m. at Najrul Mancha, 1, M. M. Feeder Road, Kolkata – 700056.

Dear Sir,

I, Jigarkumar Gandhi, Proprietor of JNG & CO., Practising Company Secretaries, Mumbai, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of Ess Dee Aluminium Limited held on Saturday, the 27<sup>th</sup> September, 2014, at 10.00 a.m. at Najrul Mancha, 1, M. M. Feeder Road, Kolkata – 700056, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

I. The result of the Poll is as under:

#### ORDINARY BUSINESS

1. Adopt Standalone and Consolidated Financial Statements of the Company including Report of the Board of Directors and Auditors.

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| S3                                                               | 19104523                     | 100.000                               |



(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**2. Reappoint Mr. Sudip Dutta as Director who retires by rotation.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 49                                                               | 19074232                     | 99.841                                |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 4                                                                | 30291                        | 0.159                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**3. Appoint M/s. M. P. Chitale & Co. as Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 52                                                               | 19104522                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                | 1                            | 0.000                                 |



(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**SPECIAL BUSINESS**

**4. Approve the increase in remuneration of Ms. Vinaya Desai**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 52                                                                  | 19104522                        | 100.000                                  |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 1                                                                   | 1                               | 0.000                                    |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**5. Approve the appointment of Mr. Gautam Mukherjee as an Independent Director for a period of 5 consecutive years.**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 53                                                                  | 19104523                        | 100.000                                  |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                 | NIL                             | NIL                                      |



(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**6. Approve the appointment of Mr. Ramdas Baxi as an Independent Director for a period of 5 consecutive years.**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 53                                                                  | 19104523                        | 100.000                                  |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                 | NIL                             | NIL                                      |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**7. Approve the appointment of Mr. Dilip Phatarphekar as an Independent Director for a period of 5 consecutive years**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 53                                                                  | 19104523                        | 100.000                                  |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                 | NIL                             | NIL                                      |



(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**8. Approve the appointment of Mr. Satyabrata Ray as a Director**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 53                                                                  | 19104523                        | 100.000                                  |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                 | NIL                             | NIL                                      |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**9. Approve the appointment of Mr. Satyabrata Ray as a Whole Time Director.**

(i) Voted in favour of the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| 6                                                                   | 2898                            | 100                                      |

(ii) Voted against the resolution:

| Number of members present and<br>voting<br>(in persons or by proxy) | Number of votes cast by<br>them | % of total number of valid<br>votes cast |
|---------------------------------------------------------------------|---------------------------------|------------------------------------------|
| NIL                                                                 | NIL                             | NIL                                      |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



**10. Approve the appointment of Mr. Ashis Bhattacharya as Managing Director.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 53                                                               | 19104523                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**11. Approve the remuneration of the Cost Auditor**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 52                                                               | 19104522                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                | 1                            | 0.000                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



II. Combined result of the Poll and E-voting is as under:

**ORDINARY BUSINESS**

**1. Adopt Standalone and Consolidated Financial Statements of the Company including Report of the Board of Directors and Auditors.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 58                                                               | 19107221                     | 99.999                                |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                | 200                          | 0.001                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**2. Reappoint Mr. Sudip Dutta as Director who retires by rotation.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 55                                                               | 19077130                     | 99.841                                |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 4                                                                | 30291                        | 0.159                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



**3. Appoint M/s. M. P. Chitale & Co. as Statutory Auditors of the Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 58                                                               | 19107420                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                | 1                            | 0.000                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**SPECIAL BUSINESS**

**4. Approve the increase in remuneration of Ms. Vinaya Desai**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 57                                                               | 19107389                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 2                                                                | 32                           | 0.000                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



5. Approve the appointment of Mr. Gautam Mukherjee as an Independent Director for a period of 5 consecutive years.

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

6. Approve the appointment of Mr. Ramdas Baxi as an Independent Director for a period of 5 consecutive years.

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



**7. Approve the appointment of Mr. Dilip Phatarphekar as an Independent Director for a period of 5 consecutive years**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**8. Approve the appointment of Mr. Satyabrata Ray as a Director**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



**9. Approve the appointment of Mr. Satyabrata Ray as a Whole Time Director.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

**10. Approve the appointment of Mr. Ashis Bhattacharya as Managing Director.**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 59                                                               | 19107421                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| NIL                                                              | NIL                          | NIL                                   |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |



**11. Approve the remuneration of the Cost Auditor**

(i) Voted in favour of the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 58                                                               | 19107420                     | 100.000                               |

(ii) Voted against the resolution:

| Number of members present and voting<br>(in persons or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                                | 1                            | 0.000                                 |

(iii) Invalid votes :

| Total number of members<br>(in persons or by proxy) whose votes are<br>declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------------|------------------------------------|
| 3                                                                                       | 8812                               |

5. A Compact Disc (CD) / email containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

For JNG & CO



**Jigarkumar Gandhi**  
**Practicing Company Secretary**  
Membership No.FCS 7569



Place: Kolkata  
Date: 27.09.2014