

Date: 8th October, 2013

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Script Code: 532787

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051
Script Code: ESSDEE

Dear Sir:

Sub: Updates of proceedings of 9th Annual General Meeting of the shareholders of the Company.

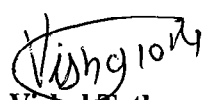
The 9th Annual General Meeting (“AGM”) of the shareholders of the Company was held on Tuesday, 24th September, 2013 at 10.00 a.m. at Najrul Mancha, 1, M. M. Feeder Road, Kolkata 700 056, in this regard we send herewith the updates of proceedings of the AGM.

Please take the same on record.

Thanking you,

Yours faithfully,

For Ess Dee Aluminium Limited


Visrat Totla
Authorised Signatory



ESS DEE ALUMINIUM LIMITED

ESS DEE HOUSE, Akurli Road, Kandivali (East), Mumbai - 400 101. INDIA
Tel. : +91-22-6690 8200 • Fax : +91-22-6690 8395 / 96 • Web. : www.essdee.in

Registered Office : 1, Sagore dutta Ghat Road, Kamarhati, Kolkata -700 058. West Bengal

9TH AGM Proceedings

The proceedings of the 9th Annual General Meeting of the Company held on 24th September, 2013 commenced at 10.00 a.m.

The following Directors were present:

- | | | |
|----|-------------------------|-----------------------------|
| 1. | Mr. Sudip Dutta | Chairman |
| 2. | Mr. Bijoy Kumar Pansari | CEO & Managing Director |
| 3. | Mr. Ashis Bhattacharya | Whole Time Director |
| 4. | Ms. Vinaya Desai | Whole Time Director |
| 5. | Mr. T. S. Bhattacharya | Director |
| 6. | Mr. Gautam Mukherjee | Chairman of Audit Committee |
| 7. | Mr. Ramdas Baxi | Director |

Mr. Sudip Dutta, Chairman took the Chair.

Requisite quorum being present, the Chairman commenced the proceedings.

With the consent of the members present, the Notice convening the meeting alongwith the explanatory statement thereto was taken as read.

At the request of the Chairman, the Auditors' Report was read by Mr. Haresh Vala, Company Secretary of the Company. The Register of Directors' Shareholding and the Proxy Register were available for inspection by the members.

Thereafter the following businesses as stated in the Notice convening the Meeting, were duly transacted and the members passed appropriate resolutions in this regard.

Questions raised by the members were satisfactorily answered by the Chairman.

Ordinary Business

Item No. 1

Adoption of accounts for the year ended 31st March, 2013

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and the Statement of Profit and Loss for the financial year ended on that date, together with the Directors' and the Auditors' Report thereon and all other documents attached thereto and laid before the meeting be and are hereby received, approved and adopted."

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Item No. 2**Declaration of dividend on equity shares of the Company**

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT dividend for the financial year ended 31st March, 2013 at the rate of Rs. 2/- per Equity Share on 3,20,47,811 Equity Shares of Rs. 10/- each, be and is hereby declared and that the said dividend be paid to those members whose names appear on the Company's Register of members as on the close of business hours as on the date of Book Closure.”

Item No. 3**Re-appointment of Mr. Gautam Mukherjee as Director of the Company**

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT Mr. Gautam Mukherjee, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company.”

Item No. 4**Re-appointment of Mr. Dilip Phatarphekar as Director of the Company**

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT Mr. Dilip Phatarphekar, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company.”

Item No. 5**Appointment of Auditors**

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. M. P. Chitale & Co., Chartered Accountants (ICAI Registration No. 101851W) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.”

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Special Business

Item No. 6

Appointment of Mr. Ashis Bhattacharya as Director of the Company liable to retire by rotation

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT Mr. Ashis Bhattacharya, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th February, 2013 and who holds the office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Item No. 7

Appointment of Mr. Ashis Bhattacharya as Whole Time Director of the Company

Following resolution was put to vote and passed by the members as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force (“the Act”) and the relevant provisions of Articles of Association of the Company and subject to such other approvals and sanctions as may be necessary, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ashis Bhattacharya as Whole Time Director of the Company for a period of 5 (five) years commencing from 14th February, 2013;

RESOLVED FURTHER THAT pursuant to the recommendation of the Remuneration Committee, Mr. Ashis Bhattacharya be paid remuneration of Rs. 4,00,000/- (Rupees Four Lacs only) per month on cost to Company basis;

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. Ashis Bhattacharya by the Company during his tenure in a financial year shall be subject to the ceilings laid down under Sections 198, 309 and Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during the tenure of Mr. Ashis Bhattacharya, the Company shall pay to him the remuneration drawn as minimum remuneration subject to the limits stipulated under Schedule XIII of the Act or such amount as may be prescribed by the Government from time to time as minimum remuneration;



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RESOLVED FURTHER THAT Mr. Ashis Bhattacharya be vested with such powers as may be entrusted to him from time to time by the Board and he may also exercise all such powers and functions as are prescribed under the applicable provisions of the Act;

RESOLVED FURTHER THAT if in any year, Mr. Ashis Bhattacharya, retires by rotation and is re-appointed by the members, such appointment shall not be considered as a break in office and he shall be deemed to continue in office during the tenure of his appointment;

RESOLVED FURTHER THAT the terms and conditions of Mr. Ashis Bhattacharya's appointment as the Whole Time Director may be varied, altered, modified or widened from time to time by the Board as it may in its discretion deem fit, including the remuneration payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any questions, difficulties or doubts that may arise in respect of the appointment of Mr. Bhattacharya as Whole Time Director and to do all such acts, deeds, matters and things as it may, at its absolute discretion, deem necessary and proper and to execute all documents and writings as may be required to give effect to the aforementioned resolution;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution."

Item No. 8

Appointment of Ms. Vinaya Desai as Director of the Company liable to retire by rotation

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

"RESOLVED THAT Mrs. Vinaya Desai, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th February, 2013 and who holds the office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Item No. 9

Appointment of Ms. Vinaya Desai as Whole Time Director of the Company

Following resolution was put to vote and passed by the members as a Special Resolution:



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“RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force (“the Act”) and the relevant provisions of Articles of Association of the Company and subject to such other approvals and sanctions as may be necessary, the approval of the members of the Company be and is hereby accorded for the appointment of Ms. Vinaya Desai as Whole Time Director of the Company for a period of 5 (five) years commencing from 14th February, 2013;

RESOLVED FURTHER THAT pursuant to the recommendation of the Remuneration Committee, Ms. Vinaya Desai be paid remuneration of Rs. 16,00,000/- (Rupees Sixteen Lacs only) per annum on cost to Company basis;

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Ms. Vinaya Desai by the Company during her tenure in a financial year shall be subject to the ceilings laid down under Sections 198, 309 and Schedule XIII of the Act as may for the time being in force;

RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during the tenure of Ms. Vinaya Desai, the Company shall pay to her the remuneration drawn as minimum remuneration subject to the limits stipulated under Schedule XIII of the Act or such amount as may be prescribed by the Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT Ms. Vinaya Desai be vested with such powers as may be entrusted to her from time to time by the Board and she may also exercise all such powers and functions as are prescribed under the applicable provisions of the Act;

RESOLVED FURTHER THAT if in any year, Ms. Vinaya Desai, retires by rotation and is re-appointed by the members, such appointment shall not be considered as a break in office and she shall be deemed to continue in office during the tenure of her appointment;

RESOLVED FURTHER THAT the terms and conditions of Ms. Vinaya Desai’s appointment as the Whole Time Director may be varied, altered, modified or widened from time to time by the Board as it may in its discretion deem fit, including the remuneration payable in accordance with the provisions of the Act or any amendment made hereinafter in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any questions, difficulties or doubts that may arise in respect of the appointment of Ms. Vinaya Desai as Whole Time Director and to do all such acts, deeds, matters and things as it may, at its absolute discretion, deem necessary and proper and to execute all documents and writings as may be required to give effect to the aforementioned resolution;

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RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the aforementioned resolution.”

Item No. 10

Appointment of Mr. T S. Bhattacharya as Director of the Company liable to retire by rotation

Following resolution was put to vote and passed by the members as an Ordinary Resolution:

“RESOLVED THAT Mr. T. S. Bhattacharya, who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th August, 2013 and who holds the office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (**“the Act”**) and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Item No. 11

Increase in holding of Foreign Institutional Investors upto 100% of the paid up share capital of the Company

The Chairman moved the following motion for the increase in the limit of FII investment in the paid up share capital of the Company as a Special Resolution. Mr. Manash Mazumdar, member of the Company proposed an amendment in writing to the motion for inclusion of the Non Resident Indians (NRIs), Persons of Indian Origin (PIOs) and Overseas Corporate Bodies (OCBs) to be included in the said resolution alongwith the Foreign Institutional Investors (FIIs) for increase in their shareholding upto 100% of the paid up capital of the Company. The Chairman requested the members to discuss the amended resolution. The Chairman then accepted the amendment to motion and requested the members to pass the Special Resolution with the amendment.

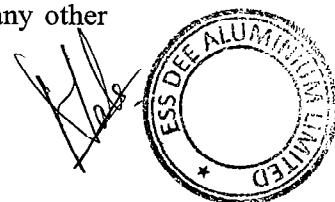
Following amended resolution was then put to vote by the Chairman as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (which along with the regulations framed thereunder be referred to as **“FEMA”**), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Companies Act, 1956 and all other applicable rules, regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred by this resolution), the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors including their sub-accounts (**“the FIIs”**) registered with the Securities and Exchange Board of India (**“SEBI”**) and Non Residents Indians (**“NRIs”**) / Persons of Indian Origins (**“PIO”**) / Bodies Corporate (**“BC”**) in the equity shares or any other

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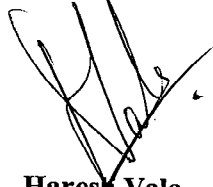


securities convertible into equity shares of the Company, by purchase or acquisition from the market under the Automatic Route, Foreign Direct Investment and Portfolio Investment Scheme under FEMA, upto **100 (One Hundred) percent** of the paid up equity share capital of the Company, provided, however, that the equity **shareholding of each FII / NRI / PIO / BC** on his own account and on behalf of each of the SEBI approved sub-account in the Company shall not exceed such limits as are or may be prescribed from time to time, under applicable laws, rules and regulations;

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Executive Director or Directors or any other Officer(s) of the Company.”

As there was no other item to be transacted, the meeting terminated with a vote of thanks to the Chair.

For Ess Dee Aluminium Limited



Haresh Vala
Company Secretary



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