

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra Ordinary General Meeting of Ess Dee Aluminium Limited will be held on Tuesday, 10th November 2009, at 12.30 p.m. at Hotel Miramar, Devka Beach, Daman-396 210 to transact the following business:

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, as amended or restated (the “Companies Act”), the listing agreements with the stock exchanges where the company’s equity shares are listed and the provisions of the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or issue of Security by a Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the issue of Foreign Currency Convertible Bonds and ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the “ICDR Regulations”), as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated and the Memorandum and Articles of Association of the Company, as amended and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), the relevant Registrar of Companies, the relevant stock exchanges and other regulatory authority as may be required under applicable law or regulation and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company (the “Board”, which term shall be deemed to include any committee constituted or to be constituted by the Board, or any person(s) authorized by the Board or its committee for such purposes), consent of the Company be and is hereby accorded to the Board in its absolute discretion, to create, offer, issue and allot in the course of either one or more international offering(s), in one or more foreign markets and/or in the course of one or more domestic offering(s) in India, including by way of a qualified institutional placement under the ICDR Regulations (“QIP”), such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts (“GDRS”) and/or American Depository Receipts (“ADRs”) and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (“FCCBs”) and/or Foreign Currency Exchangeable Bonds (“FCEBs”) and/or any other permitted fully or partly paid securities/instrument/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or the holder(s) of the security(ies), and/or securities linked to equity shares, (hereinafter collectively referred to as the “securities”), in one or more tranches, whether rupee denominated or denominated in foreign currency, to such investors who are eligible to acquire such securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), right issue(s), preferential issue(s), private placement(s) or any combination thereof, through any prospectus, offer documents, offer letter offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulation, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/or in one or more tranches, not exceeding Rs.500 Crores (Rupees Five Hundred Crores), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), and underwriter(s) appointed by the company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals have all or any terms or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the securities during the duration of the securities.

**RESOLVED FURTHER THAT** the company and/or any agency or body authorized by the company may, subject to compliance with all applicable laws, rules, regulations, guidelines, and approvals, issue certificates and/or depository receipts including global certificates representing the securities with such features and attributes as are prevalent in international and/or domestic capital markets for instruments of such nature and to provide for the tradability or transferability thereof as per the international and/or domestic practices and regulations and under the forms and practices prevalent in such international and/or domestic capital markets.

**RESOLVED FURTHER THAT** the securities issued in foreign markets shall be deemed to have been made abroad and/or at the place of issue of the securities in international capital markets and shall be governed by the applicable domestic/foreign laws and regulations.

**RESOLVED FURTHER THAT** the company may enter into any agreements with any agency or body for the issue, upon conversion of the securities of equity shares of the company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the form and practices prevalent in international capital markets.

**RESOLVED FURTHER THAT** the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of equity shares of the company as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the securities or it may be necessary in accordance with the terms of the offerings and all such equity shares shall rank pari passu with the existing equity shares of the company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document if any.

**RESOLVED FURTHER THAT** the relevant date for the purpose of Pricing of securities (i) by way of QIP/GDRs/ADRs/FCCBs/FCEBs or by way of any preferential issue(s), shall be the date as specified under the applicable law or regulation, or (ii) in the event of conversion or exchange of Securities Issued under a QIP, shall be the date of the meeting in which the Board decides to open the issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions the Board be and is hereby authorised to do all such acts, deeds, matters and /or things including but not limited to finalization and approval of the preliminary as well as the final document(s) determining the form and manner of the issue including the class of investors to whom the securities are to be issued and allotted, the number of securities to be allotted, the issue price, the face value, the premium amount on the issue/conversion/exchange of the Securities, if any, the rate of interest the execution of various transaction documents, creation of mortgage/charge in accordance with section 293(1) (a) of the Companies Act in respect of any securities, either or pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue offer or allotment of securities including amending the terms of securities and subject to applicable law for the utilization of issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and /or things, expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantor(s), Depositories, Custodian(s), Registrar(s), Agent(s), Authorised Representatives, Trustee(s), Banker(s), Lawyer(s), Merchant Banker(s) and any other Advisor(s), Professional(s) and intermediaries as may be required to pay them such fees, commission and other expenses as it deems fit and enter into or execute all such agreement(s)/arrangement(s)/ MOU(s)/ placement agreement(s)/ underwriting agreement(s)/deposit agreement(s)/trust deeds/subscription agreement/payment and conversion agency agreement/or any other agreement(s) or document(s) with any such agencies, listing of securities in domestic and/or international stock exchanges authorizing any Director(s) or any officer(s) of the company, severally to sign for and on behalf of the company offer document(s), agreement(s), arrangements, applications, authority letter or any other related paper(s)/documents, give any undertaking(s), affidavit(s), certification(s), declaration(s) as he/she may in his/her absolute discretion deem fit including without limitation the authority to amend or modify such document(s).

**RESOLVED FURTHER THAT** the Board and other designated officers of the Company, be and are hereby severally authorized to make all filings including as regards the requisite listing application/prospectus/offer document/registration statement, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to severally delegate all or any of its powers herein conferred to any Committee of directors or any executive director or directors or any other officer of the company, in order to give effect to the above resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects

**By order of the Board**

16<sup>th</sup> October 2009  
Mumbai

Sudip Dutta  
Chairman & Managing Director

#### NOTES

1. A MEMBER entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him self and proxy need not be a member of the Company. The proxies to be effective should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
3. The relative explanatory statement pursuant to section 173(2) of the Companies Act 1956, setting out the material facts in respect of the special business to be transacted, is annexed hereto.
4. Members are requested to complete the attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
6. A proxy may not vote except on a poll.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. Members holding shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Company is planning substantial expansion through Organic and Inorganic route. The project which Company is pursuing includes

- Expansion of existing aluminium foil mills
- Addition of flexible and pharmaceutical printing process lines
- long term working capital and capital expenditure requirement of the Company and its subsidiaries
- Investment in subsidiaries
- Acquisition of companies, businesses, projects and
- Other general corporate purposes.

The consent of the shareholders is being sought by the special resolution for approving an enabling authority in favour of the Board of Directors (the "Board") to issue securities under QIP category to the Qualified Institutional Buyers (QIBs) in accordance with the ICDR regulations and to any other international or domestic Investor outside or inside India, through public issue(s), rights issue(s), preferential issue(s), private placement(s) or any combination thereof.

Pursuant to the above, the Board may, in one or more tranches, issue or allot equity share, fully convertible debentures/ partly convertible debenture / non- convertible debenture with warrant/any other securities, which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than such time period as permitted under applicable law.

The QIP as proposed shall be subject to the provision of the ICDR Regulations including the pricing, as set out in the resolution. Accordingly, an enabling resolution is proposed to be passed to give adequate flexibility and discretion to the Board to finalise the term of the issue. The securities issued pursuant to the offering may be listed on the Indian stock exchanges and any other stock exchange inside and outside India or issued without any listing on any stock exchanges to the extent permissible by the law.

The securities issued under QIP or under any domestic or international offering pursuant to an offer may, if necessary, be secured by way of mortgage/ hypothecation on the Company's assets as may be finalized by the Board in consultation with securities holders/trustees for the holders of the securities and enabling approval is also sought under section 293(1)(a) of the Companies Act 1956.

The approval of the shareholder is also sought by the special resolution for enabling authority to the Board to create/offer/issue and allot in the course of either one or more international offering(s) in one or more foreign markets and/or in the course of one or more domestic offering(s) including by way of QIP under ICDR Regulations such number of equity shares and/or any securities linked to, convertible or exchangeable for equity shares, including without limitation through GDRs/ADRs/ fully convertible debentures/ partly convertible debenture / non- convertible debenture with warrant/any other securities, which are convertible into or exchangeable with equity shares at the option of the Company and/or holder(s) of the security(ies) as the Board may decide, at such time and at such price as the Board may in consultation with Lead managers, Advisors and other intermediaries fit

Section 81(1A) of the Companies Act, 1956 and the relevant clause of the listing agreement with the Stock Exchanges provides, inter alia that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Equity Shareholders of such company in the manner laid down in the Section 81 unless the shareholders in the general meeting decide otherwise. As the aforesaid resolution provide for or may result into issue of Equity Shares to persons other than the existing shareholders of the Company, consent of the shareholders is being sought pursuant to Section 81(1A) and all applicable provisions, if any of the Companies Act, 1956 and the SEBI Guidelines.

The Board believes that such issue is in the interest of the Company and therefore recommends passing of the Special resolution contained in the notice.

None of the directors are concerned or interested in the resolution except as shareholders of the Company.

**By order of the Board**

16<sup>th</sup> October 2009  
Mumbai

Sudip Dutta  
Chairman & Managing Director

**ESS DEE ALUMINIUM LIMITED**

Regd. Office: P. No. 124-133, Panchal Udyog Nagar, Bhimpore, Daman-396 10



**Extra Ordinary General Meeting**

**PROXY FORM**

DP Id\*.....

Folio No .....

Client Id\*.....

No. of Shares held.....

(\*Applicable for investors holding shares in electronic form))

I/We.....of.....in the district of .....being a member(s) hereby appoint .....of.....in the district of ..... (or failing him/her) .....of.....in the district of ..... (or failing him/her) .....of.....in the district of ..... as my/our proxy to attend and vote for me / us on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, November 10, 2009 at 12.30p.m. at Hotel Miramar, Devka Beach, Daman-396 210, and at any adjournment thereof.

AS WITNESS my hand/our hands this..... day of .....2009

Affix  
revenue  
stamp

N.B. : The instrument appointing proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

**ESS DEE ALUMINIUM LIMITED**

Regd. Office : P. No. 124-133, Panchal Udyog Nagar, Bhimpore, Daman-396 10



**Extra Ordinary General Meeting**

**ATTENDANCE SLIP**

DP Id\*.....

Folio No .....

Client Id\*.....

No. of Shares held.....

(\*Applicable for investors holding shares in electronic form)

Name of the Member.....

No. of Shares held.....

Name of the Proxy.....

(to be filled only when a proxy attends the meeting)

I hereby record my presence at the Extra Ordinary General Meeting of the Company on Tuesday, November 10, 2009 at 12.30p.m. at Hotel Miramar, Devka Beach, Daman-396 210

Signature of Member/ Proxy

\*This slip may please be handed over at the entrance of the meeting hall.

Note: Members are requested to bring their copies of the Annual Report to the meeting