

SALIENT FEATURES OF BIFR MERGER ORDER

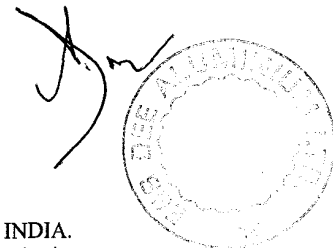
The Hon'ble Board for Industrial and Financial Reconstruction (BIFR) vide its Order dated 30.09.2010 has inter alia sanctioned and approved the merger of M/s India Foils Limited (IFL Transferor Co.) with M/s Ess Dee Aluminium Limited (EDAL Transferee Co.) in terms of the Modified Rehabilitation Scheme. The salient features of the scheme of merger are as follows:

- (a) IFL merges with EDAL w.e.f 01.04.2008, the appointed date and ceases to exist as a company with immediate effect.
- (b) Entire assets and liabilities of IFL including its employees, vests with EDAL as per the terms and conditions laid down in the scheme.
- (c) Shareholders of IFL shall be allotted shares in EDAL in the share exchange ratio viz:
 - (i) 1 (one) equity share of EDAL of the face value of Rs.10/- credited as fully paid up at par for every 1285 (One Thousand Two Hundred Eighty Five) fully paid up equity shares of Re. 1/- held by such equity shareholders of the Transferor Company (the "Share Exchange Ratio") and
 - * (ii) 1 (one) equity share of EDAL of the face value of Rs.10/- credited as fully paid up at a premium of Rs. 540/- (Rupees Five Hundred Forty Only), for every 55 (fifty five) 0.01% Non-Convertible Redeemable Non-Cumulative Preference shares of Rs.100/- each held by such preference shareholder of IFL on a record date to be determined for the purpose..
- (d) The shares or the share certificates of the Transferor Company in relation to the shares held by its members shall, without any further application, act, instrument or deed, shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date.
- (e) No certificate(s) shall be issued in respect of fractional entitlements, if any, by EDAL to which the Members may be entitled, on issue and allotment of shares of EDAL. The Board of Directors of EDAL shall instead consolidate all such fractional entitlements and thereupon issue and allot equity shares in

ESS DEE ALUMINIUM LIMITED

ESS DEE HOUSE, Akurli Road, Kandivali (East), Mumbai - 400 101. INDIA.
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Registered Office : Plot No. 124-133, Panchal Udyog Nagar, Bhimpore, Daman - 396210



lieu thereof to a director or an officer of EDAL or such other person as the Board of Directors of EDAL shall appoint in this behalf who shall hold the shares in trust on behalf of the Members entitled to fractional entitlements with the express understanding that such director(s) or officer(s) or person(s) shall sell to such person or persons, as it/he/they deem fit, and pay to the Transferee Company, the net sale proceeds thereof, whereupon EDAL shall distribute such net sale proceeds to the Members in proportion to their respective fractional entitlements.

(f) No allotment shall be made in respect of the equity and preference shares of the Transferor Company that are held by EDAL and the same shall stand cancelled.

Illustration of Share Exchange ratio approved by BIFR

Equity Shares of IFL held	Equity Shares of EDAL to be allotted
1285	1
12850	10
128500	100

*Preference shares as indicated in c (ii) above are unlisted and does not have multiple shareholders and therefore no illustration is required and being provided for the same.

For ESS DEE ALUMINIUM LIMITED


Chairman & Managing Director

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