

ESSEL PROPACK LIMITED

Regd. Off. : P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.

Phone: 91-22-24819000/9200, Fax: +91-22-24963137 Website: www.esselpropack.com

Email: investor.grievance@ep.esselgroup.com, Corporate Identity Number: L74950MH1982PLC028947

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No.

1. Name(s) & Registered Address of the sole / :
first named Member

2. Name(s) of the Joint-Holder(s), if any :

3. Registered Folio No./*CLID No. & Client ID No. :
[*Applicable to Members holding shares in dematerialized form]

4. Number of Share(s) held :

5. E-Voting Event Number (EVEN) :

6. User-ID :

7. Password/PIN :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot / E-voting, for the business stated in the Postal Ballot Notice dated 22/12/ 2014 by conveying my / our assent or dissent to the resolution(s) by placing tick (✓) mark in the appropriate box below:

Sr. No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	To approve "Essel Employee Stock Option Scheme 2014".			
2	To approve "Essel Employee Stock Option Scheme 2014" for subsidiaries.			
3	Payment of remuneration to Mr. Ashok Goel as Vice Chairman & Managing Director of the Company.			

Place :

Signature of the Member or Authorized Representative

Date :

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Postal Ballot Form: January 27, 2015 (5:00 pm).
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on Friday, December 19, 2014 (Cut Off Date) and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

The instructions for voting are as under:

A) PHYSICAL POSTAL BALLOT FORM

- 1) A member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send the duly completed and signed Form to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- 2) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- 3) The Postal Ballot Form should be signed by the member as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- 4) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on January 27, 2015. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 5) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 6) Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- 7) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- 8) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.esselpropack.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- 9) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- 10) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

B) E-VOTING

- 1) The Company has engaged National Securities Depository Limited ("NSDL"), to provide e-Voting facility to its Members.
- 2) The voting time ends at 5:00 p.m. on January 27, 2015. The e-Voting module shall be disabled by NSDL for voting thereafter.
- 3) User ID and password are provided at the bottom of Postal Ballot Form.
- 4) The following are the steps to be followed for e-Voting:
 - (i) Open e-mail and open PDF file viz. EPLPostalBallotDec2014 with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password mentioned in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Essel Propack Limited.
 - (viii) Now you are ready for e-Voting as the Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. Dharmesh Zaveri of D.M. Zaveri & Co., Practising Company Secretary, on his e-mail id: info@dmzaveri.com with a copy marked to evoting@nsdl.co.in.
- 5) In case of members receiving e-voting password by post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. 4 (ii) to (xii) above, to cast your vote.
- (6) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (7) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for members and e-voting user manual for members available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID:-www.esselpropack.com
- (8) The period for e-voting starts on December 29, 2014 and ends on January 27, 2015. E-voting shall be disabled by NSDL on January 27, 2015 at 5:00 p.m.