

DECLARATION OF RESULT OF POSTAL BALLOT


In accordance with section 110 and applicable provisions of the Companies Act 2013 (the Act) read with the Companies (Management and Administration) Rules 2014, postal ballot notice dated October 29, 2015 containing special resolution seeking approval of shareholders / members as mentioned below, was sent / dispatched on December 09, 2015 to the shareholders of the Company. The said postal ballot notice containing resolution and statement pursuant to section 102 of the Act is annexed herewith.

Based on the report dated January 12, 2016, submitted by Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, the scrutinizer appointed under 110 of the Companies Act, 2013 read with the Rules, I, Mr Ashok Goel, Vice Chairman & Managing Director of the Company give below details of votes exercised through physical ballot and e-voting and hereby declare that the following resolution as contained in the above mentioned postal ballot notice is duly passed by the members of the Company with requisite majority.

1. “Special resolution under Section 197, 198 and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for payment of managerial remuneration to Mr Ashok Goel, Vice Chairman & Managing Director.				
Particular	No. of postal ballot forms & e-voting	No. of equity shares of Rs. 2 each (Votes)	% of votes polled	Result
Assented / in favor to the Resolution	155	109,692,572	99.95	Above referred resolution passed as special resolution with requisite majority.
Dissented / against to the Resolution	18	55,936	0.05	
Invalid votes	-	-	-	
Total	173	109,748,508	100	

Above mentioned details of votes are total of votes casted through electronic means and physical postal ballots.

For Essel Propack Limited



Ashok Goel
Vice Chairman & Managing Director



Date: January 13, 2016
Place: Mumbai

Encl.: (a) certified copy of the Scrutinizer’s report and (b) copy of the Postal ballot notice containing the resolutions and explanatory statement.

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

Postal ballot results
Date of declaration of results: 13th January, 2016

Date of the AGM/EGM	N.A.
Total Number of shareholders on record date i.e. December 04, 2015	33,761
No. of shareholders present in the meeting either in person or through proxy: Promoter and promoter group: Public:	N.A. N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A. N.A.

Resolution: Payment of Managerial Remuneration to Mr Ashok Goel, Vice Chairman & Managing Director

Resolution required : Ordinary/Special				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Mr. Ashok Goel, being Vice Chairman and Managing Director, may be interested or concerned.				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	89,277,993	89,277,993	100	89,277,993	-	100	100
	Poll / Postal Ballot		-	-	-	-	-	-
	Total		89,277,993	100.00	89,277,993	-	100	-
Public-Institutions	E-Voting	23,401,949	10,533,396	45.01	10,493,993	39,403	99.63	0.37
	Poll /Postal Ballot		-	-	-	-	-	-
	Total		10,533,396	45.01	10,493,993	39,403	99.63	0.37
Public- Non Institutions	E-Voting	44,421,343	9,926,023	22.35	9,909,490	16,533	99.83	0.17
	Poll /Postal Ballot		11,096	0.02	11,096	-	100	-
	Total		9,937,119	22.37	9,920,586	16,533	99.83	0.17
Total		157,101,285	109,748,508	69.86	109,692,572	55,936	99.95	0.05



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson

Essel Propack Limited
P.O.Vasind Taluka Shahapur,
Thane-421604

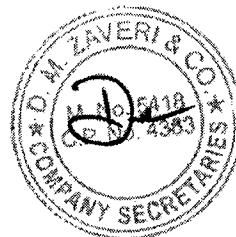
Sub: Report on passing of resolutions through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors at its meeting held on 29th October, 2015 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by National Securities Depository Limited in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) on the resolution contained in the Postal Ballot Notice dated 29th October, 2015 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 29th October, 2015 of the Company. My responsibility is restricted to responsibilities as the Scrutinizer as per applicable provisions of the Companies Act 2013 and Rules made thereunder and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited, the authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.

I submit my report as under;



D. M. ZAVERI & Co.

Company Secretaries

DS Dharmesh Zaveri
B.Com., F.C.S.

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- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on 9th December, 2015 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 4th December, 2015.
- 1.2. As prescribed in the Companies (Management and Administration) Rules, the Company has also published an advertisement on 10th December, 2015 and it carried the required information as specified in the said Rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Friday, 8th January, 2016 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by National Securities Depository Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on Friday, 8th January, 2016 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Sharepro Services (India) Limited.
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.7. I have not found any defaced/ mutilated postal ballot form.
- 1.8. Voting through e-voting was unblocked in presence of two witnesses Ms. Rinku Zalavadia and Mr. Jeet Jani and I have received a complete record of votes cast by electronic mode from National Securities



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Depository Limited, the agency for providing and supervising electronic platform on 9th January, 2016 which was closed by National Securities Depository Limited on 8th January, 2016 at 5.00 p.m.

1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by National Securities Depository Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1 : Payment of Managerial Remuneration to Mr. Ashok Goel, Vice Chairman and Managing Director (Special Resolution)									
E-voting	109737412	135	109681476	99.9490	18	55936	0.0510	NIL	NIL
Postal Ballot	11096	20	11096	100.0000	0	0	0.0000	NIL	NIL
Total	109748508	155	109692572	99.9490	18	55936	0.0510	NIL	NIL

The Special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of Special resolution
Special Resolution pursuant to Section 197, 198 and other applicable provisions of Companies Act, 2013	Payment of Managerial Remuneration to Mr. Ashok Goel, Vice Chairman and Managing Director



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- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.11. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 8th January 2016.
- 1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363
Place: Mumbai
Date: 12th January, 2016

