

ESSEL PROPACK LIMITED

Regd. Office: P.O. Vasind, Taluka - Shahapur, Thane - 421604, Maharashtra,
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting (**AGM**) of the Members of **Essel Propack Limited** will be held on Wednesday, **13 June 2018 at 11:00 a.m.** at the Company's registered office at P.O.Vasind, Taluka Shahapur, Thane 421604, to transact, with or without modifications, as may be permissible, the following business.

ORDINARY BUSINESS

1. To consider and adopt the audited **financial statements** (including consolidated financial statements) of the Company, for the financial year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare **Dividend of ₹ 2.40** per equity share of face value of ₹ 2 each, for the financial year 2017-18.
3. To appoint a Director in place of **Mr. Ashok Goel**, who retires from office by rotation and being eligible, offers himself for reappointment.
4. **Ratification of the appointment of Auditors**

To ratify the appointment of Auditors and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, the resolution earlier passed by the members of the Company in their meeting held on 12 July 2017, appointing **M/s. Ford Rhodes Parks & Co. LLP**, Chartered Accountants (Registration No. 102860W/W100089) as Statutory Auditors of the Company for a term of five years and to hold office till conclusion of the annual general meeting to be held in the year 2022, subject to annual ratification, be and is hereby ratified to the extent it is required/ applicable under the provision of the Companies Act 2013."

SPECIAL BUSINESS

5. Ratification of remuneration of Cost Auditor

To ratify remuneration of cost auditor and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of ₹ 1,10,000/- to **M/s. R. Nanabhoy and Co., Cost Accountants** (Registration Number 000010) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2019, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Private placement of NCDs and/or Debt Securities

To consider and if thought fit to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, SEBI (Issue and Listing of Debt Securities) Regulation 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being force), enabling provisions of the Memorandum and Articles of Association of Essel Propack Limited (the



Company), provisions of the Companies Act, 1956 to the extent applicable, other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debenture, bonds, instruments and other debt securities (Debt Securities), provided that outstanding principle amount of Debt Securities shall not exceed ₹ 200 Crores, in one or more series, tranches, substitute/swap and currencies, on a private placement basis, to one or more persons including bodies corporate, banks, financial institutions, mutual funds, other funds, NBFCs, agencies, trustees and other eligible persons in India and abroad, upon terms and conditions as the Board may consider proper and determine from time to time, in its discretion, and if necessary to convert or treat any borrowing, advance, facilities etc in to or subscription to such NCDs / Debt Securities.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and statement referred to as the "Board" which term includes its committee), be and is hereby authorised to decide the terms and conditions of NCDs / Debt Securities including time of issue, price, interest, redemption, premium, discount, security, listing on stock exchange and all such terms as the Board may in its absolute discretion deem fit, to decide about utilization of issue proceed, to withdraw or abandon the issue, to appoint lead managers, underwriters, trustees, agents, guarantors, depositories, custodians, escrow banks, bankers, advisors and all such agencies and intermediaries as may be necessary and execute all such arrangements, agreements, offer documents, memorandum, undertakings, representations, documents, trust deed and writings that may be necessary in relation to this resolution, and do all such actions and deeds as may be necessary from time to time including to settle all matters, issues, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to delegate all or any of the above powers to Committee or any Director, employees or agents of the Company and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

7. Increase in Authorized Share Capital

To Consider and if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, (including statutory modifications or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of Essel Propack Limited (the Company), and other law, notifications and regulations as may be applicable, the Authorised Share Capital of the Company be and is hereby increased from, ₹ 50,01,00,000 (Rupees Fifty Crores One Lac) divided into 25,00,50,000 Equity Shares of face value of ₹ 2 each, to ₹ 70,00,00,000 (Rupees Seventy Crores) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of face value of ₹ 2 each, by creation of 9,99,50,000 equity shares of face value of ₹ 2 each.

RESOLVED FURTHER THAT pursuant to section 13 and applicable provisions of the Act and other applicable law, consequent to the aforesaid alteration, the existing Clause V of the Memorandum of Association of the Company relating to Authorised Share Capital be and is hereby altered by substituting the following as new Clause V in its place;

V. The Authorised Share Capital of the Company is ₹ 70,00,00,000/- (Rupees Seventy Crores only) divided into 35,00,00,000 (Thirty Five Crores) equity shares of ₹ 2 each with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being. The Company has power from time to time, to increase or reduce its share capital and to divide the shares in the original or increased or reduced capital for the time being into several classes and to divide and to attach thereto respectively such preferential rights and privileges and conditions, as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and / or provided in

the Articles of Association of the Company, and to consolidate and / or sub-divide these shares and to issue shares of higher or lower denomination.'

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statement referred to as the "Board" which term shall be deemed to include any committee thereof), be and is hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient or incidental for giving effect to this Resolution and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions and determine further terms as may be necessary or desirable and to obtain any approvals which may be necessary or desirable, as they may think fit."

8. Issue of Bonus Equity Shares

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of section 63 and other applicable provisions of the Companies Act, 2013 (the Act), Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Foreign Exchange Management Act 1999, (including statutory modifications or re-enactment of aforesaid and for the time being in force), enabling provisions of the Memorandum and Articles of Association of Essel Propack Limited (the Company), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions, if any, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of the Company, the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized for capitalization of such sum as indicated in explanatory statement, from and out of the capital redemption reserve, securities premium account, and/or retained earnings including general reserve and/or any other permitted reserves/surplus of the Company and in such manner and proportion, as may be considered appropriate, for the purpose of issue of bonus equity shares of face value of ₹ 2 each (Bonus Shares or Bonus Issue), to be credited / allotted as fully paid-up equity shares to the holders of existing equity shares of the Company, in consideration of their said holding, in the proportion

of one equity share of face value of ₹ 2 each for every one equity share of face value of ₹ 2 each held by the Members as on the record date to be specified in this respect, and that the Bonus shares so distributed shall for all purpose be treated as an increase in the paid-up capital of the Company and held by each of such members.

RESOLVED FURTHER THAT the members as on date as may be determined for this purpose shall be entitled for Bonus Shares and in this respect for determining the eligibility of members for Bonus Issue, the Register of Members / Share Transfer Books will be closed for such period as may be fixed and/or a Record date to be fixed (for sake of brevity, referred to as the "Record Date" or "Entitlement Date") and Bonus Shares shall be allotted / credited to those Members holding equity shares of the Company on the aforesaid date.

RESOLVED FURTHER THAT The bonus equity shares to be so issued and allotted under this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company for the time being in force and shall rank pari passu in all respect with the fully paid-up equity shares of the Company as exist on record date fixed in this respect.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in demat or dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective depository participant and in the case of members who hold equity shares in physical or certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to non-resident members including non-resident Indians, persons of Indian origin, overseas citizens, foreign portfolio investors (FPI), foreign institutional investors (FIIs) and other foreign or non-resident investors, shall be subject to the approval of the Reserve Bank of India or any other authority as may be necessary, or the Board may decide to allot the relevant Bonus Shares after receipt of statutory approvals and in case of non receipt of the approvals, the entitlement may be moderated or be treated in such manner as the Board may appropriately decide.

RESOLVED FURTHER THAT pursuant to SEBI (Share Based Employee Benefits) Regulations 2014 and any amendments thereto from time to time, employee



stock options outstanding including granted whether vested or not and remain unexercised, as per the Employee Stock Option Scheme of the Company, shall be deemed as appropriately adjusted including number, exercise price etc. keeping in view to give effect of the Bonus Issue and further the Board or the Committee is hereby authorized to make appropriate adjustments, arrangement, change of the terms, letter, allot bonus options and determine the matters as may be necessary to give reasonable effect of the Bonus Issue to the options.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions or to decide to disregard or ignore the fractions and give appropriate effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statement referred to as the "Board" which term includes committee thereof) be and is hereby authorized, in its absolute discretion as deem fit, subject to SEBI Regulations and applicable law, create, issue, allot, credit or distribute the Bonus Shares, to do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, listing of the allotted equity shares on the stock exchanges, and to clarify, settle and issue directions for all matters and difficulties arising out of and incidental thereto, and approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings that may be necessary in relation to giving effect to this resolution and relating thereto, including to withdraw or diminish the Bonus Issue to the extent permitted and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions, deeds and decisions taken by the Board and/or key managerial personnel in relation to any matters referred or contemplated in these resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to delegate all or any of the above powers including to decide the record date, entitlement date to Committee or Director or Officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

9. Re-appointment of Mr. Ashok Goel as Managing Director

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to provision of sections 196, 197, 198 read with Schedule V and all 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, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approvals, if any, the consent of the Company be and is hereby accorded for the reappointment of Mr. Ashok Goel, as Managing Director of the Company for the period effective from expiry of his present term i.e. 21 October 2018 to 30 September 2023, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to provisions of sections 197 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to Mr. Ashok Goel as set out in explanatory statement annexed to the Notice, in excess of the percentage of the net profit of each financial year as prescribed in section 197 of the Act, provided that overall remuneration in aggregate to all directors including the Managing director shall not exceed the limit as prescribed under the aforesaid section.

RESOLVED FURTHER THAT the Board of Directors (in this Resolution referred to as the "Board" which term shall include committee thereof) be and is hereby authorized to alter and vary the terms, conditions, designation and/or the remuneration, as may be agreed to between the Board and Mr. Ashok Goel in the best interests of the Company or where circumstance so warrants, in accordance with the provisions of

the Act, and / or any statutory modification or re-enactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year, the Company incurs a loss or its profit are inadequate or circumstances warrant, the Company shall pay to Mr. Ashok Goel the remuneration not exceeding limits specified under applicable provisions of Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time, or such other limit as may be prescribed or approved by the Board and/or appropriate authority.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to do all such acts, deeds and action as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, enter into agreement or issue letter if necessary, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such action or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

By order of the Board
For **Essel Propack Limited**

Suresh Savaliya
Head- Legal & Company Secretary

26 April 2018, Mumbai

NOTES

1. **A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through slip.** A Proxy form is appended with the attendance slip.

Members may refer proxy related provisions given in para 6 of the SS2 - secretarial standard on general meeting issued by the ICSI and approved by Central Government.

- Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
 3. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/ power of attorney/ other authority must be attached with the proxy form.
 4. **Members are requested to bring their details of demat account (Client ID and DPID), folio number etc for easier identification of attendance at the meeting.**
 5. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
 6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.
 7. **Record Date:** Record Date for the purpose of dividend shall be 18 May 2018 for determining entitlement of members to receive dividend for the financial year ended 31 March 2018. The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within statutory timeline, to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.



If circumstances warrant or necessary to meet the statutory requirement to change the above dates, same would be posted on the website of the Company.

8. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form/demat. In respect to shareholders holding shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.
9. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.
10. **Direct credit of dividend / ECS:** Under this system the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of bank instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized mode. In case of shares held in physical mode, the said details may be communicated to the Company or Registrar and Share Transfer Agent, by quoting folio number and attaching a photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
11. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed form no. SH13 duly filled in and signed to the Company or RTA.

Member may contact secretarial department on 022 2481 9000/9200 for guidance to avail facilities or matters as mentioned in this Notice.

12. **Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scripless / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scripless trading.**
13. **Communication through e-mail:** As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon

footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company www.esselpropack.com.

To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.

- a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
- b. Members who hold shares in physical form are requested to send their email address to complianceofficer@ep.esselgroup.com quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Initiative Movement. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.

14. Members/Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of AGM is given in this Notice.
15. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries atleast ten days in advance to the Company at its corporate office address to enable the Company to collect the relevant information and answer them in the meeting.
16. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
17. **Unclaimed Dividend:** Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act, 2013.

Accordingly, the dividend declared for the financial year ended 31 March 2011 is due for transfer to IEPF.

Members are requested to Contact Company or RTA to encash the unclaimed dividend.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company on the website of the Company www.esselpropack.com

18. **Shares due to transfer to IEPF:** Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies Act 2013. Relevant details in this respect are posted on the Company's website www.esselpropack.com in investors section.

The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc.

19. **PROCEDURE OF VOTING AT AGM**

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio Number, DP ID & Client ID No. and number of shares held etc.

20. **E-VOTING FACILITY**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations), section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) and accordingly business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, in a fair and transparent manner. The Company may vary the dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 11 May 2018, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/Registrar and Transfer Agents.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on 7 June 2018 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

The e-voting period will commence on 10 June 2018 (9:00 a.m.) and will end on 12 June 2018 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.esselpropack.com and on the website of NSDL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.



The Members must read the detailed procedure on electronic voting provided below.

<p>The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:</p> <p>Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsd.com/</p> <p>Step 2: Cast your vote electronically on NSDL e-Voting system.</p>	
<p>Details on Step 1 is mentioned below - Log-in to NSDL e-Voting website</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section. 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsd.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically. 4. Your User ID details are given below : 	
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<ol style="list-style-type: none"> 5. Your password details are given below: <ol style="list-style-type: none"> a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password. c) How to retrieve your ‘initial password’? <ol style="list-style-type: none"> (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’. (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address. (printed on/overleaf of attendance slip) 	
<ol style="list-style-type: none"> 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password: <ol style="list-style-type: none"> a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com. b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address. 	
<ol style="list-style-type: none"> 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box. 	

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.
Details on Step 2 is given below: To cast your vote electronically on NSDL e-Voting system
1. After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
General Instructions to Shareholders
1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@dmzaveri.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to keyin the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. For any queries/grievances or guidance for e-voting, you may refer to the ‘Frequently Asked Questions’ (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or write an email to evoting@nsdl.co.in or Mr. Suresh Savaliya, Company Secretary on 022 24819000/9200 or complianceofficer@ep.esselgroup.com at corporate office.

21. **Particulars of Director seeking re-appointment:**

Relevant particulars of Mr. Ashok Goel who is being to retire by rotation and seeking re-appointment including appointment as a Managing Director.

- **Brief Resume and experience:** Mr. Ashok Goel aged 57 years, is a Commerce Graduate. He has been associated with the Company as director since 1984. He is serving to the Company as a Managing Director since long. He has also been appointed as a Chairman since 12 July 2017. He is an experienced businessman who also oversees the management of the Essel Group’s Essel World, Water Kingdom, He is the Founder President of the Indian Association of Amusement Parks & Industries and the Executive Committee member of the Organization of Plastic Processors of India.
- **Directorships in other Companies:** He is director in Solid Containers Limited, Pan India Paryatan

Pvt. Ltd., Hermitage Investment & Trading Company Pvt. Ltd., RKJ Woods Plantation Pvt. Ltd., East India Company (Trading) Pvt. Ltd., Hi – Tech Mines & Minerals Pvt. Ltd, Vyoman Management Services Pvt. Ltd., Essel World Leisure Pvt. Ltd., ITZ Cash Card Pvt. Ltd., ITX Trading And Financial Services Pvt. Ltd, Vyoman Tradelink India Pvt. Ltd., Agarwal Global Foundation, Samrut Trading Pvt. Ltd., Hindustan Oil Exploration Company Limited, Indian Association of Amusement Parks & Industries, Organization of Plastic Processors of India.

- **Chairman/member of the board committee of other companies:** He is Member of Stakeholders Relationship Committee, Audit Committee and Nomination and Remuneration Committee of Solid Containers Limited.



- **Number of Shares held in the Company:** Mr. Ashok Goel hold 4,23,760 (0.27%) equity shares and hold 8,93,39,014 (56.84%) as Trustee of Ashok Kumar Goel Trust.
- **Date of Appointment, meeting attended and remuneration:** He has been director of the Company since 1984. Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report.
- **Relationship with other director, Manager and KMP:** Mr. Atul Goel is nephew of Mr. Ashok Goel, except the aforesaid Mr. Ashok Geol is not related to other directors and KMP.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Ratification of the appointment of Auditor

M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants (Registration No. 102860W/W100089), Mumbai were appointed as the Statutory Auditors at the Annual General Meeting (AGM) of the Company held on 12 July 2017 for a term of five years and hold the office till the conclusion of the Annual General Meeting to be held in the year 2022, subject to ratification by the Members annually, at a remuneration as may be decided by the Board of Directors.

M/s. Ford Rhodes Parks & Co. LLP, Chartered Accountants, being eligible to continue as the statutory auditor of the Company, it is recommended to the members to ratify its appointment as mentioned in the Resolution in this respect.

This resolution is being approved as per extant provisions of the Companies Act, 2013 that the appointment of Statutory Auditors shall be subject to annual ratification by the members. The Companies Act Amendment Bill 2017 passed by the Parliament on 19 December 2017 has waived the requirement of ratification. Pending the gazetting of the said amendment and its applicability to appointment already made, the resolution is being recommended for approval. Should the amendment to law obviate the need for the ratification in this case, the Company may act accordingly going forward.

The Board recommends the resolution relating to ratification of appointment of statutory auditor as set out in the Notice for approval of members.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in this resolution.

Above explanatory note or statement is given for understanding and information purpose although would not require as per section 102 of the Companies Act 2013.

Item No. 5: Ratification of remuneration of Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. Nanabhoy and Co., Cost Accountants as Cost Auditor of the Company for the financial year ending on 31 March 2019, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of ₹ 1,10,000/-, applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6: Private placement of NCDs and/or Debt Securities

As per section 42 of the Companies Act 2013 (the Act) and Rules thereunder, a company offering or making an invitation to subscribe to secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year. Members passed a resolution in December 2017 authorizing

for issue NCDs/Debt securities to the extent of ₹ 200 crores which is valid for one year, in terms of which the Company had issued on private placement basis listed NCDs of par value ₹ 50 crores in December 2017. The said resolution being valid for one year, in terms of Section 42 of the Act, a new enabling resolution is proposed in this respect.

Issue of NCDs / Debt Securities on private placement basis could be a competitive source of borrowing for the Company. Keeping in view the fund requirements of the business vis-à-vis advantages of a diversified debt portfolio and competitive debt instruments, an enabling approval of the members of the Company is being sought by way of special resolution under section 42 and applicable provisions of the Act, Rules made thereunder, other applicable law, on the terms and for amount as set out in the Resolution, to enable the Board to make a private placement of NCDs/ and also enable for issue of Debt Securities in debt market whenever considered expedient in the interests of the Company. Terms including pricing, interest etc will be determined at the time of issue keeping in view the prevalent market conditions and in the best interests of the Company. The NCDs / Debt Securities may be listed on one or more stock exchanges, as per applicable statutory provisions.

This resolution is being approved as per the extant statutory provisions as referred in the Resolution and explanatory statement. However in case of any amendment or clarification liberalizing the provisions or requirements, the resolution shall be read and effected in that context as may be beneficial to the Company or as Board may decide, without further approval or modification.

For further financial and other business detail including borrowings, investments, financial statements and details of the Company may be referred which is available on website of the Company.

The Board recommends the Special Resolution for the above matter as set out in the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporates/person which may invest in NCDs / Debt securities.

Item No. 7 & 8: Increase in Authorized Share Capital and issue of Bonus Equity Shares

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. Considering, inter-alia the financial parameters, and the position of reserves of the Company, the Board at its meeting held on 26 April 2018, subject to consent of the members of the Company, recommended issue of bonus equity shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. 1 bonus fully paid-up equity share of ₹ 2 each for every one existing fully paid-up equity share of ₹ 2 each held), by capitalising a sum not exceeding ₹ 31,43,63,328 or appropriate sum as may be necessary, out of capital redemption reserve, securities premium account and/or retained earnings including general reserve and/or any other permitted reserves/surplus of the Company, as may be considered appropriate. The Board recommends issue of Bonus Shares also keeping in view to encourage the participation of small investors by making equity shares of the Company affordable and to expand the retail shareholders base.

A record date for the purpose of Bonus Shares is being fixed and disclosed to the Stock Exchanges and also made available on the Company's website. Bonus Shares will be allotted to those members whose names appear on the Company's Register of Members on the Record Date and; in respect of the shares held in dematerialised mode, to members whose names and details are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

Article 56 and 57 of the Articles of Association of the Company inter alia provides for capitalization of reserve, security premiums and of profit, surplus etc otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The Company has granted Stock Options to the employees under an Employees Stock Option Scheme. Consequent to the issue of bonus equity shares, appropriate adjustments with respect to grant entitlement, exercise price and the number of shares entitled or to be issued against exercise of stock options vested on the employees of the Company /



its subsidiaries under the existing Employees' Stock Option Scheme of the Company would be made, so that the total value of stock options remains the same after the issue of bonus shares.

Increase in the Authorized Share Capital is intended in order to enable the Company to issue Bonus Shares. In order to accommodate the Bonus Issue, it is proposed to increase the authorised share capital of the Company in the manner as set out in the resolution. Presently, the subscribed and paid-up share capital of the Company is ₹ 31.44 crores which will be increased by virtue of allotment of Bonus Shares.

Consequent to the increase in the authorized share capital of the Company, Clause V of the Memorandum of Association is proposed to be altered as set out in the Resolution in this respect.

Pursuant to applicable provisions of the Companies Act, 2013, consent of the members is sought for the issue of Bonus equity shares and the increase in Authorized Share Capital and consequential alteration in capital clause in the Memorandum of Association of the Company as set out in the Resolutions at Item Nos. 7 and 8 of the accompanying Notice.

A copy of the Memorandum and Articles of Association of the Company is available for inspection during business hours on working days at the registered office and corporate office of the Company.

The Board recommends the passing of the resolutions relating to Bonus Issue and increase in the authorized capital as set out in the accompanying Notice.

Members may kindly note that the Bonus Shares proposed to be issued, subject to approval of Members will not be eligible for dividend in respect of financial year ending 31 March 2018, since the dividend is being proposed at the forthcoming Annual General Meeting on the existing Equity shares of the Company, and the Record date for the purpose of issue of Bonus shares needs to be kept post AGM, as per statutory requirement.

Directors, Key Managerial Personnel of the Company and their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares and/or stock options in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Item No. 9: Re-appointment of Mr. Ashok Goel as Managing Director

The members of the Company at the Annual General Meeting held on 9 July 2013, had approved the appointment of Mr. Ashok Goel as Vice Chairman and Managing Director of the Company for the period of five years with effect from 21 October 2013 and also approved payment of remuneration for three years. Said appointment and remuneration was further reconsidered and approved by postal ballot notice dated 22 December 2014 pursuant to the applicable provisions of the Companies Act, 2013 (the Act). Further, the members in AGM held on 17 June 2016 have approved the remuneration for remaining period of his tenure i.e. from 21 October 2016 to 20 October 2018.

The Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company have recommended the extension of Mr. Ashok Goel's appointment as the Managing Director of the Company for a period from the expiry of his current term of appointment (21 October 2018) to 30 September 2023 on terms and conditions including remuneration payable as mentioned in the resolution and herein. Further, the remuneration proposed in his case is considered comparable with the industry standards, and considering his experience, competence, long association with the Company and the strides made by the Company under his leadership, the remuneration is considered to be fair, just and reasonable.

Following are the terms and remuneration of Mr. Ashok Goel as the Managing Director of the Company.

1. **Salary:** Basic Salary ₹ 25,92,000/- per month.
2. **Increment:** Annual increment in Basic Salary shall be up to 15% on last basic salary, as may be approved by Nomination & Remuneration Committee (NRC) / Board of Directors, keeping in view performance of the Company on its global operations and his achievements or role and responsibilities, as the NRC / Board may think appropriate.
3. **Perquisites:** He shall also be entitled to perquisites and allowances, subject to ceiling of 50% of the Basic Salary payable/due monthly or otherwise as determined by the NRC/ Board, and inter alia includes

house rent allowance or furnished accommodation or reimbursement of rent, furnishing and maintenance of accommodation in case it is arranged by him, reimbursement of gas, electricity, water, furnishing, repairs, expenses, reimbursement of salary paid for domestic help and security guards at residence, medical assistance or reimbursement, medical and accident insurance premiums for self and family incurred in India and abroad, leave travel allowance or concession for self and family etc.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per applicable provisions of the Income Tax Act, 1961 or rules thereunder or any modification or reenactment thereof wherever applicable and in absence of such rules, perquisites shall be evaluated at the actual cost to the Company.

4. **Variable Remuneration:** In addition to the salary, perquisites, allowances etc. Mr. Ashok Goel shall be entitled to receive remuneration every year by way of variable pay or performance linked bonus.

Such variable pay shall not exceed 100% of the basic salary, for the year under review as may be determined by the Board / Nomination and Remuneration Committee for each financial year considering achievement of targets, performance of the Company and/or other relevant matters.

5. **Provident Fund, Leaves etc:** He will also be eligible for other benefits including contribution to provident fund, pension, superannuation, annuity fund, gratuity, leave, encashment of leaves and/or similar benefits or payment as per the Rules of the Company. Aforesaid are in addition to the remuneration as mentioned in this statement and shall not be included in the computation of limits for the remuneration or perquisites to the extent exempted under Schedule V of the Companies Act 2013.
6. **Other Benefits:** The Company shall reimburse membership fees of two clubs as may be considered appropriate and provide car with drivers and communication facilities. The use of the company's cars for official duties and telephone / communication facilities shall be exempt and shall not be included in the computation of perquisites as per Schedule V of the Companies Act, 2013. He will be entitled to receive any other perquisites, benefits, allowances etc. from time to time as per policies of the Company or as

may be approved by the Board / Nomination and Remuneration Committee.

7. **Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging relating to business, including for Mr. Ashok's spouse and attendants during business trips, and provision of cars for use on Company's business and communication expenses shall be borne or paid or reimbursed at actuals and not considered as perquisites.
8. **Other terms:** Payment of remuneration shall be monthly and in relation to variable pay, it can be paid at the end of year or quarter or in such manner as may be determined by NRC or Board. Each head or item of remuneration, salary, perquisites etc. is separate and exclusive from each other. Request for advance payment may be considered by the Board / NRC as per policy of the Company, as may be permitted. The office of Managing Director may be terminated by the Company or the Managing Director may resign by giving the other party three months prior notice in writing.

The terms and conditions for reappointment and payment of remuneration may be altered and varied by the Nomination and Remuneration Committee / Board, if necessary and to the extent permitted under applicable law.

It is desirable, as a matter of abundant caution and compliance also, to approve for payment of managerial remuneration, if necessity arise, in excess of the percentage of the profit of each financial year as prescribed in section 197 of the Act, provided that overall remuneration in aggregate to all directors including the Managing Director shall not exceed 11% of the net profit of that financial year. Net profit for the said purpose means profit as computed in the manner as prescribed in section 198 of the Act. Section 197 of the Act inter alia provides that the total managerial remuneration to its directors, including managing directors, manager and whole-time directors (Managerial Persons) in respect to any financial year shall not exceed 11% of the net profit of the Company for that financial year. The section further provides that with approval of members, the remuneration can be paid to Managerial Person in excess of 5% of annual net profit and if there is more than one such Managerial Person, remuneration can be paid in excess of 10% of annual net profit, provided



that overall remuneration in aggregate to all directors shall not exceed 11% of the net profit of relevant financial year.

Details relating to directorship in other companies, meetings attended, relation with other directors, shares held and other details are given in the AGM Notice and in the Report on Corporate Governance forming part of the Annual Report.

Profile, experience, existing remuneration and other relevant details of Mr. Ashok Goel are disclosed in Annual Report and also available on website www.esselpropack.com. Financial and other business details of company is available on website of the Company.

For information to members, in relation to SEBI press release dated 28 March 2018 on the recommendations of Kotak Committee report on corporate governance, appropriate decision will be taken to comply with inter alia the provision relating to separation of the post of CEO/MD and Chairperson, after coming into effect of the relevant Regulation or amendment. As per SEBI press release, timeline given to comply for the said provisions is 1 April 2020.

Your Directors are of the opinion that the appointment of Mr. Ashok Goel as Managing Director would be beneficial to the Company and accordingly recommend passing the special resolution as proposed in the Notice.

The Resolution and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions including that of the written memorandum pursuant to section 190 of the Act.

Mr. Ashok Goel to whom the resolution relates is interested in the resolution. Mr. Atul Goel may be interested or concerned in the Resolution, being relative. Other directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution.

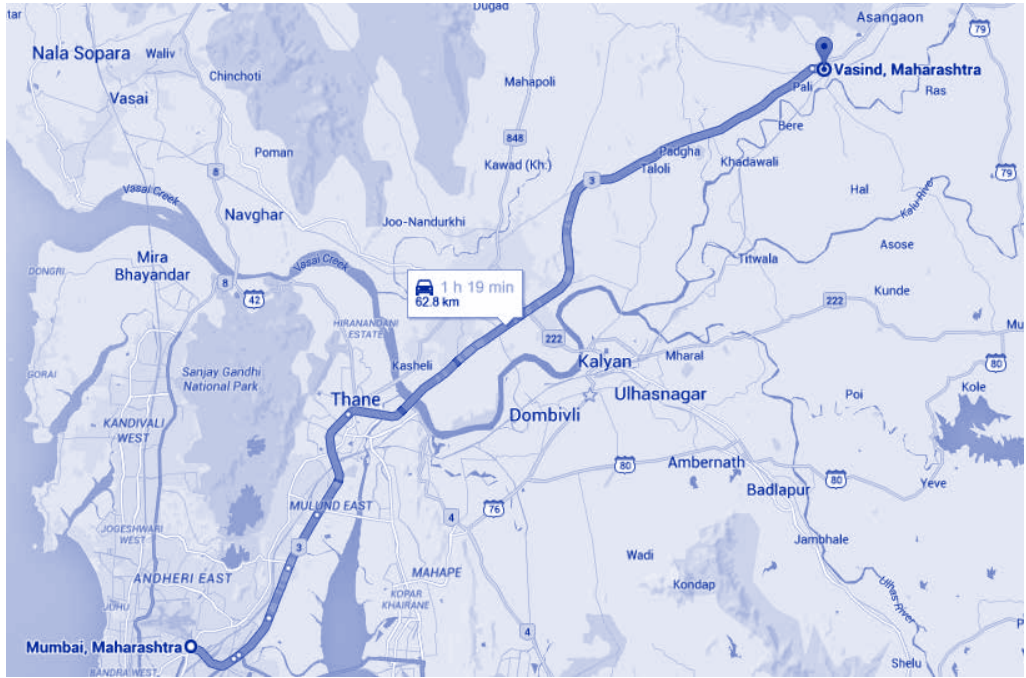
By order of the Board
For **Essel Propack Limited**

Suresh Savaliya
Head- Legal & Company Secretary

26 April 2018, Mumbai

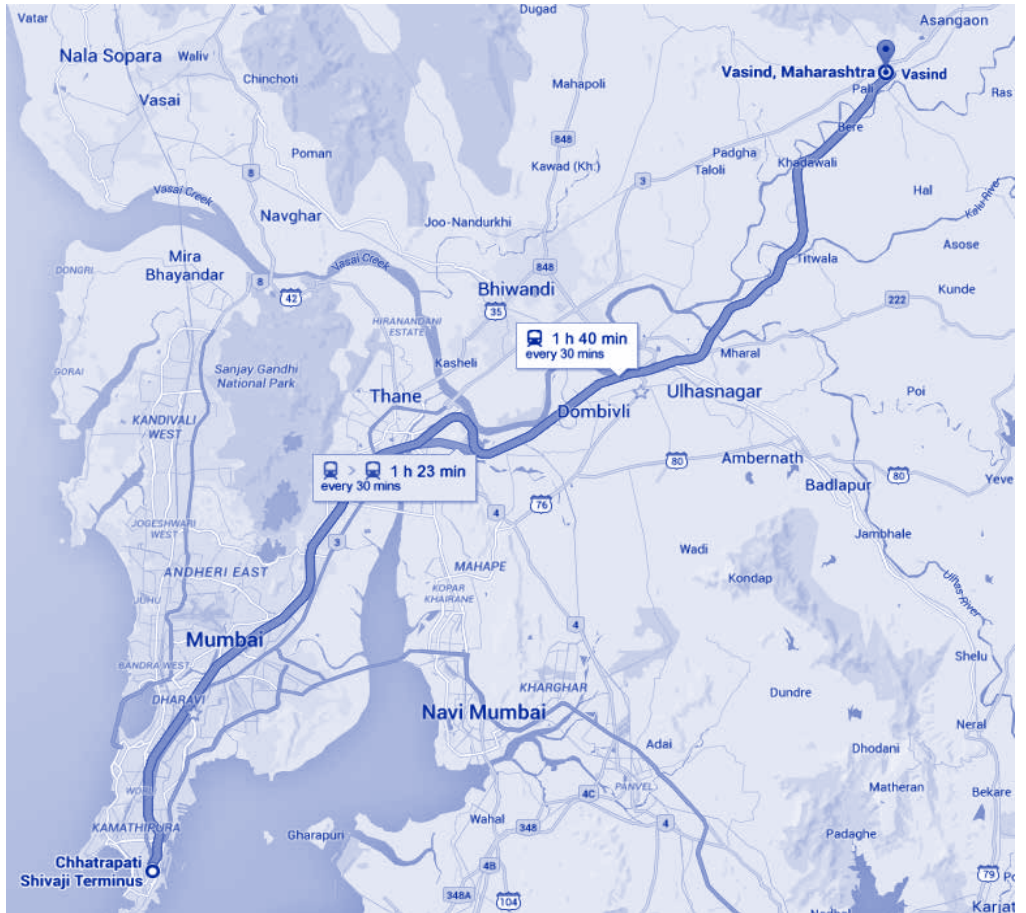
ROUTE MAP/DIRECTION TO REACH AT THE VENUE AT AGM

ROAD MAP - MUMBAI TO VASIND



⦿ ESSEL PROPACK REGISTERED OFFICE

RAILWAY MAP - CST TO VASIND



⦿ ESSEL PROPACK REGISTERED OFFICE

REQUEST FROM SHAREHOLDER TO REGISTER E-MAIL

To
Company Secretary
Essel Propack Limited
Top Floor, Times Tower, Kamala City,
Senapati Bapat Marg, Lower Parel, Mumbai 400013
Tel: +91 22 2481 9000 Fax: +91 22 2496 3137

Sub.: Request to register/update email to receive documents, annual reports, financial statement etc. at my e-mail address.

Sir,

As a responsible shareholder conscious about environment and in support to Green Initiative in Corporate Governance, I request you to register / update my e-mail address and send me all documents including annual reports, financial statements, results, notices for shareholders' meetings, intimations, updates, investors communications etc. at my e-mail address through electronic mode. My e-mail and shareholding details are given below.

Folio Number	
Name of 1 st registered shareholder	
Name of joint holder(s)	
e-mail (to be registered)	
Tel / Mobile number	

Date: _____

Signature: _____

Notes

1. Shareholder can send this request by courier or post or hand delivery at above mentioned address. Can also send scan copy at complianceofficer@ep.esselgroup.com.
2. Shareholders are requested to inform the Company as and when there is change in email address.
3. If the shares are held in demat account, kindly contact your Depository Participant (DP) where demat account is maintained, to register or update your emails address.

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

**ATTENDANCE SLIP****35TH ANNUAL GENERAL MEETING – 13 JUNE 2018 AT 11:00 A.M.**

Name of the Member(s) :	_____	No. of Shares :	_____
Registered address :	_____		
E-mail ID :	_____		
Folio No./DP ID-client ID :	_____		

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 35TH ANNUAL GENERAL MEETING of the Company at the Registered Office at P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India, on Wednesday, 13 June 2018 at 11:00 a.m.

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Member's/Proxy's Signature

FORM NO. MGT-11**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	: L74950MH1982PLC028947
Name of the Company	: Essel Propack Limited
Registered Office	: P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.
Name of the Member(s)	:
Registered address	:
E-mail ID	:
Folio No./DP ID-client ID	:

I/We, _____ being the Member(s) of _____ shares of the above named Company, hereby appoint.

1. Name	Address	Signature : _____ or failing him
E-mail Id		
2. Name	Address	Signature : _____ or failing him
E-mail Id		
3. Name	Address	Signature : _____
E-mail Id		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Wednesday, 13 June 2018 at 11:00 a.m. at the Registered Office at P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional *	
		For	Against
Ordinary Business			
1	To consider and adopt the audited financial statements (including consolidated financial statements) of the Company, for the financial year ended 31 March 2018 and the reports of the Board of Directors and Auditors thereon.		
2	To declare a dividend for the financial year ended 31 March 2018.		
3	To reappoint Mr. Ashok Goel, who retires by rotation and being eligible, offers himself for re-appointment.		
4	To ratify the appointment of Statutory Auditor and fix their remuneration / authorize the Board in this respect.		
Special Business			
5	To ratify remuneration of M/s. R. Nanabhoy & Co, Cost Accountants appointed as Cost Auditors of the Company for the financial year 2018-19.		
6	To approve issue of Private placement of NCDs and/or Debt Securities.		
7	To Increase Authorized Share Capital of the Company.		
8	To Issue Bonus Equity Shares.		
9	To Consider reappointment of Mr. Ashok Goel as Managing Director.		

Signed this day of 2018.

Signature of Member(s) : _____

Signature of Proxy holder(s) : _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 35th Annual General Meeting.
- It is optional to put 'x' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in above box before submission.

