

ESSEL PROPACK LIMITED

Regd. Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra,
Tel: +91 9673333971/9882 CIN: L74950MH1982PLC028947

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
Tel: +91 22 2481 9000/9200. Fax: +91 22 24963137
complianceofficer@epglobal.com, www.esselpropack.com

POSTAL BALLOT NOTICE FOR SEEKING CONSENT OF MEMBERS OF THE COMPANY

To,
Equity Shareholders / Members of Essel Propack Limited

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 (the **Act**), Rule 22 of the Companies (Management and Administration) Rules 2014, applicable provisions of the Act and the rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) and standards framed thereunder or modification or re-enactment thereof for the time being in force that Essel Propack Limited (the Company or EPL) seeks approval of members to the resolution, appended herein in respect to Change of Name of the Company from “Essel Propack Limited” to “EPL Limited” and consequential alteration to Memorandum of Association and Articles of Association of the Company proposed to be passed by Postal Ballot only through remote e-voting process.

Ministry of Corporate Affairs vide its general Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19” directed to obtain shareholders assent or dissent by way of Postal Ballot only through the remote e-voting process.

The resolution and explanatory statement under Section 102 of the Act setting out the material facts, relevant details and reasons for the resolution are appended herewith for your consideration (Proposed Resolution).

The Board of Directors of the Company has appointed Ms. Tehseen Fatima Khatri of T. F. Khatri & Associates, Practicing Company Secretary, to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. on Wednesday, 30 September 2020, failing which it will be strictly considered that no reply has been received from the Member. The Scrutinizer will submit her report after completion of scrutiny of votes received from members through remote e-voting process.

Results of voting will be announced on 1 October 2020 at any time before 5:00 p.m. at the corporate office of the Company and the said result will be declared by displaying in investors section on the Company’s website <https://www.esselpropack.com>. The result will also be displayed on notice board at the registered and corporate office of the Company. The result will also be informed to BSE Limited and National Stock Exchange of India Limited.

Date of record/cut-off date prescribed for this purpose is 28 August 2020 to reckon voting rights of members and paid-up value of equity shares. Any person who is not a member on the said date should treat the Notice for information purpose only.

Remote e-voting process: In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Please carefully read and follow the instructions on e-voting given in this Notice.

For any queries/grievances or guidance for voting/e-voting, members may contact Mr. Suresh Savaliya, Head – Legal & Company Secretary on 022 2481 9000/9200 or complianceofficer@epglobal.com

RESOLUTION

Change of Name of the Company from “ESSEL PROPACK LIMITED” to “EPL Limited” and consequential alteration to Memorandum of Association and Articles of Association of the Company as a Special Resolution.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4,13,14 and all other applicable provisions of the Companies Act, 2013 read with applicable Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions (including any statutory modification, substitution, pre-enactment, guidelines or re-enactment thereof for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Maharashtra, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Essel Propack Limited” to “EPL Limited” as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

The Name of the Company is “EPL Limited”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “Essel Propack Limited” be substituted with the new name, i.e. “EPL Limited” in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, seal and at all other places wherever appearing.

RESOLVED FURTHER THAT any Director and Mr. Suresh Savaliya, Head - Legal and Company Secretary, be and is hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper 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 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.

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate in order to give effect to this resolution.”

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

Suresh Savaliya
Head – Legal & Company Secretary

28 August 2020, Mumbai

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AND SECRETARIAL STANDARD.

Essel Propack Limited (the Company or EPL) registered on 22 December 1982 with the name “Essel Packagings Limited”. The name of the Company was changed to “Essel Packaging Limited” wef 29 September 1983 and subsequently to “Essel Propack Limited” wef 25 July 2001. Since its incorporation and over a period of three decades, the Company is in the business of manufacturing and selling packaging tubes and laminates and catering needs of FMCG, pharma and cosmetic companies. Its over decades the Company has developed the Brand EPL by putting strong and continuous efforts and resources to meet the demand of multinational companies and customers in India and globally. “Essel Propack” is also known in the market and amongst customer fraternity for “Extra ordinary packaging” or “Extraordinary packaging laminates” which stands for the strong and well-known brand “EPL” by continuous use internally and outside world. It is evident from the strong business nuance and customers widely used word coming out is the “EPL” which also represent the Company’s other trade names as well. The word “EPL” as an abbreviation of Extra ordinary packaging or Extraordinary packaging laminates or in context of present name of the Company has been used frequently by the Company, its customers, suppliers, employees, associates, print and electronic media and other stakeholders in India and abroad, which also reflect the Company’s present business relating to manufacturing of packaging tubes and laminates. By changing the name, the Company will be able to utilize the goodwill, brand name and reputation of “EPL” and the same will also reinforce the brand EPL. The Company is also the owner of the trade name or brand or trademark “EPL”. The Board proposed the change of name from “Essel Propack Limited” to the new name “EPL Limited”.

In view of the above, the Board at its meeting held on July 30, 2020 had decided, subject to necessary approvals of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities, to change the name of the Company and accordingly the Company had applied to Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs for reserving the names proposed by the Board. The Company has received the name availability letter from the Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, wherein the name “EPL Limited” has been reserved and made available to the Company for changing its’ existing name.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution. Therefore, the Board recommends the Special Resolution as set out above of this Notice, for the approval of the Members.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of the authorities as may be necessary. The proposed change in the name is not due to change in line of business. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

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

The Board recommends the resolution as set out in the Notice for your approval by way of passing special resolution.

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

Suresh Savaliya
Head – Legal & Company Secretary

28 August 2020, Mumbai

NOTES / INSTRUCTIONS

1. NOTES

- 1.1 Statement pursuant to section 102 of the Companies Act, 2013 read together with the rules made thereunder, setting relevant detail and material facts is given hereto.
- 1.2 Relevant documents referred to in the Notice and statements are open for inspection electronically. Members seeking to inspect such documents can send an email on complianceofficer@epglobal.com
- 1.3 Pursuant to the provision of section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014 and all other applicable provisions, if any, of applicable law, the Resolution contained in the Postal Ballot Notice dated 28 August 2020 is being passed through Postal Ballot only through remote voting process.
- 1.4 The Postal Ballot Notice is being sent to members whose names appear in the register of members / records of the Depositories as on 28 August 2020 and is also being sent to the Members who already have their e-mail IDs registered with the Bank/ Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020.
- 1.5 Due to COVID-19 pandemic, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot as per the requirements specified under MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- 1.6 Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company at complianceofficer@epglobal.com quoting name and folio number.

2. VOTING THROUGH ELECTRONIC MODE

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered through Postal Ballot only by remote e-voting process. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

Procedure and instruction for members for e-voting (convey assent or dissent) through electronic mode is as under.

The e-voting period will commence on Tuesday, 1.09.2020 (9:00 a.m.) and will end on Wednesday, 30.09.2020 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut-off date 28.08.2020, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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.nsdl.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 113732 then user ID is 113732001***

5. Your password details are given below:
 - 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'?
 - (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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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:

How to cast your vote electronically on NSDL e-Voting system is given below:

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.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for 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 tfkhatriassociates@gmail.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 key in 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. In case of any queries or guidance for e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or Mr. Suresh Savaliya, Company Secretary on 022 24819000 / 9200 or complianceofficer@epglobal.com at corporate office