

ESSEL PROPACK LIMITED

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POSTAL BALLOT NOTICE FOR SEEKING CONSENT OF MEMBERS OF THE COMPANY

To
Equity Shareholders / Members of Essel Propack Limited

Dear Shareholder

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, Rules, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations) and Standards framed thereunder or modification or re-enactment thereof for the time being in force that the Company seeks approval of members to the resolutions, appended herein in respect to appointment of Independent Directors, alternation in articles of association, appointment of whole-time Director and directors remuneration, proposed to be passed by way of the Postal Ballot (including voting through electronic mode / e-voting).

Resolution and statement under Section 102 of the Act setting out the material facts, relevant detail and reason for the resolutions are appended herewith for your consideration. A postal ballot form and self-addressed postage prepaid envelope is also attached herewith, to facilitate casting votes for assent or dissent of members to the said Resolutions.

The Board of Directors of the Company has appointed Mr. Dharmesh Zaveri of D M Zaveri & Co, Practicing Company Secretary, to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer will submit his report after completion of scrutiny of postal ballots received from members including e-voting.

Please read carefully the instructions mentioned in this Notice and request you to convey your assent or dissent by returning the postal ballot form duly signed and filled in all respects in the enclosed self-addressed prepaid envelope, so as to reach the Scrutinizer at address mentioned thereon, on or before 5:00 p.m. on 30 September 2019. Please note that any postal ballot form received after the said date shall be treated as if such reply / postal ballot has not been received.

Results of voting will be announced on or before 1 October 2019 at 4:00 p.m. at the corporate office of the Company and said result will be declared by displaying in investor section on the Company's website <https://www.esselpropack.com>. The Result will also be displayed on notice board at registered and corporate office of the Company. The Result will also be informed to the BSE Limited and National Stock Exchange of India Limited.

Date of record/cutoff date prescribed for this purpose is 23 August 2019 to reckon voting rights of members and paid-up value of equity shares. Person who is not member on said date should treat the Notice for information purpose only.

e-voting Option: The Company is pleased to offer e-voting facility as an alternative, which would enable the members to cast votes electronically / online, instead of physical postal ballot form. e-voting is optional. Please carefully read and follow the instruction 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@ep.esselgroup.com

RESOLUTIONS

Item No. 1: Approval to appointment of Mr. Davinder Singh Brar as an Independent Director

To approve appointment of **Mr. Davinder Singh Brar** as an Independent Director and in this regard, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, approval and consent of the members be and is hereby given for the appointment of **Mr. Davinder Singh Brar** (DIN 00068502), as an Independent Director of the Company to hold office for a term of five consecutive years wef 22 August 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and actions as it may consider necessary, expedient or proper or incidental for giving effect to this Resolution and to determine the terms as may be permitted including to categorize him as non-independent, if in future he could not be considered as independent as per the Act or the Listing Regulations or if the Board and appointee so agree.”

Item No. 2: Approval to appointment of Mr. Uwe Ferdinand Roehrhoff as an Independent Director

To approve appointment of **Mr. Uwe Ferdinand Roehrhoff** as an Independent Director and in this regard, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, approval and consent of the members be and is hereby given for the appointment of **Mr. Uwe Ferdinand Roehrhoff** (DIN 05225437), as an Independent Director of the Company to hold office for a term of five consecutive years w.e.f. 22 August 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and actions as it may consider necessary, expedient or proper or incidental for giving effect to this Resolution and to determine the terms as may be permitted including to categorize him as non-independent, if in future he could not be considered as independent as per the Act or the Listing Regulations or if the Board and appointee so agree.”

Item No. 3: Approval to appointment of Ms. Sharmila Abhay Karve as an Independent Director

To approve appointment of **Ms. Sharmila Abhay Karve** as an Independent Director and in this regard, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, approval and consent of the members be and is hereby given for the appointment of **Ms. Sharmila Abhay Karve** (DIN 05018751), be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years w.e.f. 22 August 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and actions as it may consider necessary, expedient or proper or incidental for giving effect to this Resolution and to determine the terms as may be permitted including to categorize her as non-independent, if in future she could not be considered as independent as per the Act or the Listing Regulations or if the Board and appointee so agree.”

Item No. 4: Alteration or Amendment in Articles of Association

To approve alteration or amendment in Articles of Association of the Company and in this regard, to pass the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to amendments or alteration in the Articles of Association of the Company by deleting text from Clause 77(ii) of the Articles of Association as referred in explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statements 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, 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.”

Item No. 5: Appointment of Mr. Vinay Mokashi as a Whole-time Director

To appoint **Mr. Vinay Mokashi** as a whole-time director and in this regard, to pass the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to provision of sections 196, 197, 198 to 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), subject to necessary approval, if any, the consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Vinay Vyankatesh Mokashi** (DIN 02006912) as a Whole-time Director of the Company for a period of 1 year with effect from 22 August 2019, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this postal ballot notice.

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, designation and remuneration in accordance with the provision of the Act, and / or any statutory modification or re-enactment thereto 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, the Company shall pay to Mr. Vinay Mokashi the remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013 or as may be prescribed or approved by appropriate authority or otherwise permissible from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, 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, 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 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.

Item No. 6 - Remuneration to Directors

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

“RESOLVED THAT pursuant to provision of sections 197, 198 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration every year to the non-executive directors of the Company as may be appointed time to time, which may exceed one percent of the net profit of the Company for relevant financial year as computed in the manner as prescribed in section 198 of the Act or limit provided under the Act, or any other applicable provision for the time being in force, provided that overall remuneration in aggregate to all Directors shall not exceed eleven percentage of the net profit of that year and that the said remuneration shall be paid in such a manner, amount, ceilings and proportion as may be decided by the Board of Directors or committee thereof, from time to time, in addition to the sitting fees for attending meetings.

RESOLVED FURTHER THAT pursuant to provision of sections 197, 198 and applicable provisions of the Act, Rules, Schedules thereunder and applicable laws, the consent of members of the Company be and is hereby accorded for payment of managerial remuneration to the managing directors and whole-time directors of the Company, as may be appointed time to time, in excess of the percentage of the net profit of each financial year as prescribed in section 197 of the Act or provisions as may be relevant, provided that overall remuneration in aggregate to all Directors shall not exceed eleven percentage of the net profit of every relevant financial year.

RESOLVED FURTHER THAT pursuant to provision of sections 197, 198 and applicable provisions of the Act, Rules, Schedules thereunder and applicable laws, the consent of members of the Company be and is hereby accorded and Board (in this Resolution referred to as the "Board" which term shall include committee thereof) is hereby authorized to approve for payment of remuneration to Directors which may in excess of the percentage of the net profit of financial year as prescribed in section 197 of the Act or provisions as may be relevant or waive refund of excess payment, on recommendation of the Nomination and remuneration committee and as may be permitted under the Act or applicable law.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year, the Company incurs a loss or its profit are inadequate, the remuneration may be paid to Directors not exceeding limits specified under applicable provisions of Schedule V to the Companies Act, 2013 or such other limit as may be prescribed or approved by appropriate authority including any statutory modification or re-enactment thereof or otherwise permissible from time to time.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board 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 and to settle any question, 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 they may think fit."

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

Suresh Savaliya
Head – Legal & Company Secretary

22 August 2019, Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1, 2 and 3 - Appointment of Independent Directors

Section 149 of the Companies Act, 2013 (the Act) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms of five years each.

Nomination and Remuneration Committee and the Board of the Company has considered experience, qualifications, appropriate balance of skills, experience and knowledge in the Board and accordingly the Board has appointment of Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve as additional directors and to act as independent directors and further also proposed to the shareholders to approve the their appointment as Independent Directors for a first term of five consecutive years on the Board of the Company w.e.f. 22 August 2019. Appointment of the aforesaid Independent Directors will be beneficial to the Company, guide to the Board and it is desirable to avail their services as independent directors.

While recommending the said appointment, the Board has also considered the relevant criteria, attributes and policy on diversity. Remuneration of the said directors shall as may be determined by the Board and/or shareholders from time to time pursuant to the applicable provisions of the Act and Listing Regulations.

In the opinion of the Board, Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve fulfills the conditions for appointment as Independent Director as prescribed in the Act and Listing Regulations and they are independent of the management. If necessary to meet the compliance with the Act or Listing Regulations, the Board may determine the term to their extent permitted as per applicable statutory provision.

Accordingly, it is proposed to approve the appointment of Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve as Independent Directors of the Company, not liable to retire by rotation and to hold office for a first term of five consecutive years on the Board of the Company.

Profile and other relevant details of Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve is given in this Notice and be made available on the website of the Company.

Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve are not relatives of each other nor any Director of the Company. The Company has received declarations from aforesaid Directors that they meet with the criteria of independence as prescribed in Section 149 of the Act and under the Listing Regulations. The Company has received notice from member proposing their appointment, necessary disclosures, confirmation etc. in relation to the aforesaid appointment pursuant to the applicable provisions of the Act, Rules thereunder and the Listing Regulations.

The Board recommends the Resolutions set out in the Notice in relation to aforesaid matter for approval by the members of the Company.

Mr. Davinder Singh Brar, Mr. Uwe Ferdinand Roehrhoff and Ms. Sharmila Abhay Karve being appointees may be interested in the resolutions as set out in the Notice with regard to their respective appointments. The appointee and their respective relatives may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Except as mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise, in the resolutions for the above matter.

Copy of draft letters of appointment of aforesaid Directors setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

This statement may also be regarded as disclosure and compliance under the Listing Regulations and/or applicable statutory provisions.

Item No. 4: Alteration or Amendment in Articles of Association

As per provisions of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration or amendment of regulations in Articles of Association of the Company (Articles or AoA).

Keeping in view the change in Directors of the Company, the clause 77(ii) in existing Articles of Association of the Company relating to name of present directors is not required and accordingly following texts are proposed to be deleted from Clause 77(ii) of Articles.

"The following are the present Directors of the Company.

(1) Ashok Goel, (2) Boman Moradian, (3) Mukund Manohar Chitale, (4) Radhika Carlton Pereira and (5) Atul Goel."

The Board recommends the Special Resolutions set out in the Notice in relation to aforesaid matter for approval by the members of the Company. Directors, Key Managerial Personnel of the Company and any of their relatives are not in anyway, concerned or interested financially or otherwise 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.

Item No. 5: Appointment of Mr. Vinay Mokashi as a Whole-time Director

Mr. Vinay Mokashi is a Cost and Management Accountant (CMA) and Company Secretary with vast experience of accounting, finance and commercial functions in packaging, manufacturing and petrochemical industries. Mr. Vinay has been with the Company for over 20 years and presently holding the position of Chief Financial Officer.

The Nomination and Remuneration Committee and Board of Directors of the Company has recommended the appointment of Mr. Vinay as Whole-time Director on the terms and remuneration as mentioned in the resolution and herein.

The terms of re-appointment and remuneration to be paid to Mr. Vinay as a Whole-time Director of the Company, *inter alia*, subject to the limit prescribed under section 197 of the Companies Act, 2013 (the Act), Schedule V and applicable provisions of the Act are as under.

1. **Salary:** Basic Salary and allowances ₹ 618291 per month.
2. **Increment:** Annual increment in Basic Salary shall as may be approved by Nomination & Remuneration Committee (NRC) / Board of Directors, keeping in view performance of the Company or his achievement or role and responsibilities.
3. **Perquisites and benefits:** He shall also be entitled to perquisites, allowances, benefits etc as per employees' policy of the Company from time to time, retirement benefits, and such other allowances or benefits as may be approved by the Board.
4. **Variable Remuneration:** In addition to the salary, perquisites, allowances etc, Mr. Vinay Mokashi shall be entitled to receive remuneration by way of variable pay or performance linked bonus as may be determined by the Board / Nomination and Remuneration Committee.
5. The office of the whole-time director may be terminated by the Company or the concerned Director by giving the other one month prior notice in writing.

The terms and conditions for re-appointment and payment of remuneration may be altered and varied by the Nomination and Remuneration Committee / Board as it may be necessary and decide from time to time.

Upon his appointment or regularization in next meeting of the shareholders or passing appropriate resolution appointing him as a Director as per requirement of the Act, he will continue as a whole-time director.

Details relating to directorship in other companies, relation with other directors, shares held and other details are given separately in this Notice.

The Board of Directors are of the opinion that the appointment of Mr. Vinay Mokashi as a whole-time Director is advisable and accordingly recommends 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 as may be applicable or necessary including written memorandum pursuant to section 190 of the Act.

Mr. Vinay Mokashi, being appointee is interested in the resolutions as set out in this Notice with regard to his appointment. The appointee and his respective relatives may be deemed to be interested in the resolutions to the extent of his shareholding interest in the Company.

Except as mentioned above, none of the Directors and Key Managerial Personnel of the Company and his relatives is interested or concerned, financially or otherwise, in the resolutions for the above matter.

Item No. 6: Remuneration to Directors

The shareholders in the Annual General Meeting held on 30 June, 2015 approved the payment of remuneration to Non-executive / independent directors of the Company not exceeding one percent of the net profits of the Company. Passing of the resolution as set out in the notice shall be in supersession of the earlier resolution.

In view of the change and expansion of the Board and committees, contributions are being made and increased responsibilities shouldered by the Non-executive Directors, it is appropriate that they be paid remuneration every year by way of commission as set out in the Special Resolution under Item No. 6 of the accompanying notice.

In accordance with sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and all the other applicable statutory provisions, it is proposed that the Directors of the Company who are holding positions of director time to time, be remunerated by way of commission or remuneration, in addition to sitting fees and reimbursement of expenses for attending the meetings, in such a manner as set out in the said resolution and explanatory statement and it is also advisable to the Board in this respect and while the Directors acting pursuant to the resolution, shall not be considered as interested or concerned.

The resolution will be valid or in force until otherwise decided by way of passing resolutions by members or as permitted under the Companies Act 2013 or applicable laws. The resolution shall be effective from passing of the same and also for remuneration of directors for the financial year 2019-20 and onwards.

It is desirable, as a matter of abundant caution and compliance also, to approve for payment of managerial remuneration and remuneration to all Directors, 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 shall not exceed eleven percent of the net profit of any or relevant financial year. As an enabling approval, if necessity arise and the Board thinks desirable, it is also proposed to approve the remuneration to Directors which may in excess of the percentage of the net profit of financial year as prescribed in section 197 of the Act or provisions as may be relevant or waive refund of excess payment, if the Nomination

and remuneration committee recommends the same or as may be permitted under the Act or applicable law.

Section 197(1) of the Act *inter alia* provides that the total managerial remuneration to its directors, including managing directors and whole-time directors (Managerial Persons) in respect to any financial year shall not exceed eleven percent 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 five percent of annual net profit and if there is more than one such Managerial Person, with approval of the Company by a special resolution and accordingly it is proposed to members for passing the resolution. The section also provides that remuneration can be paid to non-executive directors in excess of the limit of one percent or three percent of the net profit of the Company of any or relevant financial year with approval of the Company by a special resolution and accordingly it is proposed to members for passing the resolution and authorize the Board in this respect.

The Remuneration Committee of the Board has considered and recommended for payment of remuneration to the Directors as set out in the aforesaid Resolutions and in this explanatory statement.

The Board recommends the resolution relating to remuneration of Directors as set out at Item No. 6 of the Notice and explanatory statement for your approval by way of passing special resolution.

All Directors may be deemed to be concerned or interested in the Resolution. Key Managerial Personnel of the Company, except CFO and whole-time director, and any of their relatives are not in anyway, concerned or interested in the resolution.

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

Suresh Savaliya
Head – Legal & Company Secretary

22 August 2019, Mumbai

NOTES / INSTRUCTIONS

1. NOTES

- 1.1 Statement pursuant to section 102 of the Companies Act, 2013 setting relevant detail and material facts is given hereto.
- 1.2 Relevant documents referred to in the Notice and statements are open for inspection by the members at the registered office and corporate office of the Company on all working days.
- 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 the applicable law, the Resolutions contained in the Postal Ballot Notice dated 22 August, 2019 are being passed through Postal Ballot including voting through electronic means.
- 1.4 The Notice is being sent to all members by post and electronically by email to those members whose emails are registered with the Depository / Company. The Notice is being sent to members whose names appear in the register of members / records of the Depositories as on 23 August 2019.

2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

- 2.1 A member desiring to exercise vote in favor / assent (FOR) or vote against / dissent (AGAINST), shall put 'Tick Mark' in appropriate column in the Postal Ballot form, duly sign and complete the Postal Ballot Form and return it in the enclosed self-addressed prepaid envelope, so as to reach to the Scrutinizer on or before 5:00 p.m. on 30 September 2019.
All Postal ballot forms received after said date will be strictly treated as if the reply from such shareholder has not been received.
The self-addressed pre-paid postage envelope addressed to Scrutinizer attached to this Notice bears the address to which duly completed postal ballot form is to be sent by post. Postage will be borne and paid by the Company. Envelopes containing postal ballots, if sent by courier or registered post at the expenses of member will also be accepted. The envelope may also be deposited personally at the address given thereon.
- 2.2 Members are requested to exercise voting right by using the Postal Ballot Form provided by the Company. No other form or photocopy of the form is permitted.
- 2.3 The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholder in a joint holding, the Form may be completed and signed by next named shareholder. The signature on the Postal Ballot Form should be as per specimen signature registered with the Company or depository.
- 2.4 Where the postal ballot has been signed by an authorized representative of body corporate, companies, trusts, societies etc, the duly completed Postal Ballot Form should be accompanied by an original or certified copy of board resolution or proper authority, in respect to voting.
- 2.5 A member may sign the form through an Attorney appointed for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
- 2.6 Only members entitled to vote is entitled to fill-up, sign and return the postal ballot form. Any recipient of the Notice who has no voting rights should treat the Notice as intimation / information purpose only.
- 2.7 Members are requested not to send any other papers along with the postal ballot form.
- 2.8 Postal Ballot Forms which are incomplete, unsigned, incorrectly filled, materially defaced, not in accordance with the Instructions and not in compliance with the Act, Rules and Secretarial Standards will be liable to reject by the Scrutinizer. Votes would be considered invalid on such grounds which in opinion of the Scrutinizer makes the votes invalid.

3. 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 resolutions proposed to be considered through Postal Ballot by electronic means and the

business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

Members have an option to vote either through e-voting or through postal ballot form. If a member has opted for e-voting, then should not vote by postal ballot also and *vice versa*. However, in case members cast vote both via physical ballot and e-voting, then voting through physical postal ballot shall be treated as invalid. 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 01 September 2019 (9:00 a.m.) and will end on 30 September 2019 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cutoff date 23 August 2019, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

To obtain duplicate copy of the Notice and Postal Ballot in physical form, members may send a request to the Company at complianceofficer@ep.esselgroup.com or write to Company Secretary at Corporate Office. Members receive email but do not want to avail the e-voting facility, may send a request on said email for physical copy of the Notice and Postal Ballot.

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 101456 then user ID is 101456001***

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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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?

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 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 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, 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@ep.esselgroup.com at corporate office

DETAILS OF DIRECTORS SEEKING APPOINTMENT

Name of Directors	Mr. Davinder Singh Brar	Mr. Uwe Ferdinand Roehrhoff
Director Identification No.	00068502	05225437
Nationality	Indian	Germany
Date of Birth	21 August 1952	29 April 1962
Qualifications	BE (Electrical) and MBA	Diplom Kaufmann, University of Cologne, Germany
Expertise in functional field and brief resume	He was associated with the Pharmaceutical Industry for three decades. He was the CEO and Managing Director of Ranbaxy in 1999. He is a founder of GVK Biosciences. Mr. Brar was involved with some of the premier Research and Educational institutions in India. He has served as a Member on the Board of National Institute of Pharmaceutical Education and Research (NIPER), SAS Nagar and as a member of the Board of Governors of the Indian Institute of Management, Lucknow (IIML).	He has a rich experience in pharmaceutical and healthcare sector at global level. He has been CEO and Director of reputed multinationals.
No. of Shares held in the Company	Nil	Nil
Directors in other companies	1 Wockhardt Limited 2 Mphasis Limited 3 Maruti Suzuki India Limited 4 Mountain Trail Foods Pvt. Ltd. 5 Madhubani Investements Pvt. Ltd. 6 GVK Davix Research Pvt. Ltd. 7 Excelra Knowledge Solutions Pvt. Ltd. 8 GVK Davix Technologies Pvt. Ltd. 9 Davix Management Services Pvt. Ltd. 10 Green Vally Land and Development Pvt. Ltd.	Nil

Name of Directors	Mr. Davinder Singh Brar	Mr. Uwe Ferdinand Roehrhoff
	11 Suraj Hotels Pvt. Ltd. 12 Suraj Overseas Pvt. Ltd. 13 GVK Biosciences Pvt. Ltd. 14 Docplexus Online Services Pvt. Ltd.	
Chairman/member of the board committee of other companies.	1. Mphasis Ltd – Audit Committee – Member; Nomination and Remuneration Committee – Member; Stakeholders Relationship Committee – Chairman; Share Transfer Committee – Member; CSR Committee – Member; Strategy Committee – Member; Treasury & Operations Committee – Chairman; ESOP's Compensation Committee – Member 2. Wockhardt Ltd – Audit Committee – Member; CSR & Risk Management Committee – Member; Stakeholders Relationship Committee – Member; Nomination & Remuneration Committee – Chairman 3. GVK Biosciences Pvt. Ltd. – Audit Committee – Member; Compensation Committee – Chairman; CSR Committee – Member 4. Maruti Suzuki India Ltd – Stakeholders Relationship Committee – Member; Audit Committee – Chairman; Nomination & Remuneration Committee - Chairman	Nil
Date of appointment, meetings attended and remuneration.	Appointment date as referred in resolution. Being this is new appointment, detail relating to meeting etc is not relevant.	Appointment date as referred in resolution. Being this is new appointment, detail relating to meeting etc is not relevant.
Relationship with other director, manager and KMP	None	None

Name of Directors	Ms. Sharmila Abhay Karve	Mr. Vinay Mokashi
Director Identification No.	05018751	02006912
Nationality	Indian	Indian
Date of Birth	08 April 1965	03 July 1959
Qualifications	FCA	B.Com, AICWA & ACS
Expertise in functional field and brief resume	She retired as an audit partner from Price Waterhouse and represented her firm to SEBI, SFIO and MCA. She has vast and varied experience in Indian GAAP, Ind AS, and IFRS. In her role as an audit partner, she has served prestigious clients both Indian and Multinational.	He has vast experience of accounting, finance and commercial functions in packaging, manufacturing and petrochemical industries. Mr. Vinay has been with the Company for over 20 years.
No. of Shares held in the Company	Nil	17328
Directors in other companies	School for Social Entrepreneurs India	Nil
Chairman/member of the board committee of other companies.	Nil	Nil
Date of appointment, meetings attended and remuneration.	Appointment date as referred in resolution. Being this is new appointment, detail relating to meeting etc is not relevant.	Appointment date as referred in resolution. Mr. Vinay being CFO attended Board and committee meetings.
Relationship with other director, manager and KMP	None	None



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@ep.esselgroup.com, www.esselpropack.com

Sr. No.

POSTAL BALLOT FORM

1. Name & registered address of the sole / first :
named shareholder

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

3. Registered folio Number or DP ID No. & :
Client ID No.

4. Number of Equity Shares held :

I / We hereby exercise my/our vote in respect of the resolution to be passed through postal ballot for the business stated in the notice dated 22 August 2019, of Essel Propack Limited (the "Notice") by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (√) at the appropriate column below.

S. No.	Description of Resolution	No. of Equity Shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1.	To approve appointment of Mr. Davinder Singh Brar as an Independent Director			
2.	To approve appointment of Mr. Uwe Ferdinand Roehrhoff as an Independent Director			
3.	To approve appointment of Ms. Sharmila Abhay Karve as an Independent Director			
4.	To approve Alteration or Amendment in Articles of Association			
5.	To approve appointment of Mr. Vinay Mokashi as a Whole-time Director			
6.	To approve remuneration to Directors			

Place:

Date:

Signature of Shareholder

Note: Please read carefully the instructions before exercising the vote. Relevant instructions are given in the Notice, including last date of receipt of postal ballot form, period for evoting etc. valid Postal ballot forms received by the scrutinizer on or before last date of receipt shall be considered.