



1 June 2020

Corporate Service Department BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Listing Department National Stock Exchange of India Ltd Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai 400 051
Scrip: Equity 500135. NCDs 957238	Trading Symbol: ESSELPACK

Ref.: Essel Propack Limited

Sub.: Notice of Postal Ballot dated 25 May 2020

Dear Sirs,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, we are submitting herewith the Notice of Postal Ballot dated 25 May 2020 (the Notice) for passing ordinary and special resolutions by way of the Postal Ballot (including e-voting) in respect to the business as mentioned in the Notice.

Members can exercise their votes either by way of postal ballot forms or through evoting. The evoting period will commence on 2 June 2020 and will end on 1 July 2020. During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cutoff date as mentioned in the Notice can cast their votes. Last date for receipt of postal ballots is 1 July 2020. Members should go through the Notice and refer instructions before exercising their votes.

Kindly take the above on record and acknowledge the receipt.

Thanking you

Yours faithfully
For Essel Propack Limited



Suresh Savaliya
Head - Legal & Company Secretary

Encl.: As above
Filed on online



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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 (**Company**) seeks approval of members to the resolutions, appended herein in respect to (a) approval to employees stock options scheme (b) remuneration to Directors and (c) ERI plan, proposed to be passed by way of the Postal Ballot (including voting through electronic mode / e-voting).

The resolutions and explanatory statement under Section 102 of the Act setting out the material facts, relevant detail and reason for the resolution are appended herewith for your consideration (**Proposed Resolutions**). 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 Proposed 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.

We request you to read carefully the instructions mentioned in this Notice and 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 1 July 2020. 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.

Result of voting will be announced on or before 2 July 2020 at 11:00 a.m. or around at the corporate office of the Company and the said result will be declared by displaying in investor section on the Company's website <http://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/cutoff date prescribed for this purpose is 22.05.2020 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.

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@epglobal.com

RESOLUTIONS

Resolution No. 1: Approval of the Employees Stock Options Scheme 2020 for the Employee of the Company, and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Section 62 of the Companies Act 2013 (the Act), rules made thereunder and applicable provisions of the Act, Securities Exchange Board of India (Share Based Employee Benefits) Regulations 2014, the circulars issued by SEBI, the Foreign Exchange Management Act (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 law, notifications, circulars, rules and clarifications, guidance as may be applicable and relevant (collectively all aforesaid referred to in this Resolution and explanatory statement as the Applicable Laws) and subject to requisite approvals of the SEBI, Stock Exchanges and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approvals as may be agreed by the Board of the Company, the approval of the members of the Company be and is hereby accorded to the "Employee Stock Option Scheme 2020" (the ESOS2020 or Scheme or Plan) the salient features of which are mentioned in the Explanatory Statement to this Notice and as finalized / modified time to time; and That the Board be and is hereby authorized to introduce, offer, issue, grant, vest and allot share based incentives and/or Options (the Options); from time to time and in one or more form and tranches, to such persons who are in the permanent employment of the Company, whether working in India or out of India, whole-time directors, managing directors, non-independent directors of the Company, employees of the Company's subsidiaries as may be approved by the Members, and to such other persons as may from time to time be allowed to be eligible for the incentives and Options under the ESOS2020 or on their behalf or benefits, as per the Applicable Laws from time to time (all such persons are hereinafter collectively referred to as the **Eligible Employees**), on such terms, conditions, price and manners as referred in this Resolution, explanatory statement and/or ESOS2020 including modification thereof.

RESOLVED FURTHER THAT the number of equity shares underlying the Options and/or equity linked instruments which would give rise to issue of equity shares (hereinafter referred to as the Shares) of the Company to be exercisable, subscribed, issued, offered and allotted under the Scheme shall not exceed 6,500,000 (Six Million Five Hundred Thousand) equity shares of the Company of face value of Rs. 2 each fully paid-up.

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 Compensation Committee / Nomination and Remuneration Committee, or any other committee as may be decided by the Board) be and is hereby authorized to issue and allot such number of equity shares within the limit as set above and may be required to be issued and allotted upon exercise of any Option or as may be necessary in accordance with the terms of the offering, Options, and all the Shares so issued and allotted pursuant to the Scheme shall rank pari passu with the equity shares of the Company in all respects, exist at the time of allotment.

RESOLVED FURTHER THAT, the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, revisions, suspend, terminate, windup, substitute, withdraw or revive the provisions of the ESOS2020 or to the terms of the Options Granted and/or Vested, including modifications to the quantum and price of such Options, from time to time, as may be permitted or not in violation of the Applicable Laws, as it may deem fit, necessary or desirable, without requiring to secure any further approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to, and the Board be and is hereby authorized for, the following.

- a) devise, formulate, evolve, decide upon and bring into effect the ESOS2020 in accordance with the terms approved in this resolution and as per provisions of the Applicable Laws, at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Scheme in whole or part.
- b) take necessary steps for listing of the Shares allotted under the Scheme on the stock exchanges as per the provisions of the SEBI Regulations / Applicable laws.
- c) re-price the Options at any time as it deems fit, which are not exercised, if the exercise price of the Options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees.
- d) determine to implement the Scheme through Trust or intermediary or agency or escrow mechanism (collectively referred to as the "Intermediary") for all or any class of Eligible Employees in such manner as may be administratively convenient or otherwise in the interest of them and do all such necessary actions and deeds in this respect, and decide to allot Shares to Intermediary and it may also envisage for providing of financial and other assistance to the Employees or Intermediary to subscribe, hold and/or sell the Shares on behalf of the Eligible Employees.
- e) determine and conform to the accounting policies prescribed from time to time under the SEBI Regulations / Applicable Laws to the extend relevant to the ESOS2020.
- f) determine about the criteria relating to identify Eligible Employees to whom benefit of the Scheme to be extended, criteria for Grant, vesting period, exercise price, vesting schedule, vesting conditions, withdraw, lapse or expiry of the Options and matter relating thereto.
- g) determine about adjustment in number of Options and/or exercise price as may reasonably necessary in case of corporate action including subdivision or consolidation of shares, bonus shares, merger or other reorganisation of capital structure of the Company, as it thinks appropriate to adjust.
- h) appoint or authorize or direct to appoint intermediaries, professionals, agencies, advisors, merchant bankers, corporate trustee, banks, authorized dealers, valuers, consultants, brokers, agents, escrow agents, administrator, representative assessee, guarantor, special purpose vehicle and representatives as may necessary or incidental for implementation or administration of the Scheme or as it may, in its absolute discretion, deem fit, including to bear, receive and disburse monies on behalf of the Eligible Employees.
- i) to determine, if it thinks necessary, the manner to incentivise and reward the Eligible Employees / Options holders in circumstances where they would not be able to avail the due benefits of the Options because of destitution or administratively beyond control or their peculiar conditions or foreign nationals. It may also devise policy or mechanism in substitute for cash settled stock appreciation rights for such Grantees for their benefits and facilitate.

RESOLVED FURTHER THAT the Board be and is hereby authorized in its absolute discretion deem fit; for the aforesaid purpose, to give effect to this resolution and the Scheme as may be necessary time to time; to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to Committee, Company Secretary, Officer of the Company or any other person 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.

Resolution No. 2: Approval of the Employees Stock Options Scheme 2020 for the Employee of the Company's subsidiaries, and in this respect to consider and, if thought fit, to pass the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Section 62 of the Companies Act 2013 (the Act), rules made thereunder and applicable provisions of the Act, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, circulars issued by SEBI, the Foreign Exchange Management Act (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 clarifications, guidance as may be applicable and relevant (collectively all aforesaid referred to in this Resolution and explanatory statement as the Applicable Laws) and subject to requisite approvals of the SEBI, Stock Exchanges and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approvals as may be agreed by the Board of the Company, the approval of the members of the Company be and is hereby accorded and authorize the Board to extend the benefits of the Employee Stock Option Scheme 2020 as referred in Resolution no. 1 of this Notice to read with the explanatory statement, to the existing and future employees of the Company's

subsidiaries including foreign entities, present and future; and to introduce, offer, issue, grant, vest and allot share based incentives and/or Options (the Options); from time to time and in one or more form and tranches, to aforementioned persons or on their behalf or benefits (Employees of the Company referred to in the Resolution no. 1 and employees of the Subsidiaries, collectively referred to as the “Eligible Employees”) as per the Applicable Laws from time to time.

RESOLVED FURTHER THAT the total number of Options granted to Eligible Employees of the Company and its subsidiaries and underlying equity shares of Company, in aggregate, shall not exceed the number as referred in the Resolution no. 1 to read with the explanatory statement.

RESOLVED FURTHER THAT the terms, powers and provisions of the Resolution no. 1 to read with explanatory statement and the Scheme, shall be applicable in relation to the employees of the Subsidiaries as may be relevant or variation as the Board thinks fit.

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 Compensation Committee / Nomination and Remuneration Committee, or any other committee as may be decided by the Board), be and is hereby authorized in its absolute discretion deem fit; to give effect to this resolution as may be necessary time to time; to exercise powers and do necessary acts and deeds as referred in the Resolution no. 1 and the Scheme in relation to this resolution, employees of the Subsidiaries, to devise different rules, criteria, mechanism, incentive plans etc for employees of the Subsidiaries, if necessary, to do such actions and deeds, obtain approvals, statutory, contractual or otherwise, approve / authorize to sign and execute all deeds, agreements, undertakings, applications, representation, documents and writings, to delegate all or any of the above powers to Committee, Company Secretary, Officer of the Company or any other person 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.

Resolution No. 3: To approve Remuneration of Directors and in this respect to consider and, if thought fit, to pass the following resolution as a special resolution.

“**RESOLVED THAT** pursuant to provisions 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, SEBI (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 approval, if any; consent of the members of the Company be and is hereby accorded and the Board is hereby authorized, to approve payments of remuneration to managing directors, whole-time directors, executive directors and other directors of the Company time to time and as and when the Board thinks it appropriate, in excess of the ceiling or percentage of the net profit of financial year as prescribed in section 197 of the Act or provisions of the Act as may be relevant; or waive the refund of excess payment or remuneration made to directors.

RESOLVED FURTHER THAT the Board of Directors (in this Resolution and explanatory statements referred to as the “Board” which term shall include committee thereof), be and is hereby authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, 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”.

Resolution No. 4: To approve ERI Plan and in this respect to consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution.

RESOLVED THAT pursuant to Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI regulations as may be applicable in this regard, applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Foreign Exchange Management Act, 1999 and regulations framed thereunder and such other laws as may be applicable, the approval of the members be and is hereby accorded to participation of employees (including executive directors) of the Company and its subsidiaries (such employees as may be identified and selected by Epsilon BidCo Pte. Ltd. (**Epsilon**) from time to time) in the **Epsilon Group Exit Return Incentive Plan** (the **ERI Plan**) (as amended from time to time) which is proposed to be adopted by Epsilon.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to Epsilon to offer the ERI Plan to the employees (including executive directors) of the Company and its subsidiaries (such employees as may be identified and selected by Epsilon from time to time), under which Epsilon will grant cash awards, inter alios, to certain identified employees of the Company and its subsidiaries upon disposal of all of the interests held directly or indirectly by Epsilon in the Company (**Exit**), and the quantum of such cash awards will be linked to (and paid from) the net proceeds eventually realised by Epsilon from the Exit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorised to take such steps and actions as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company is hereby authorized to discuss and agree with Epsilon, and do all such acts, deeds and things, as may be necessary for the purpose of finalizing, modifying, amending, or negotiating, the ERI Plan with Epsilon, to the extent considered necessary, including but not limited to, determining the terms and conditions on which such ERI Plan will be made available to the employees of the Company and its subsidiaries from time to time.

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

Suresh Savaliya
Head – Legal & Company Secretary

25 May 2020, Mumbai

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013 OR
APPLICABLE STATUTORY PROVISIONS.**

Resolution no. 1 and 2 - Employees Stock Options Scheme

Human resource can be considered as the key resource for the success, growth and continuous development of the Company. Therefore, to reward the employees' contribution in success, to motivate them for continuous development and to enable them to participate in growth and success of the Company, with objectives of maximizing the shareholders' value, it is proposed to introduce an Employee Stock Option Scheme 2020. The Scheme would not only enable the Company to attract and motivate employees by rewarding performance as also to retain best talents but also enable the employees to develop a sense of ownership with the organization. Stock Option Scheme also creates a common sense of ownership between the Company and its certain employees, paving the way for a unified approach to the common objective of enhancing overall stakeholders value.

Essel Propack Limited (the Company or EPL) is adopting Employee Stock Option Scheme 2020 (the ESOS2020 or Scheme or Plan) for incentivizing, inducing, rewarding and motivating the Employees to contribute effectively towards the future growth and profitability of the Company, align the Employees towards a common objective of creating value for the Company as well as to induce the Employees to remain in the service of the Company.

Pursuant to applicable provisions of the SEBI Regulations and Applicable Laws, key details, salient features and disclosures are set out below.

a) Brief description of the scheme - ESOS 2020

ESOS2020 is intended to reward the Eligible Employees for their performance or knowledge and to motivate them to contribute to the growth of the Company. The Scheme is being introduced with intent to incentivise, induce and reward the Employees to participate in growth of the Company.

The Nomination and Remuneration Committee and the Board of Directors in its meeting held on 22 May 2020, with the view of achieving management participation in the growth of the Company and to encourage value sharing with certain employees and with intent to reward their efforts, proposed to introduce the ESOS2020.

b) Total number of Options to be Granted

The total number of Options that may in aggregate be granted shall be such number that would entitle the Grantees (Eligible Employees of the Company and its subsidiaries) to acquire, subscribe and apply for allotment, in one or more tranches, such equity shares of the Company not exceeding 6,500,000 Equity Shares of Rs. 2 each. Upon exercise, each Option entitles the relevant Grantee to one Equity Share. In case of Corporate Action as referred in the Resolution / Scheme, appropriate adjustment shall be made.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Employees, as defined under the SEBI Regulations, of the Company and its subsidiary companies, whether working in India or abroad, will be entitled to participate in the ESOS2020, subject to the fulfilment of such eligibility criteria as may be specified in the SEBI Regulation, Applicable Laws and/ or as may be determined by the Board.

The Scheme shall not extend to any Promoter or those belonging to the Promoters Group or to any Director, who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares. The Scheme shall also not extend to the independent directors of the Company. The Scheme shall not be extended to those who are not eligible as per the Applicable Laws.

d) Requirements of vesting and period of vesting

The vesting of the Options would be subject to the terms and conditions as may be stipulated by the Board from time to time including performance of the employees, efforts or performance of the Eligible Employees of the Company and its subsidiaries or such other terms. The vesting period and conditions of the Options shall be as may be determined by the Board or as mentioned in the Scheme. The number of Options and terms of the same including the vesting period may vary at the sole discretion of the Board.

e) Maximum period within which the Options shall be vested

The maximum period within which the Options shall vest will be five years after the date of Grant or such other period as decided by the Board.

f) Exercise price or pricing formula

The exercise price shall be the Market Price subject to a discount, if any, of up to forty per cent (40%), as may be determined by the Board. The Exercise Price shall be price per Option payable by an Employee upon Exercising the Option.

g) Exercise period and process of exercise

The Exercise period would be 36 months from the date of Vesting in accordance with the Vesting Schedule or such other period as may be decided by the Board.

The vested Options are exercisable by the Eligible Employees by a written application to the Company / Intermediary expressing his/ her desire to exercise such Options in such manner and on execution of such documents, as may be prescribed by the Board from time to time.

h) Appraisal process for determining the eligibility of employees for the Scheme

The Options to be granted to the Eligible Employees would be based on the criteria or appraisal procedures as determined by the Board. The appraisal process for determining the eligibility of the employees will be guided by any one or more parameters including seniority of employee, length of service, performance, merit of the employee, role in management, technical knowledge, future potential, strategic competency, specific project handled and / or such other criteria that may be determined by the Board at its sole discretion.

i) Maximum number of Options to be issued per employee and in aggregate

The number of Options to be granted to an Eligible Employee under ESOS2020 can be decided by the Board as referred in the Resolutions and the Scheme.

However, the maximum number of Options that may be granted per Eligible Employee under the Scheme, in any financial year or in aggregate, shall not be more the limit prescribed in this respect under the Applicable Laws, if any.

j) Maximum quantum of benefits to be provided per employee under the Scheme

Same as mentioned in Sr (i) above.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Board shall administer the Scheme through a Trust / itself / Committee or through intermediary or in combination as it deems fit or as referred in the Resolutions. It is intended to administer or implement the Scheme through Trust / intermediary to facilitate Grantees or class of grantees for exercise of options, unless the same is not feasible or not beneficial for Grantees or if the Board decides otherwise.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The Scheme contemplates only new issue of Shares / securities by the Company.

m) Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms etc.

In case the Board decides to carry out cashless scheme or necessary to facilitate class of employees as referred in the Resolutions, the Company may give loan to the trust or intermediary or empanel brokers in this respect, as may be permitted under the Applicable Laws. Tenure, repayment and other terms of the loan shall be as may be decided by the Board. Amount of the loan shall not exceed the amount of exercise price or as may be necessary to implement the policy in this respect. Loan amount shall be utilized only to facilitate cashless exercise. Repayment of the principal amount of loan and interest thereon, if any, shall be repaid within one year of disbursement or as may be approved by the Board.

n) Maximum percentage of secondary that can be made by the trust for the purposes of the Scheme

Not applicable

o) Statement relating to the accounting policies as specified in regulation 15

The Company shall follow the relevant Indian Accounting Standards (Ind-AS) or accounting standards, accounting policies and guidance note on accounting for employees share based payments as may be prescribed from time to time and applicable, including the disclosure requirements.

p) The method which the company shall use to value the Options

To calculate the employee compensation cost, the Company shall use the fair value method for the valuation of the Options granted.

In case the Company follows the intrinsic value method for computing the compensation cost, the difference between the employee compensation cost so computed and employee compensation cost that shall have been recognized, if the Company had used fair value of the units shall be disclosed in the Board's Report and also the impact of the difference on the Profits and the Earnings Per Share of the Company shall also be disclosed by the Company in the Board's Report.

Regulation 6(1) of the SEBI Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution. Further, as ESOS2020 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act 2013. Accordingly, the Special Resolution for the subject matter as set out in this Notice is proposed for approval by members.

As per Regulation 6(3) of the SEBI Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary companies. Accordingly, separate special resolution seeking the approval of the members for extending the benefits of the Scheme to the employees of subsidiary companies if and when be decided by the Board from time to time, is proposed for approval. Provisions, powers and approvals referred in the Resolution no. 2 shall be applicable to this resolution and matter relating thereto.

The Options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Scheme conforms to the applicable provisions of the SEBI Regulations / Applicable Laws.

Copy of the Scheme will be made available for inspection or provided to the members on written request to the Company Secretary at corporate office. The copy of the draft Scheme is also being posted on website of the Company under Investors section.

The word "the Board" shall be read and included the Compensation Committee / Nomination and Remuneration Committee and accordingly powers granted to, or exercisable by, the Board as referred in this resolution and explanatory statement or otherwise, shall be exercisable by the aforesaid Committee, unless context requires otherwise or the Board resolve so.

Notwithstanding anything contained in this resolution and the explanatory statement thereto, the Board would have the absolute discretion to determine the employees eligible to be granted the Options under the Scheme and the quantum of options to be granted to any one or more Eligible Employees.

To facilitate and as may be necessary keeping in view the administratively convenient or otherwise in the interest of the Eligible Employees / Grantee as the Board may think fit, the Board may provide for to administrate and/or implement the Scheme through trust or similar intermediary or any other appropriate mode, for the interest and benefit of the eligible employees or as may be requested by the Eligible Employees / Grantees.

The Board recommends the above referred Special Resolutions of the accompanying Notice for your approval.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options and allotted Shares under the Scheme may be considered as concerned or interested in the Special Resolutions. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

Resolution No. 3 - Remuneration of Directors

As per Section 197 of the Companies Act 2013 (the Act) overall managerial remuneration payable by the Company to its directors, including managing director and whole time director and its manager in respect of financial year can be more than the ceiling or percentage of profit as prescribed in the Act, with approval of the members by special resolution.

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 persons in excess of five / ten percent of annual net profit, with approval of the Company by a special 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. Accordingly, it is proposed to members for passing the resolution and authorize the Board in this respect.

As an enabling approval, if necessity arise and the Board thinks desirable, it is proposed to authorize the Board to approve the payment of remuneration to managing directors, whole-time directors, executive directors and other directors, 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. Necessity may arise to pay remuneration to Directors in excess of the ceiling in case in any one or more financial years, the net profit is not at par or lower or inadequate or there may be circumstances wherein need to pay to Directors in one or other form of remuneration including retirement benefit, gratuity, leave encashment, perquisite, salary, variable pay and others.

The resolution will be valid or in force until otherwise decided by passing resolution 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 / excess payment, if any for the financial year 2019-20 and onwards. The resolution shall be in supersession of earlier resolution in case of any conflict of provision or whenever context so arise.

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

Directors, present and future would be considered as interested or concerned in the Resolution. Other Key Managerial Personnel of the Company and any of their relatives are not in anyway, concerned or interested in the resolution.

Resolution no. 4 - Exit Return Incentive Plan (the ERI Plan)

Epsilon BidCo Pte. Ltd. (**Epsilon**), being the promoter of the Company, is proposing to adopt a plan – the “Exit Return Incentive Plan” (**ERI Plan**). The ERI Plan will reward certain identified employees of the Company and its subsidiaries at the time that Epsilon disposes all its interests (direct or indirect) in the Company (**Exit**).

The ERI Plan is intended to be a means to incentivise and motivate such employees for working towards the growth of the Company and to create value for its shareholders and other stakeholders.

Under the ERI Plan, Epsilon proposes to give the identified employees cash awards from the proceeds it realises from the Exit, subject to satisfaction and achievement of certain performance based parameters and thresholds at the time of Exit (as determined by Epsilon from time to time).

The quantum of the cash awards made to the employees will depend on the returns realised by Epsilon from the proceeds of the Exit, and the timing of such returns.

The key features of the ERI Plan are as follows:

1. Epsilon will offer to certain identified employees (and such other employees who may be identified from time to time) of the Company and its subsidiaries, a discretionary cash award at the time of Exit;
2. The quantum of the cash award will depend (among others) on the timing of the Exit, and the ‘internal rate of return’ and the ‘multiple of invested capital’ on the net proceeds eventually realised by Epsilon from such Exit.
3. Subject to Epsilon achieving the identified return thresholds, the indicative amount of cash awards for the eligible employees (collectively) may range between 2.5% (two point five percent) and 4.2% (four point two percent) of the net proceeds realised by Epsilon from the Exit. If the threshold returns are achieved, at the lower end of the range, the total cash award would be up to US \$22 million. The maximum cash award which will be granted under the ERI Plan would be up to US \$89 million. No pay-outs will be made under the ERI Plan if the identified threshold returns are not satisfied in an Exit. Each employee’s share in the cash awards will be determined by the board of Epsilon in terms of the ERI Plan.
4. The range of cash awards set out in paragraph 3 above are an indicative in nature, and actual pay-outs may depend on various factors and terms as may be set out in the ERI Plan or determined by Epsilon from time to time.
5. Further, the payment of the cash award will be subject to the satisfaction of additional conditions at Exit, including the following: (a) average annual EBITDA growth of the Company on a consolidated basis (basis the last audited consolidated financial statements) at a minimum percentage as may be determined by Epsilon during the Specified Period; and (b) the average annual return of invested capital of the Company on a consolidated basis (basis the last consolidated audited financials) being at least the minimum percentage determined by Epsilon during the Specified Period.

Specified Period means a period equal to the days elapsed from (a) the later of the start date of such an employee’s employment and 22 August 2019 to (b) such employee’s cessation date, both dates inclusive.

6. The payment of cash awards will be made by Epsilon from the proceeds realised by Epsilon from the Exit and there will be no financial impact/ burden on the Company.
7. The offering or participation in the ERI Plan will not imply a guaranteed Exit, nor will it imply any intent on the part of Epsilon or its affiliates to passively dispose of its interests in the Company. The ERI Plan merely intends that, if in future, there is an Exit, Epsilon will show its appreciation and gratitude to the identified employees for their hard work, dedication, time and efforts towards the growth of the Company and the value which they create for its shareholders. The payment of such cash awards is intended to be a gesture of appreciation and recognition towards the identified employees and their contribution to the growth of the Company and the value which they create for all shareholders.

Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) mandates that no employee (including key managerial personnel or director or promoter) can enter into any agreement with any shareholder (of the listed entity) or any other third party for compensation or profit sharing in connection with dealings in the securities of the listed entity, unless prior approval of the Board of Directors as well as public shareholders by way of an ordinary resolution, has been obtained for the purpose. The proposed ERI Plan falls within the ambit of Regulation 26(6) of the Listing Regulations.

Since the ERI Plan may be offered to the employees of the Company and its subsidiaries, considering the letter and spirit of the Listing Regulations, approval of the public shareholders of the Company by way of this ordinary resolution is being sought for permitting employees of the Company and its subsidiaries, as the case may be, to participate in the ERI Plan.

The Board had in its meeting held on 22 May 2020 considered and approved the ERI Plan and recommended the same to the public shareholders for their approval by means of an ordinary resolution.

All interested persons involved in the ERI Plan shall abstain from voting on this resolution. In this regard, “interested person” shall mean any person holding voting rights in the Company and who is in any manner, whether directly or indirectly, interested in the proposed ERI Plan. The Promoter, the Directors (other than the independent directors) and the employees, including the Key Managerial Personnel and their relatives, may be deemed to be interested in the resolution and shall not vote on the resolution.

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

Suresh Savaliya
Head – Legal & Company Secretary

25 May 2020, 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 or the same will be made available by electronic means on request through 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 Resolutions contained in the Postal Ballot Notice dated 25 May 2020 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 22 May 2020.
- 1.5 Members who intend to register their email are requested to send request to the Company at complianceofficer@epglobal.com quoting their folio or demat account detail, mobile number and email. The Company will send this Notice through email and also extend assistance to enable shareholders for evoting or advise for sending scan copies of postal ballot form duly filled and signed through email, with intent to facilitate more and more shareholders to participate in voting.

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 1 July 2020.

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 02.06.2020 (9:00 a.m.) and will end on 01.07.2020 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cutoff date 22.05.2020, 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@epglobal.com or write to Company Secretary at Corporate Office. Members who have received 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 Form.

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?
<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.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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

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

- 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.
- 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- 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 Guidelines for shareholders

- 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.
- 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.
- 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@epglobal.com at corporate office



ESSEL PROPACK LIMITED

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Tel: +91 9673333971/9882 CIN: L74950MH1982PLC028947

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013.
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complianceofficer@eplglobal.com, www.esselpropack.com

Serial No.:

POSTAL BALLOT FORM

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

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 25 May 2020, 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.**

Sr No.	Description of Resolution	No. of equity shares held	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
1	Approval of the Employees Stock Option Scheme 2020 for the Employee of the Company.			
2	Approval of the Employees Stock Option Scheme 2020 for the Employee of the Company's subsidiaries			
3	To approve Remuneration to Directors			
4	To approve ERI Plan			

Date:
Place:

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.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
112950		