



08 July 2020

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

**Ref.: Essel Propack Limited**

**Sub.: Notice of Annual General Meeting**

Dear Sirs

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable statutory provisions, please find enclosed herewith the Notice of the Annual General Meeting of the Members of the Company scheduled on 06 August 2020 to be held through electronic means / video conferencing (VC).

AGM Notice including e-voting instructions is being sent to members of the Company through email and is also available on the Company's website [www.esselpropack.com](http://www.esselpropack.com).

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.: A/a

Filed on online



**ESSEL PROPACK LIMITED**

Corporate Office: Top Floor, Times Tower,  
Kamala City, Senapati Bapat Marg, Lower Parel  
Mumbai 400013, India [www.esselpropack.com](http://www.esselpropack.com)  
T: +91-22-2481 9000/9200 F:+91-22-24963137  
[complianceofficer@epglobal.com](mailto:complianceofficer@epglobal.com)

**Registered Office**

P.O. Vasind, Taluka Shahpur  
Dist. Thane 421604 Maharashtra  
Tel: +91 9673333971/9882  
CIN: L74950MH1982PLC028947

# ESSEL PROPACK LIMITED

**Regd. Office:** P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra

Tel: +91 9673333971/9882 CIN: L74950MH1982PLC028947

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

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting (**AGM**) of the Members of **Essel Propack Limited** will be held on Thursday, **6 August 2020 at 11:30 a.m.** through electronic means / video conferencing (VC), to transact, with or without modifications, as may be permissible, the following business.

### ORDINARY BUSINESS

- 1 To consider and adopt the audited **financial statements** including consolidated financial statements, for the financial year ended 31 March 2020 and in this regard, pass the following resolutions as an **Ordinary Resolutions**.
  - (a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, adopted and approved."
  - (b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended 31 March 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- 2 To declare Final **Dividend of ₹ 2.05** per equity share of face value of ₹ 2 each and in this regard to consider and pass the following resolution as an **Ordinary Resolution**.  
"RESOLVED THAT pursuant to the recommendations of the Board of Directors and applicable provisions of the Companies Act 2013, final dividend at ₹ 2.05 per equity shares of face value of ₹ 2 each, on the paid-up equity share capital of the Company, for the financial year ended 31 March 2020, be and is hereby declared and approved for payment.  
RESOLVED FURTHER THAT the dividend be paid to the shareholders/ members of the Company whose names appear in the Register of Members for physical shares and in the list of beneficiary position as on record date for demat shares furnished by the Depositories and who are entitled to such dividend, through electronic credit to bank accounts and other appropriate mode including through dividend warrants or demand drafts."
- 3 **Appointment of Statutory Auditor**  
To appoint Auditor and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.  
"RESOLVED THAT pursuant to the Section 139, 142 and applicable provision of the Companies Act 2013, the Companies (Audit and Auditors) Rules 2014 and other applicable statutory provisions, M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm registration no. 001076N/N500013) be and is hereby appointed as Statutory Auditors of the Company, for a term of five years and to hold office from conclusion of this Annual General Meeting (AGM) till conclusion of the AGM to be held in the year 2025, on the terms and fees as mentioned in the explanatory statement, and that the Board be and is hereby authorized to vary their remuneration and decide about reimbursement of out of pocket expenses, as may be incurred, in the performance of Audit.

RESOLVED FURTHER THAT the Board be and is hereby authorized in consultation with the Company's Auditors to appoint Branch Auditors of the Company, if and when necessary, to audit the accounts of the Company's branches/works, within and outside India, present and future on such terms and conditions including remuneration as the Board may deem fit."

### SPECIAL BUSINESS

- 4 **To appoint Mr. Amit Dixit as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**  
"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Amit Dixit (DIN 01798942), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."
- 5 **To appoint Mr. Amit Jain as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**  
"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Amit Jain (DIN 06917608), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."
- 6 **To appoint Mr. Animesh Agrawal as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**  
"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Animesh Agrawal (DIN 08538625), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up

to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**7 To appoint Mr. Aniket Damle as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Aniket Damle (DIN 08538557), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**8 To appoint Mr. Qi Yang as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Qi Yang (DIN 08538615), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**9 Ratification to remuneration of cost auditor and in this regard to consider and pass, the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of ₹ 121000/- to **M/s. R. Nanabhoy and Co., Cost Accountants** (Registration Number 000010) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31 March 2021, be and is hereby approved.

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

**10 To approve private placement of NCDs and/or Debt Securities and this respect to consider and pass the following resolution as a Special Resolution.**

"RESOLVED THAT pursuant to the provisions of section 42, 71 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder, SEBI (Issue and Listing of Debt Securities) Regulation 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Foreign Exchange Management Act 1999, RBI Regulations, listing agreements entered into by the

Company with stock exchanges (including statutory modifications or re-enactment thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of Essel Propack Limited (the Company), provisions of the Companies Act 1956 to the extent applicable, other statutes, notifications, circulars, rules and regulations as may be applicable and subject to requisite approvals or permissions and subject to such conditions as may be prescribed while granting any approval or permission as may be agreed to by the Board, the approval and consent of the members of the Company be and is hereby accorded and the Board of the Company is hereby authorized to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debenture, bonds, instruments and other debt securities (Debt Securities), provided that outstanding principle amount of Debt Securities shall not exceed ₹ 300 Crores, in one or more series, tranches, substitute/swap and currencies, on a private placement basis, to one or more persons including bodies corporate, banks, financial institutions, mutual funds, other funds, NBFCs, agencies, trustees and other eligible persons in India and abroad, upon terms and conditions as the Board may consider proper and determine from time to time, in its discretion, and if necessary to convert or treat any borrowing, advance, facilities etc in to or subscription to such NCDs / Debt Securities.

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

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

**11 To appoint Mr. Sudhanshu Vats as a Director and in this regard, to consider and pass the following resolution as an Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 152, 160 and applicable provisions of the Companies Act 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including statutory modification or re-enactment thereof for the time being in force, Mr. Sudhanshu Vats (DIN 05234702), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**12 To approve appointment of Mr. Sudhanshu Vats as Managing Director and Chief Executive Officer and in this regard, to pass the following resolution as a 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. Sudhanshu Vats** (DIN 05234702) as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 16 April 2020, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice and that the agreement dated 15 April 2020 entered into between the Company and Mr. Sudhanshu Vats be and is hereby approved.

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. Sudhanshu Vats 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 pursuant to provision of sections 197, 198 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded and the Board is hereby authorized to approve for payment of remuneration to Directors and managerial remuneration to the managing directors and whole-time directors of the Company including the above appointment, 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 or waive refund of excess payment, on recommendation of the Nomination and remuneration committee and/or as may be permitted under the Act or applicable law.

RESOLVED FURTHER THAT the Board 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, amend the same 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."

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

Suresh Savaliya  
Head- Legal & Company Secretary

22 May 2020, Mumbai

**NOTES**

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting (AGM or the Meeting) through VC/ OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has decided to convene its ensuing 37<sup>th</sup> AGM through VC/ OAVM, and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

The attendance of the shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

2. The statement pursuant to section 102 of the Companies Act 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

3. **Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or ask questions, shall register as a speaker by sending email at suresh.savaliya@eplglobal.com. Please mention name, folio or DP ID and client ID, email, mobile number etc. said request should be reached to the Company on or before 30 July 2020. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.

4. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries at least ten days in advance to the Company at its email complianceofficer@eplglobal.com to enable the Company to collect the relevant information and answer them in the meeting.

5. Body Corporate members intending to appoint their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to participate and vote at the Meeting.

6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting. Said documents will be made available at Company's website www.esselpropack.com or through electronic means on request.

7. **Record Date:** Record Date for the purpose of dividend shall be 31 July 2020 for determining entitlement of members to dividend for the financial year ended 31 March 2020. The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / dispatched within statutory timeline, to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners or member as on that date.

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

In case, the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company will upon normalization of the postal services, dispatch the dividend warrant / demand draft to such shareholder by post.

8. The dividend, if approved, will be paid by crediting in to the bank account, as provided by NSDL and CDSL through ECS or NECS or electronic transfer, of those shareholders holding shares in electronic form/demat. In respect to shareholders holding shares in physical form or in case of ECS, NECS, or electronic payment rejected, dividend will be paid by dividend warrant or demand draft.
9. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent (RTA) of the Company.
10. **Direct credit of dividend / ECS:** Under this system the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of dividend instrument in transit. To avail this facility, the members are requested to update with their DP, the active bank account details including 9 digit MICR code and IFSC code, in case the holding is in dematerialized mode. In case of shares held in physical mode, the said details may be communicated to the Company or Share Transfer Agent, by quoting folio number and attaching a photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.
11. **Provide PAN, Bank details etc:** Pursuant to SEBI mandates (circular dated 20 April 2018), shareholders mandatorily need to provide to the Company or Share Transfer Agent (STA) their PAN and Bank Account details. If you have not furnished so far, please provide self-attested copy of PAN card, cancelled cheque with bank detail. To update your current address, provide self-signed copy of latest address proof (aadhar card, passport, driving license, election voter card or utility bill in the name of sole or first holder. You may visit our website or contact secretarial department of the Company for further guidance.
12. **No share transfer in physical form:** SEBI vide its notification dated 8 June 2018 has amended regulation 40 of SEBI (LODR) Regulation 2015 and accordingly as per the amended regulation transfer of shares or securities shall be mandatory in demat form wef 1 April 2019. In this regard, Members are requested to dematerialize / demat their shares or securities held in physical form.
13. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed form no. SH13 duly filled in and signed to the Company or RTA.  
**Member may contact secretarial department on 022 2481 9000/9200 for guidance to avail facilities or matters as mentioned in this Notice.**
14. **Communication through e-mail:** As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.

It may be noted that the Company would communicate important

and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company [www.esselpropack.com](http://www.esselpropack.com)

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

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

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

15. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
16. **Unclaimed Dividend:** Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education and Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act 2013.

Accordingly, the dividend declared for the financial year ended 31 March 2013 is due for transfer to IEPF. **Members are requested to Contact Company or RTA immediately to encash the unclaimed dividend.**

The Company has uploaded the details of unpaid / unclaimed dividend on the website of the Company [www.esselpropack.com](http://www.esselpropack.com)

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

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

18. **Tax deductible at source (TDS) on Dividend:** Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders wef 1 April 2020 and the Company is required to deduct tax at source (TDS) from dividend being paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act 2020.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of TDS by email to [Epl.dividendtds@eplglobal.com](mailto:Epl.dividendtds@eplglobal.com) atleast five days before AGM. Shareholders are requested to note that in case their PAN is not registered with the Company/STA/DP, the tax will be deducted at a higher rate of 20%. Please refer separate note about registration of PAN in this Notice.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [Epl.dividendtds@epglobal.com](mailto:Epl.dividendtds@epglobal.com) before above mentioned date.

#### 19. **PROCEDURE OF VOTING AT AGM**

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

How to access and participate in the AGM

This AGM is being convened and held through electronic means / video conferencing (VC) which is allowed and in conformity to circulars issued by Ministry of Corporate Affairs in this respect. Member can join the AGM on scheduled time by following process, link and details being sent to members. Relevant process will also be made available on the Company's website [www.esselpropack.com](http://www.esselpropack.com) under section of Investors.

Members are requested to contact Mr. Kundan on [kundan.tanawade@epglobal.com](mailto:kundan.tanawade@epglobal.com) for any queries or assistance for this meeting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**

- 1 Member will be able to attend the AGM through VC/OAVM or view webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into e-voting system of NSDL.

- 2 Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- 3 Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / + 91 22 24994360 / + 91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) / 022-24994553 / + 91 9326781467
- 4 **Prior registration of Speakers at AGM:** Members who would like to speak during the meeting, express views or

ask questions, shall register as a speaker by sending email at [suresh.savaliya@epglobal.com](mailto:suresh.savaliya@epglobal.com). Please mention name, folio or DP ID and client ID, email, mobile number etc., said request should be reached to the Company on or before 30 July 2020. If any member would like to ask question or want information, please mention the same in the aforementioned request. This would help to conduct meeting smoothly keeping in view the AGM is being held through VC.

#### 20. **EVOTING FACILITY**

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

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 3 July 2020, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Share Transfer Agents at [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

The Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depositories as on 31 July 2020 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

The e-voting period will commence on 3 August 2020 (9:00 a.m.) and will end on 5 August 2020 (5:00 p.m.). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Also, only those shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote in above mentioned e-voting period prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

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

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

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 - 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. (printed in/overleaf of attendance slip)
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](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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 to cast your vote electronically on NSDL e-Voting system is given below:

1. After successful login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

### General Instructions to Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@dmzaveri.com](mailto:info@dmzaveri.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. For any queries/grievances or guidance for e-voting, you may refer to the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Mr. Suresh Savaliya, Company Secretary on 022 24819000/9200 or [complianceofficer@epglobal.com](mailto:complianceofficer@epglobal.com) at corporate office.

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

#### Item No. 3 - Appointment of Statutory Auditor

It is proposed to appoint M/s. Walker Chandio & Co LLP Chartered Accountants (the Firm or Auditor) as a statutory auditor of the Company pursuant to the applicable provision of the Companies Act 2013 (the Act).

As confirmed by the said proposed auditor, it is eligible for appointment and their appointment if made would be within the prescribed limits and shall be in accordance with the conditions and criteria as prescribed in section 141 and other applicable provisions of the Act and Rules made thereunder.

The Audit Committee and the Board has, considering the experience and competency of the proposed auditors, requirement of the Company and other relevant aspects, recommended the appointment of M/s. Walker Chandio & Co LLP as a statutory auditor of the Company pursuant to provisions of the Companies Act 2013 and other applicable statutory provisions. The Audit Committee is of the view that considering the experience of partners and profile of the Firm, it is appropriate to recommend the appointment.

M/s. Walker Chandio & Co LLP, was established on 1 Jan 1935. It was converted into limited liability partnership on 25 March 2014. Brief details / Profile of the Firm is posted on the Company's website.

The fees / remuneration of the Auditor shall be Rs. 46 lakhs for the financial year basis for statutory audit, issue of audit reports, issue of limited review reports and service relating thereto, audit of internal financial control relating financial reporting and reports or certificates to be issued as a statutory auditor. Aforesaid audits and reports includes for standalone and consolidated financial statements. In case the Auditor ceased as auditor due to whatsoever reason, before completing audit or non issue of audit report or limited review for relevant financial year / quarter, the fees shall be as may be determined by the Board of Directors of the Company. In case the Auditor resign or ceased as such, it shall complete audit / limited review and issue report as per the SEBI Regulation 2015 and circulars issued by SEBI in this respect. It is proposed to authorize the Board to vary the fees as per requirement of the Company.

The Committee is of the view that proposed fees of the Auditor is higher by ₹ 10 lakhs as compared to fees of outgoing auditor is justifiable based on wider scope of service, audit, increased statutory requirement of quarterly and annual audit, very wide and global experience of the Firm and number of subsidiaries operating in various countries.

Accordingly, the Audit Committee and Board of the Company has considered and recommended for the appointment of M/s. Walker Chandio & Co LLP as a statutory auditor of the Company as mentioned in the resolution.

The Board recommends the resolution relating to appointment of auditor as set out in the Notice for your approval by way of passing ordinary resolution.

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

#### Item No. 4, 5, 6, 7 and 8 – Appointment of Mr. Amit Dixit, Mr. Amit Jain, Mr. Animesh Agrawal, Mr. Qi Yang & Mr. Aniket Damle as Directors

Consequent to Change in Control of the Company, effective from 22 August 2019 Mr. Amit Dixit (DIN 01798942), Mr. Amit Jain (DIN 06917608), Mr. Animesh Agrawal (DIN 08538625), Mr. Qi Yang (DIN 08538615) & Mr. Aniket Damle (DIN 08538557) were appointed as Non-Executive Additional Directors. In terms of Section 161 of the Companies Act, 2013, the additional directors hold office till the ensuing Annual General Meeting. The Company has received notices from a member under Section 160 of the Companies Act, 2013, proposing the candidatures of the aforesaid additional directors to the office of directorship.

Necessary resolutions seeking approval of the members for their appointment is placed by means of Ordinary Resolutions. The proposed appointment of Directors is in the category of 'non independent and non-executive'.

Profile of above mentioned Directors including nature of expertise, directorship in other companies, shareholding and other relevant details are provided in this Notice. They are not related to any Director or key managerial personnel of the Company in any way.



Above mentioned Directors are not disqualified from being appointed as Director in terms of applicable provision of section 164 of the Companies Act 2013.

Above mentioned Directors are part of the Blackstone Group, promoter / promoter group of 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.

#### **Item No. 9 - Approval to remuneration of Cost Auditor**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. Nanabhoy and Co., Cost Accountants as Cost Auditor of the Company for the financial year ending on 31 March 2021, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act 2013 and Rules made thereunder, at a remuneration of ₹ 121000/- and applicable taxes and out of pocket expenses, if any.

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

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

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

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

#### **Item No. 10 - Private placement of NCDs and/or Debt Securities**

As per section 42 of the Companies Act 2013 (the Act) and Rules thereunder, a company offering or making an invitation to subscribe to secured/unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a special resolution. It shall be sufficient if the company passes a special resolution once a year for all the offers and invitations for such NCDs to be made during the said year. Members passed a resolution in last AGM authorizing for issue of NCDs/Debt securities to the extent of ₹ 300 crores which is valid for one year. During the year the Company has not issued any NCDs. The said resolution being valid for one year, in terms of Section 42 of the Act, a new enabling resolution is proposed in this respect.

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

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

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

The Directors of the Company accordingly recommend the special resolution as set out in the accompanying Notice for members approval.

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

#### **Item No. 11 and 12 - Appointment of Mr. Sudhanshu Vats as a Director and further to approve appointment as Managing Director and Chief Executive Officer**

Mr. Vats holds an M.B.A. from Indian Institute of Management (IIM), Ahmedabad. He received his Bachelor of Technology degree in Mechanical Engineering from National Institute of Technology, Kurukshetra.

Mr. Vats has more than 28 years of industry experience across FMCG and media sectors. Prior to joining Essel Propack, Mr. Vats spent eight years as the Managing Director and Group CEO of Viacom18, one of India's leading media organizations. During his tenure, he scaled the business from 6 to over 54 television channels across more than 80 countries, added three more lines of business and grew revenue by over 4x. Prior to joining Viacom18, Mr. Vats spent more than 20 years at Unilever in various sales and marketing and general management roles. He left Unilever as the head of Unilever's laundry business in South Asia and head of the Radiant brand globally. He made Radiant the fastest growing laundry brand in the world with over Euro 500 mm turnover. During his long tenure at Unilever, he shaped many popular household brands, most notably Lipton, Vim, Wheel, Surf, Rin, Lifebuoy and Lux.

Mr. Vats has been appointed as Additional Director before his appointment as Managing Director and Chief Executive Officer. In terms of Section 161 of the Companies Act, 2013, the additional director hold office till the ensuing Annual General Meeting. The Company has received notice from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Vats to the office of directorship.

The Nomination and Remuneration Committee and Board of Directors of the Company has appointed Mr. Sudhanshu Vats as Managing Director and Chief Executive Officer on the terms and remuneration as mentioned in the resolution and herein.

The terms of appointment and remuneration to be paid to Mr. Sudhanshu Vats, *inter alia*, shall be as under.

1. **Salary:** (a) Basic Salary ₹ 1,50,00,000/- p.a. and (b) allowances ₹ 1,32,00,000/- p.a.
2. **Variable Remuneration:** In addition to the salary, perquisites, allowances etc, Mr. Sudhanshu Vats shall be entitled to receive remuneration every year by way of variable pay or performance-linked bonus indicatively ₹ 3,50,00,000/- based on his performance and performance of the Company as may be determined by the Board / Nomination and Remuneration Committee for each financial year.
3. **Joining Bonus:** Mr. Sudhanshu Vats is entitled to receive a one-time joining bonus of ₹ 1,50,00,000/- (Joining Bonus), within one month from his joining. The Joining Bonus shall be refundable to the Company, in case, the engagement or appointment is terminated or he ceased from the service of the Company within a period of two years, as per the provisions of the Agreement entered into between the Company and Mr. Sudhanshu Vats.
4. **Perquisites and benefits:** He shall also be entitled to perquisites, 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. The Company is obtaining corporate

membership of one club and the managing director / chief executive officer of the Company will be entitled to avail the benefits of the membership.

5. **Increment:** Annual increment in salary / remuneration 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.
6. The office of the Chief Executive Officer and Managing Director may be terminated by the Company or the concerned Director by giving the other three months prior notice in writing, subject to provisions of the Agreement.

The terms and conditions of the appointment of Mr. Sudhanshu Vats shall be governed under and as per the Agreement entered into and signed on 15 April 2020 between the Company and Mr. Sudhanshu Vats. Copy of this agreement shall be made available to the members for inspection on written request.

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

Upon his appointment or regularization in this meeting of the shareholders or passing appropriate resolution appointing him as a Director as per requirement of the Act, he will continue as chief executive officer and managing director.

Details relating to directorship in other companies, relation with other directors, shares held and other details are given separately in this Notice. He is not related to any Director or key managerial personnel of the Company in any way.

The Managing Director, whose appointed is being approved under this resolution, may be liable to retire by rotation if necessary for the compliance purpose and with intent that the number of directors not liable to retirement

by rotation shall not exceed the prescribed limit. Managing Director will be reappointed as director immediately on retirement by rotation, he shall continue to hold his office of managing director and such reappointment as a director shall not be deemed to constitute a break in his appointment as managing director. As an enabling approval, it is proposed to authorize the Board to approve remuneration in excess of the ceiling as referred in the resolution, whenever it will be necessary or the Board thinks it appropriate, keeping in view recommendation of the nomination and remuneration committee, if any.

The Board of Directors are of the opinion that the appointment of Mr. Sudhanshu Vats as Managing Director and Chief Executive Officer 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. Sudhanshu Vats, 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.

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

Suresh Savaliya  
Head – Legal & Company Secretary

22 May 2020, Mumbai

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

<b>Name of Director</b>	<b>Sudhanshu Vats</b>	
Director Identification No.	05234702	
Nationality	Indian	
Date of Birth	1 August 1967	
Qualifications	M.B.A. and B.Tech	
Experience / expertise in functional field and brief resume	Mr. Sudhanshu Vats holds an M.B.A. from the Indian Institute of Management (IIM), Ahmedabad. He received his Bachelor of Technology degree in Mechanical Engineering from the National Institute of Technology, Kurukshetra. Mr. Sudhanshu Vats has more than 28 years of industry experience across the FMCG and media sectors. Prior to joining Essel Propack, Mr. Vats spent eight years as the Managing Director and Group CEO of Viacom18, one of India's leading media organizations. Mr. Sudhanshu Vats spent more than 20 years at Unilever in various sales and marketing as well as general management roles.	
No. of Shares held in the Company.	NIL	
Directors in other companies	NIL	
Chairman/member of the board committee of other companies.	NIL	
Date of appointment, meetings attended and remuneration.	16 April 2020	
Relationship with other director, manager and KMP	None	
<b>Name of Directors</b>	<b>Amit Dixit</b>	<b>Amit Jain</b>
Director Identification No.	01798942	06917608
Nationality	Indian	Indian
Date of Birth	26 January 1973	04 May 1981
Qualifications	MBA, MS and B.Tech	B. Tech and P.G.P. (equivalent to an MBA)
Experience / expertise in functional field and brief resume	Amit Dixit has more than 15 years experience in Finance and Management. Amit Dixit is a Senior Managing Director, Co-Head of Asia Acquisitions, and Head of India for Blackstone Private Equity. Mr. Dixit received an MBA from Harvard Business School, an MS in Engineering from Stanford University, and a B.Tech. from Indian Institute of Technology Mumbai where he was awarded the Director's Silver Medal for graduating at the top of his program	Amit Jain has more than 10 years experience in Financial projects, supply chain and other key areas of business. Amit Jain is Senior Managing Director in the Blackstone Private Equity Group based in Mumbai. Amit Jain received a B.Tech. in Mechanical Engineering from IIT Kharagpur where he received the "Institute Silver Medal" and a P.G.P. (equivalent to an M.B.A.) from the Indian School of Business ("ISB"), Hyderabad where he was awarded the "ISB Scholar of Excellence."
No. of Shares held in the Company.	NIL	NIL
Directors in other companies <sup>^</sup>	<ol style="list-style-type: none"> <li>1) Jagaran Prakashan Limited</li> <li>2) Mphasis Limited</li> <li>3) Sona BLW Precision Forgings Limited</li> <li>4) Aakash Educational Services Limited</li> <li>5) Blackstone Advisors India Private Limited</li> <li>6) Comstar Automotive Technologies Pvt Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1) Comstar Automotive Technologies Private Limited</li> <li>2) FINO Payments Bank Limited</li> <li>3) FINO Finance Private Limited</li> <li>4) FINO Paytech Limited</li> <li>5) Sona BLW Precision Forgings Limited</li> <li>6) Aakash Educational Services Limited</li> <li>7) Aakash Edutech Private Limited</li> </ol>

Chairman/member of the board committee of other companies.^	<p>1) Jagaran Prakashan Limited – Audit Committee – Member</p> <p>2) Mphasis Limited - Audit Committee - Member, Nomination and Remuneration Committee - Member, Strategy Committee - Member, ESOP Compensation Committee – Member</p> <p>3) Sona BLW Precision Forgings Limited - Nomination &amp; Remuneration Committee – Member</p> <p>4) Aadhar Housing Finance Limited -Nomination and Remuneration Committee – Chairman</p> <p>5) Aakash Educational Services Limited - Digital Committee – Chairman</p> <p>6) Blackstone Advisors India Private Limited - CSR Committee –Member</p> <p>7) Comstar Automotive Technologies Pvt Ltd - Nomination and Remuneration Committee – Member</p>	<p>1) FINO Payments Bank Limited - Audit Committee - Member, IT Strategy Committee - Member, Risk &amp; ALM Committee – Member</p> <p>2) Fino Paytech Limited - Audit Committee - Member, Nomination and Remuneration Committee – Member</p> <p>3) Comstar Automotive Technologies Private Limited - Audit Committee - Member, Corporate Social Responsibility Committee – Member.</p> <p>4) Sona BLW Precision Forgings Limited - Nomination and Remuneration Committee - Member, Corporate Social Responsibility Committee - Member</p>
Date of appointment, meetings attended and remuneration.	22 August 2019 Meetings attended and remuneration details given in the Corporate Governance Report accompanying with this Notice.	22 August 2019 Meetings attended and remuneration details given in the Corporate Governance Report accompanying with this Notice.
Relationship with other director, manager and KMP	None	None

^Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included.

<b>Name of Directors</b>	<b>Animesh Agrawal</b>	<b>Qi yang</b>	<b>Aniket Damle</b>
Director Identification No.	08538625	08538615	08538557
Nationality	Indian	Chinese	Indian
Date of Birth	19 July 1990	17 June 1977	15 July 1994
Qualifications	B.Tech	M.B.A & L.L.B	B.Tech
Experience / expertise in functional field and brief resume	Animesh Agrawal is a Senior Associate in the Blackstone Private Equity Group based in Mumbai. Mr. Agrawal received a Bachelor in Mechanical Engineering from Indian Institute of Technology Delhi. He holds an M.B.A. from the Stanford Graduate School of Business, where he was named a Siebel Scholar and an Arjay Miller Scholar. Since joining Blackstone in 2014, he has been involved in the execution of Blackstone's investments in Essel Propack, Intelenet, IBS Software and Mphasis. Before joining Blackstone in 2014, Mr. Agrawal worked as a management consultant with McKinsey & Company.	Qi Yang is a Senior Managing Director in Blackstone's Private Equity Group and is based in Hong Kong. Prior to joining Blackstone, Mr. Yang received an M.B.A. from University of Chicago Booth School of Business, a J.D. from University of Minnesota Law School, and a L.L.B. from Peking University Law School in China. Mr. Yang was a Principal at TPG Capital Asia in Beijing, a Vice President at Olympus Capital Asia in Hong Kong, an Associate in Morgan Stanley's Industrial Investment Banking Group in New York. Prior to joining Morgan Stanley, he was an attorney in Kirkland & Ellis' Private Equity Group in Chicago.	Aniket Damle is an Associate in the Blackstone Private Equity Group based in Mumbai. Mr. Aniket Damle received a Bachelor in Mechanical Engineering from Indian Institute of Technology Bombay. He was named an OPJEMS scholar in 2015. Mr. Aniket Damle joined Blackstone in 2017. Since joining Blackstone, he has been involved in the execution of Blackstone's investments in Essel Propack and Sona BLW. Prior to joining Blackstone in 2017, he worked as a management consultant with McKinsey & Company.
No. of Shares held in the Company.	NIL	NIL	NIL
Directors in other companies <sup>^</sup>	NIL	NIL	NIL
Chairman/member of the board committee of other companies. <sup>^</sup>	N.A.	N.A.	N.A.
Date of appointment, meetings attended and remuneration.	22 August 2019 Meetings attended and remuneration details given in the Corporate Governance Report accompanying with this Notice.	22 August 2019 Meetings attended and remuneration details given in the Corporate Governance Report accompanying with this Notice.	22 August 2019 Meetings attended and remuneration details given in the Corporate Governance Report accompanying with this Notice.
Relationship with other director, manager and KMP	None	None	None

<sup>^</sup>Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included