



EPL/LEGAL/2014
July 11, 2014

✓ **BSE Limited**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax: (022)- 2272 2037/39/41/61 or 2272 3121/3309
Company Scrip code: 500135

~~**National Stock Exchange of India Limited**~~
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Fax : 2659 8237 / 38 / 8191
Company Scrip code: ESSELPACK

Sub: Clause 35A of the Listing Agreement with the Stock Exchanges for voting results of the 31st Annual General Meeting

Dear Sir/Madam

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 31st Annual General Meeting held on July 09, 2014 transacted the following business:

Sr.No	Description	Particulars		
1.	Date of the AGM	July 09, 2014		
2.	Book Closure Date	Thursday, July 03, 2014 to Wednesday, July 09, 2014 (both days inclusive)		
3.	Total number of shareholders on record date	35,078		
4.	No. of shareholders present in the meeting either in person or through proxy:			
	Category of Shareholders	In person	Proxy	Total
	Promoters and Promoter Group	9	-	9
	Public	40	2	42
	Total	49	2	51
5.	No. of Shareholders attended the meeting through Video Conferencing – Not Applicable			

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ABJ



Postal address:
ESSEL PROPACK LIMITED
Top Floor, Times Tower,
Kamala City, Senapati Bapat Marg,
Lower Parel, Mumbai 400 013,
India.

Phone:
+91-22-2481 9000 / 9200
Fax:
+91-22-2496 3137
Website:
www.esselpropack.com

Regd. office :
ESSEL PROPACK LIMITED
P.O. Vasind, Taluka Shahapur,
Dist. Thane, Maharashtra 421 604,
India.
CIN No.: L74950MH1982PLC028947

Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Wednesday, July 09, 2014 at 11.00 A.M. at P.O. Vasind, Taluka Shahapur, District Thane, Maharashtra – 421604. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business as provided in Annexure 1.

Request you to kindly take the same on record.


Thanking you,
Yours faithfully,

For ESSEL PROPACK LIMITED


AJAY N. THAKKAR

COMPANY SECRETARY & HEAD - LEGAL



 Encl: As above

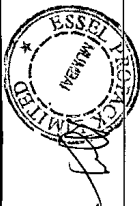
ESSEL PROPACK LIMITED

ANNEXURE I

Resolution 1 - Consider and adoption of Profit & Loss Account, Balance Sheet, Director's and Auditors' Report, (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)			% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	94388173	0	100.0000	0.0000
Public - Institutional holders	19127458	128409	1054945	1181354	6.1762	1181354	0	100.0000	0.0000
Public-Others	43585654	18621	289172	287793	0.6603	287028	765	99.7342	0.2658
Total	157101285	1131370	94729590	95857320	61.0163	95855555	765	99.9992	0.0008

Resolution 2 - Declaration of Dividend, (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)			% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	94388173	0	100.0000	0.0000
Public - Institutional holders	19127458	128409	1054945	1181354	6.1762	1181354	0	100.0000	0.0000
Public-Others	43585654	18621	289172	287793	0.6580	286028	765	99.7333	0.2667
Total	157101285	1131370	94724850	95856320	61.0156	95855555	765	99.9992	0.0008

Resolution 3 - Appointment a director in place of Mr. Subhash Chandra who retires by rotation and being eligible, offers himself for re-appointment, (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)			% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	94388173	0	100.0000	0.0000
Public - Institutional holders	19127458	128409	1054945	1181354	6.1762	1181354	0	100.0000	0.0000
Public-Others	43585654	18621	289172	287793	0.6603	285962	1831	99.3638	0.6362
Total	157101285	1131370	94729590	95857320	61.0163	95854689	1831	99.9981	0.0019



Resolution 4 - Appointment of Statutory Auditors and to fix their remuneration. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	21762	81.5727	18.4273	
Public-Others	43858554	18621	289172	287793	0.6603	766	99.7338	0.2662	
Total	157101285	1131370	94725950	95857320	61.0163	218458	99.7721	0.2279	
Resolution 5 - Appointment of Mr. Tapan Mitra as an independent director. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	884528	25.1259	74.8741	
Public-Others	43858554	18621	289172	287793	0.6603	3140	98.9089	1.0911	
Total	157101285	1131370	94725950	95857320	61.0163	887668	99.0740	0.9260	
Resolution 6 - Appointment of Mr. Mukund M. Chitale as an independent director. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	79134	93.3014	6.6986	
Public-Others	43858554	18621	289172	287793	0.6603	3140	98.9089	1.0911	
Total	157101285	1131370	94725950	95857320	61.0163	82274	99.9142	0.0858	



Resolution 7 - Appointment of Mr. Boman Moradian as an independent director. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	0	100.0000	0.0000	
Public-Others	43585654	18621	287852	286473	0.6573	2120	99.2800	0.7400	
Total	157101285	1131370	94728530	95858000	61.0154	2120	99.9978	0.0022	

Resolution 8 - Appointment of Ms. Radhika Pereira as an independent director. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	0	100.0000	0.0000	
Public-Others	43585654	18621	286572	287193	0.6589	2860	99.0042	0.9958	
Total	157101285	1131370	94728530	95858720	61.0159	2860	99.9970	0.0030	

Resolution 9 - Approval of remuneration of M/s R Narahoy & Co, Cost Auditors for the financial year 1st April, 2014 to 31st March, 2015. (Ordinary Resolution)									
Promoter/Public	No. of shares held (1)	No. of votes polled (2)		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
		Physical Ballot	E-voting	Total					
Promoter and Promoter Group	94388173	986340	93401833	94388173	100.0000	0	100.0000	0.0000	
Public - Institutional holders	19127458	126409	1054945	1181354	6.1762	0	100.0000	0.0000	
Public-Others	43585654	18621	286872	287493	0.6596	789	99.7285	0.2714	
Total	157101285	1131370	94728530	95857020	61.0161	789	99.9992	0.0008	

FOR ESSEL PROPACK LIMITED

(Signature)
AJAY THAKKAR
 COMPANY SECRETARY & HEAD - LEGAL

DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

Report of Scrutinizer

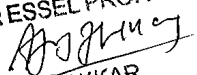
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Essel Propack Limited,
To be held on 9th July, 2014 at,
P.O. Vasind, Taluka: Shahapur,
District: Thane, Maharashtra - 421604

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors for the 31st Annual General Meeting of the Equity Shareholders of Essel Propack Limited to be held on Wednesday, 9th July, 2014 at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of the Companies Act, 2013 read with Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions referred in my report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency to provide e-voting facilities, engaged by the Company.

CERTIFIED TRUE COPY
FOR ESSEL PROPACK LIMITED

AJAY THAKKAR
COMPANY SECRETARY & HEAD - LEGAL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Further to above, I submit my report as under

1. The e-voting period remained open from 9.00 AM on Thursday, the 3rd July 2014 up to 6.00 PM on Saturday, the 5th July 2014.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e 30th May 2014 were entitled to vote on the proposed resolutions as mentioned in the Notice of the 31st AGM (items no 1 to 9 as set out in the notice of the 31st Annual General Meeting of the Company).
3. The votes were unblocked on Monday, the 7th July, 2014 around 11.45 AM in the presence of two witnesses, namely Ms. Zeel Bhuta and Mr. Shashank Palan who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Zeel Bhuta

(Zeel Bhuta)

Shashank

(Shashank Palan)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) and based on such reports generated;



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

5. The result of the e-voting is as under:

a) Ordinary Resolution 1-

To receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31 2014 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
50	94725185	99.9992

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	765	0.0008

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

b) Ordinary Resolution 2-

To declare a dividend for the financial year ended on 31st March, 2014.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
49	94724185	99.9992

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
4	765	0.0008

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
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Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

c) Ordinary Resolution 3-

To appoint a Director in place of Mr. Subhash Chandra who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

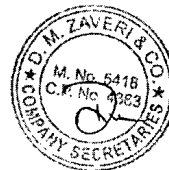
Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
47	94724119	99.9981

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
7	1831	0.0019

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M), 98203 20503, E-mail : dmz@dmzaveri.com

d) Ordinary Resolution 4-

To appoint Statutory Auditors, to hold office from the conclusion of this meeting until the conclusion of the 34th Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
46	94633901	99.9028

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
8	92049	0.0972

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

e) Ordinary Resolution 5-

Appointment of Mr. Tapan Mitra as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
43	93838282	99.06291

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	887668	0.9371

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

f) Ordinary Resolution 6-

Appointment of Mr. Mukund M. Chitale as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
44	94643676	99.9131

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	82274	0.0869

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

g) Ordinary Resolution 7-

Appointment of Mr. Boman Moradian as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
44	94722510	99.9978

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
8	2120	0.0022

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

h) Ordinary Resolution 8-

Appointment of Ms. Radhika Pereira as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
43	94722490	99.9970

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	2860	0.0030

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

i) Ordinary Resolution 9-

Approval of remuneration of M/s. R Nanabhoy & Co, Cost Auditor for the financial year 1st April, 2014 to 31st March, 2015.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
47	94724861	99.9992

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
6	789	0.0008

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

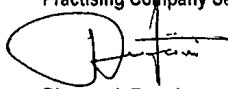
Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail.: dmz@dmzaveri.com

6. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 31st Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For D. M. Zaveri & Co.
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No: 5418
C. P. No.: 4363



Place: Mumbai
Date: 8th July 2014

FORM No. MGT-13

Report of Scrutinizer

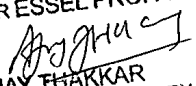
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Annual General Meeting of the Equity Shareholders
of **Essel Propack Limited**
held on 9th July, 2014 at,
P.O. Vasind, Taluka: Shahapur,
District: Thane, Maharashtra - 421604

Dear Sir,

I, Dhamesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 31st Annual General Meeting of the Equity Shareholders of Essel Propack Limited, held on Wednesday, 9th July, 2014 at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We did not find any poll papers invalid.

CERTIFIED TRUE COPY
FOR ESSEL PROPACK LIMITED

AJAY THARKKAR
COMPANY SECRETARY & HEAD - LEGAL



4. The result of the Poll is as under:

a) **Ordinary Resolution 1-**

To receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31 2014 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

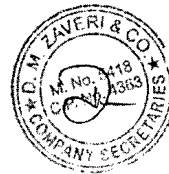
Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



b) Ordinary Resolution 2-

To declare a dividend for the financial year ended on 31st March, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



c) Ordinary Resolution 3-

To appoint a Director in place of Mr. Subhash Chandra who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



d) **Ordinary Resolution 4-**

To appoint Statutory Auditors, to hold office from the conclusion of this meeting until the conclusion of the 34th Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
38	1004961	88.8269

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
2	126409	11.1731

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



e) **Ordinary Resolution 5-**

Appointment of Mr. Tapan Mitra as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



f) Ordinary Resolution 6-

Appointment of Mr. Mukund M. Chitale as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



g) Ordinary Resolution 7-

Appointment of Mr. Boman Moradian as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



h) Ordinary Resolution 8-

Appointment of Ms. Radhika Pereira as an Independent Director for five consecutive years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



i) **Ordinary Resolution 9-**

Approval of remuneration of M/s. R Nanabhoy & Co, Cost Auditor for the financial year 1st April, 2014 to 31st March, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
40	1131370	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

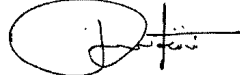
Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363



Place: Mumbai
Date: 9th July 2014

DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivalli (West), Mumbai – 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Combined Report of Scrutinizer for e-voting & Poll

[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20(3)(xi)/
21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Annual General Meeting of the Equity Shareholders
of **Essel Propack Limited**
held on 9th July, 2014 at,
P.O. Vasind, Taluka: Shahapur,
District: Thane, Maharashtra - 421604

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai, was appointed as Scrutinizer for the 31st Annual General Meeting (AGM) of the Equity Shareholders of Essel Propack Limited held on Wednesday, 9th July, 2014 at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of the Companies Act 2013 read with Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 by the Board of Director of the Company and the Chairman of the 31st Annual General Meeting has appointed me as the Scrutinizer on poll under the provisions of Section 109 of the Companies Act, 2014 read with Rule 21 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 31st AGM of the Company held on 9th July 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the AGM is restricted to make a

Page 1 of 4

CERTIFIED TRUE COPY
FOR ESSEL PROPACK LIMITED
Ajay Thakkar
AJAY THAKKAR
COMPANY SECRETARY & HEAD - LEGAL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company to provide e-voting facilities and also at the time of poll at AGM.

At the 31st AGM of the Company held on 9th July 2014, the chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

I have issued separate Scrutinizer's Report dated 8th July 2014 on the e-voting and report dated 9th July 2014 on the Poll in MGT-13.



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai - 400 067.
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

The Result of e-voting together with that of the Poll is as under;

Item no of Notice	Mode of voting	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes	
		Nos	%	Nos	%	Nos	%
Item No 1 (Ordinary Resolution)	E-voting	94725185	99.9992	765	0.0008	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
	Total	95856555	99.9992	765	0.0008		
Item No 2 (Ordinary Resolution)	E-voting	94724185	99.9992	765	0.0008	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
	Total	95855555	99.9992	765	0.0008		
Item No 3 (Ordinary Resolution)	E-voting	94724119	99.9981	1831	0.0019	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
	Total	95855489	99.9981	1831	0.0019		
Item No 4 (Ordinary Resolution)	E-voting	94633901	99.9028	92049	0.0972	NIL	NIL
	Poll	1004961	88.8269	126409	11.1731	NIL	NIL
	Total	95638862	99.7721	218458	0.2279		
Item No 5 (Ordinary Resolution)	E-voting	93838282	99.06291	887668	0.9371	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
	Total	94969652	99.0740	887668	0.9260		
Item No 6 (Ordinary Resolution)	E-voting	94643676	99.9131	82274	0.0869	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
	Total	95775046	99.9142	82274	0.0858		
Item No 7 (Ordinary Resolution)	E-voting	94722510	99.9978	2120	0.0022	NIL	NIL
	Poll	1131370	100.0000	NIL	NIL	NIL	NIL



DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri
B Com., F.C.S.

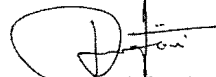
Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Item no of Notice	Mode of voting	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes	
Resolution)	Total	95853880	99.9978	2120	0.0022		
Item No 8	E-voting	94722490	99.9970	2860	0.0030	NIL	NIL
(Ordinary	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
Resolution)	Total	95853860	99.9970	2860	0.0030		
Item No 9	E-voting	94724861	99.9992	789	0.0008	NIL	NIL
(Ordinary	Poll	1131370	100.0000	NIL	NIL	NIL	NIL
Resolution)	Total	95856231	99.9992	789	0.0008		

All the resolutions as mentioned above passed under e-voting and poll with requisite majority.

The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 31st Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)



Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 9th July 2014