

ESSEL PROPACK LIMITED

Regd. Off. : P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.

Phone: 91-22-24819000/9200, **Fax:** +91-22-24963137 **Website:** www.esselpropack.com

Email: investor.grievance@ep.esselgroup.com, **Corporate Identity Number:** L74950MH1982PLC028947

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a postal ballot form ("the **Form**") for your consideration. The Board of Directors of the Company ("the **Board**") has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practising Company Secretary, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling the necessary details and affixing your signature at the designated place in the Form and return the Form in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on September 26, 2014.

Members may choose to vote using the e-voting facility. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the postal ballot will be displayed at the registered office of the Company, intimated to the stock exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.esselpropack.com on September 30, 2014.

RESOLUTIONS:

1. Authority to Board of Directors under section 180(1)(c) of the Companies Act, 2013 to borrow money.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution passed by the Members at the Extra Ordinary General Meeting of the Company held on March 14, 2008 in this regard, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), as amended from time to time, and pursuant to the provisions of the Memorandum and Articles of Association of the Company, subject to such other approvals as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to borrow, for and on behalf of the Company from time to time, any sum or sums of monies and on such terms and conditions and with or without security as and when required by the Company and as the Board of Directors of the Company may deem fit, which together with the monies already borrowed by the Company (except temporary loans obtained from time to time by the Company from its bankers in the ordinary course of its business) shall not exceed a sum of Rs. 700 crores (Rupees Seven Hundred Crores) such amount being over and above the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board of Directors may from time to time deem necessary."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings and to do all such acts, deeds and things as may be required to give effect to this Resolution."

2. Authority to Board of Directors under section 180(1)(a) of the Companies Act, 2013, for creation of charges/mortgages/hypothecation on Company's asset.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolutions passed by the Members at the Annual General Meeting of the Company held on September 24, 2010 and July 09, 2013 in this regard, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), as amended from time to time, and pursuant to the provisions of the Memorandum and Articles of Association of the Company, subject to such other approvals as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages, hypothecations or any other encumbrances whatsoever, in addition to the existing charge(s), mortgage(s) and hypothecation(s) created by the Company, on such movable and/or immovable properties of the Company, wheresoever situated, both present and future, constituting the whole or substantially the whole of the undertaking or undertakings of the Company, where undertaking (both present and future) shall have the meaning as stated in Explanation to Section 180(1)(a) of the Companies Act, 2013, on such terms and conditions, and in such manner as the Board may deem fit to:

- (i) secure Rupee/Foreign Currency Loans, working capital facilities or any other credit facility whether in Indian Rupees or Foreign Currency (hereinafter collectively referred to as "Facilities") availed or to be availed by the Company from any Banks, Non-Banking Financial Companies, Financial or other institutions, or any other persons, body corporate (hereinafter collectively referred to as "**Lender**") whether in India or overseas and / or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached, together with interest, compound/additional interest, commitment charges, costs, expenses and all other monies payable thereon; and
- (ii) secure Facilities availed or to be availed by any of the Company's subsidiaries from any lender whether in India or overseas from time to time, for an amount not exceeding Rs.150 Crores, together with interest, compound/additional interest, commitment charges, costs, expenses and all other monies payable thereon.

RESOLVED FURTHER THAT existing mortgages/charges/hypothecation created by the Company to secure the Facilities borrowed by the Company and its subsidiaries, from the Lenders, be and is hereby confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings and to do all such acts, deeds and things as may be required to give effect to this Resolution."

3. Private Placement of Non-Convertible Debentures and other securities:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules under the Companies Act, 2013, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and any other applicable regulations and guidelines issued by the Securities and Exchange Board of India (including statutory modification and amendments thereof and any circulars, notifications, clarifications, rules passed thereunder from time to time) and in accordance with the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions, permissions as may be necessary from all appropriate statutory and regulatory authorities, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions which may be agreed to by the Board of Directors, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create, issue, offer and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more private offerings in domestic and/or one or more international market(s), by way of foreign currency convertible bonds (“FCCBs”), foreign currency bonds, as may be required by applicable law or issue of secured / unsecured / redeemable non-convertible debentures whether rupee denominated or denominated in foreign currency, (all of which are hereinafter collectively referred to as the “Debt Securities”) or any combination of Debt Securities to eligible investors (whether residents and/or non-residents and/or institutions/ banks and/or incorporated bodies, mutual funds, venture capital funds and Indian and/or multi-lateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise, and whether or not such investors are Members of the Company), on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the special resolution by the Members, for an aggregate amount not exceeding Rs. 150 Crores, on such terms and conditions as the Board may from time to time determine proper and beneficial.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized on behalf of the Company to do such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such Issue or any matters incidental thereto including but not limited to the determination of face value, issue price, issue size, timing, amount, security, coupon / interest rate(s), yield, utilization of issue proceeds, listing, allotment and other terms and conditions of the Issue, appointment of intermediaries and sign and execute all deed(s) / document(s) / undertaking(s) / agreement(s) / paper(s) / underwriting(s).”

4. Issue of Securities to Qualified Institutional Buyers

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the SEBI, the Reserve Bank of India (“RBI”), the Government of India, the Stock Exchanges and/or any other competent authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanction as may be necessary from SEBI, Stock Exchanges, RBI, Foreign Investment Promotion Board (“FIPB”), the Government of India and/or any other authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanction (hereinafter referred to as the “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the Board is authorised to create, offer, issue and allot Eligible Securities (as defined under the SEBI ICDR Regulations), for an aggregate amount not exceeding Rs. 300 Crores, to Qualified Institutional Buyers (“QIBs”) (as defined under the SEBI ICDR Regulations) under the Qualified Institutions Placement (“QIP”) in terms of Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, whether or not such QIBs are Members of the Company, through a Placement Document and/or such other documents / writings/ circulars / memoranda in such manner, at such price and in such manner and on such terms and conditions as the Board may in its absolute discretion deem appropriate at the time of such issue or allotment considering the prevailing market conditions and other relevant factors, provided that the price inclusive of premium of the Eligible Securities so issued shall be determined in accordance with Chapter VIII of SEBI (ICDR) Regulations, and approved by the Board in consultation with the Merchant Banker(s) to be appointed by the Company in relation to such QIP in accordance with the provisions of Chapter VIII of SEBI ICDR Regulations, 2009 (the “Placement”).

RESOLVED FURTHER THAT the Relevant Date for determination of the price of the Eligible Securities to be issued to QIBs shall be the date of the meeting in which the Board of Directors of the Company or the Committee of Directors duly authorised by the Board of Directors of the Company, decide to open the Placement.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted within twelve months from the date of this Resolution or such other time as may be allowed under the SEBI ICDR Regulation and shall rank *pari-passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT these Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT such of these Equity Shares to be issued as are not subscribed may be disposed off by the Board in such manner and / or on such terms as the Board may deem fit and proper, in its sole and absolute discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the Merchant Banker(s), Advisors and/or other intermediaries as may be appointed by the Company in relation to the Placement, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Placement and allotment of the aforesaid Eligible Securities and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the Placement, including finalization of the timing of the Placement, identification of the QIBs to whom Equity Shares are to be offered, utilization of the proceeds arising out of the Placement and to agree to such conditions or modifications that may be imposed by SEBI, RBI, Stock Exchanges, FIPB or other authorities while granting the Requisite Approvals or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental

thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers in such manner as they may deem fit and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings and to do all such acts, deeds and things as may be required to give effect to this Resolution.”

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

Ajay N Thakkar
Company Secretary & Head- Legal

Mumbai, 30th July, 2014

Notes and instructions:

1. The Explanatory Statement and reasons for the proposed Special Business under Item No. 1 to 4 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts and reasons of the proposed special resolutions are annexed herewith along with the Form for your consideration.
2. The Company has appointed Mr. Dharmesh Zaveri, of D M Zaveri & CO., Practising Company Secretary, as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, August 15, 2014.
4. In compliance with provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the listing agreement entered into with the stock exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form. Please note that e-voting is optional. Members have option to vote either through Postal Ballot or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Members cast their vote through physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
5. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional Members shall be entitled to vote through their authorized representatives with proof of their authorization.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NOS.1 TO 4 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE “ACT”)

Item No. 1

Under the erstwhile section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company could, with the consent of the Members obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company’s business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

The Members of the Company, through Extra Ordinary General Meeting of the Company held on March 14, 2008, by way of an ordinary resolution had accorded their consent to the Board of Directors of the Company for borrowing monies on behalf of the Company, from time to time, up to an aggregate amount (apart from temporary loans obtained or to be obtained in the ordinary course of business) not exceeding at any time Rs. 700 crores (Rupees Seven Hundred Crores) over and above the aggregate of the paid up capital and free reserves of the Company.

Under the provisions of Section 180(1)(c) of the Act, which was made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Further as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. upto September 11, 2014. As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to borrow monies, apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business, in excess of the paid up share capital and free reserves of the Company.

The proposed borrowings of the Company may, if necessary, be secured by way of charge /mortgage/hypothecation on the Company’s assets in favour of the lenders/ holders of securities/ trustees for the holders of the said securities as mentioned in Item 2.

The Board recommends the Resolution at Item No. 1 of the Notice for approval of the Members by a Special Resolution.

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

Item No. 2

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the Members obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company’s assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company’s Bankers in the ordinary course of business).

The Members of the Company, through ordinary resolutions passed at its Annual General Meeting held on September 24, 2010 and July 09, 2013 had accorded their consent to the Board of Directors for creation of charges /mortgages/ hypothecations on the assets of the Company, both present and future, upto the borrowing limits approved by the Members under section 293(1)(d) of the Companies Act, 1956 from time to time, and that the said mortgages/charges/hypothecations created by the Company to secure the facilities borrowed from lenders (India and Overseas), subject to overall maximum exposure limit of Rs. 150 crores for the loans availed/to be availed by the Company’s subsidiary.

Under the provisions of Section 180(1)(a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolution. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain

valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the Members by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in order to secure Rupee/Foreign Currency Loans, working capital facilities or any other credit facilities (hereinafter collectively referred to as "Facilities") availed or to be availed by the Company or its subsidiaries, from any Banks, Non-Banking Financial Companies, Financial or other institutions, or any other persons, body corporate (hereinafter collectively referred to as "Lenders") whether in India or overseas or to secure issuance by the Company of any debt securities, including non-convertible debentures. It is therefore, necessary to obtain Members approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations to secure: (i) Facilities availed by the Company from time to time as mentioned in Item 1 and (ii) Facilities availed by the Company's subsidiaries up to an amount of Rs. 150 Crores from time to time as mentioned in Item 1.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the Members by a Special Resolution.

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

Item No. 3

Pursuant to the provisions of Sections 42, 71 and such other applicable provisions of Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 effective April 1, 2014, a Company proposing to borrow money by offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis is required to obtain a specific prior approval of the Members of the Company by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

Keeping in view the requirements of funds for the Company's business operations and advantages of a diversified debt portfolio, the Company seeks an enabling approval of the Members for the Board of Directors to raise resources through issue of the Debt Securities for an aggregate amount not exceeding Rs.150 Crores on a private placement basis in one or more tranches, during the period of one year from the date of passing of the special resolution by the Members, within the overall approved borrowing limits, with authority to the Board to determine the terms and conditions, including the issue price of the Debt Securities, interest, repayment, security, or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution.

The Board recommends the Resolution as Item No. 3 of the Notice for approval of the Members by a Special Resolution.

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

Item No. 4

The Company requires adequate capital to meet the needs of growing business. While it is expected that the internal generation of funds would finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to have enabling approvals should opportunity arise for the Company to raise equity on to fund its requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in the resolution, in Indian or international markets.

The Company to meet the requirements for the above purposes and for general corporate purposes, as may be decided by the Board from time to time, proposes to seek authorization of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted by the Board), without the need of further approval of the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIBs"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), as set out in the special resolution at Item No. 4 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot Eligible Securities (as defined under the SEBI ICDR Regulations) on such date(s) as may be determined by the Board. The Eligible Securities proposed to be issued by the Board shall be subject to the SEBI ICDR Regulations, including the pricing, which shall be in accordance with the provisions of the SEBI ICDR Regulations.

The "relevant date" shall mean the date of the meeting in which the Board or a committee of the Board decides to open the proposed issue of Securities and at such price as applicable in accordance with the provisions of the SEBI ICDR Regulations.

For reasons aforesaid, an enabling Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the Qualified Institutional Placement.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by issue of QIP Securities shall not exceed Rs. 300 Crores.

Section 62 of the Companies Act, 2013 and Listing Agreement entered with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to make the proposed issue of Eligible Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries, to any persons, whether or not they are Members of the Company.

The Board recommends the Resolution as Item No. 4 of the Notice for approval of the Members by a Special Resolution.

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

**By order of the Board of Directors
EsseL Propack Limited**

Ajay N Thakkar
Company Secretary & Head- Legal

Mumbai, 30th July, 2014

ESSEL PROPACK LIMITED

Regd. Off. : P.O. Vasind, Tal. Shahapur, Dist. Thane, Maharashtra - 421 604, India.
 Phone: 91-22-24819000/9200, Fax: +91-22-24963137 Website: www.esselpropack.com
 Email: investor.grievance@ep.esselgroup.com, Corporate Identity Number: L74950MH1982PLC028947

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

- Serial No.**
1. Name(s) & Registered Address of the sole / first named Member :

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

 3. Registered Folio No./*CLID No. & Client ID No. :
 [*Applicable to Members holding shares in dematerialized form]

 4. Number of Share(s) held :

 5. E-Voting Event Number (EVEN) :

 6. User-ID :

 7. Password/PIN :

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot / E-voting, for the business stated in the Postal Ballot Notice dated 30/07/ 2014 by conveying my / our assent or dissent to the resolution(s) by placing tick (v) mark in the appropriate box below:

Sr. No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Authority to Board of Directors to borrow money under Section 180(1)(c) of the Companies Act, 2013.			
2	Approval under Section 180(1)(a) of the Companies Act, 2013, for creation of charges/mortgages/hypothecation on Company's assets.			
3	Private Placement of Non-Convertible Debentures and other securities.			
4	Issue of Securities to Qualified Institutional Buyers.			

Place :

 Signature of the Member or Authorized Representative

Date :

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Postal Ballot Form : September 26, 2014 (5:00 pm).
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on Friday, August 15, 2014 (Cut Off Date) and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

The instructions for voting are as under:

A) PHYSICAL POSTAL BALLOT FORM

- 1) A member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send the duly completed and signed Form to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company, which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- 2) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- 3) The Postal Ballot Form should be signed by the member as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- 4) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on September 26, 2014. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- 5) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- 6) Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- 7) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- 8) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.esselpropack.com) and the duly completed Postal Ballot Form should reach the Scrutinizer not later than the last date for voting mentioned above.
- 9) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- 10) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

B) E-VOTING

- 1) The Company has engaged National Securities Depository Limited ("NSDL"), to provide e-Voting facility to its Members.
- 2) The voting time ends at 5:00 p.m. on September 26, 2014. The e-Voting module shall be disabled by NSDL for voting thereafter.
- 3) User ID and password are provided at the bottom of Postal Ballot Form.
- 4) The following are the steps to be followed for e-Voting:
 - (i) Open e-mail and open PDF file viz. EPLPostal Ballot 2014 with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password mentioned in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Essel Propack Limited.
 - (viii) Now you are ready for e-Voting as the Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, Mr. Dharmesh Zaveri of D.M. Zaveri & Co., Practising Company Secretary, on his e-mail id: info@dmzaveri.com with a copy marked to evoting@nsdl.co.in.
- 5) In case of members receiving e-voting password by post:
 - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. 4 (ii) to (xii) above, to cast your vote.
- (6) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (7) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for members and e-voting user manual for members available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com. You can also send your queries/ grievances relating to e-voting to the e-mail ID:- www.esselpropack.com
- (8) The period for e-voting starts on August 28, 2014 and ends on September 26, 2014. E-voting shall be disabled by NSDL on September 26, 2014 at 5:00 p.m.