

EPL/LEGAL/2015
January 30, 2015

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax: (022) - 2272 2037/39/41/61 or 2272 3121/3719
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 disclosure of voting results through postal ballot (including e-voting)

Dear Sir/Madam

We refer to our letter dated December 29, 2014, enclosing Postal Ballot Notice dated December 22, 2014, alongwith Postal Ballot form and e-voting communication sent to the Members of the Company for seeking their approval on the matters listed in the said notice.

The Company had appointed Mr. Dharmesh Zaveri of D.M. Zaveri & Co., Practising Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner.

The Scrutinizer has submitted his report dated January 29, 2015 to the Chairman of the Company. As per the said report, following resolutions have been approved by the Members through postal ballot (including e-voting):

| Item No. | Particulars | Resolution (Ordinary / Special) | Mode of Voting | Passed by Majority / Unanimously |
|----------|--|---------------------------------|-------------------------|----------------------------------|
| 1. | To approve "Essel Employee Stock Option Scheme 2014". | Special | Postal Ballot/ E-Voting | Majority |
| 2. | To approve the "Essel Employee Stock Option Scheme 2014" for subsidiaries. | Special | Postal Ballot/ E-Voting | Majority |
| 3. | Payment of remuneration to Mr. Ashok Goel as Vice Chairman & Managing Director of the Company. | Special | Postal Ballot/ E-Voting | Majority |

The voting results as per the format prescribed under Clause 35A of the Listing Agreement with the stock exchanges is attached as Annexure 1.

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 | | | | | | | | | |
|--|------------------------|-------------------------|------------------|------------------|---|------------------------------|----------------------------|--|--|
| Resolution 1 - To approve "Essel Employee Stock Option Scheme 2014." (Special Resolution) | | | | | | | | | |
| Mode of Voting - Postal Ballot/E-Voting | | | | | | | | | |
| 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 | 94143918 | 0 | 94143918 | 94143918 | 100.0000 | 94143918 | 0 | 100.0000 | 0.0000 |
| Public - Institutional holders | 19763222 | 0 | 5127684 | 5127684 | 25.9456 | 5127684 | 0 | 100.0000 | 0.0000 |
| Public-Others | 43194145 | 1197419 | 1593454 | 2790873 | 6.4612 | 2775984 | 14889 | 99.4665 | 0.5335 |
| Total | 157101285 | 1197419 | 100865056 | 102062475 | 64.9660 | 102047586 | 14889 | 99.9854 | 0.0146 |
| Resolution 2 - To approve "Essel Employee Stock Option Scheme 2014" for subsidiaries (Special Resolution) | | | | | | | | | |
| Mode of Voting - Postal Ballot/E-Voting | | | | | | | | | |
| 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 | 94143918 | 0 | 94143918 | 94143918 | 100.0000 | 94143918 | 0 | 100.0000 | 0.0000 |
| Public - Institutional holders | 19763222 | 0 | 5127684 | 5127684 | 25.9456 | 5127684 | 0 | 100.0000 | 0.0000 |
| Public-Others | 43194145 | 1197419 | 1593704 | 2791123 | 6.4618 | 2773977 | 17146 | 99.3857 | 0.6143 |
| Total | 157101285 | 1197419 | 100865306 | 102062725 | 64.9662 | 102045579 | 17146 | 99.9832 | 0.0168 |
| Resolution 3 - Payment of Remuneration to Mr. Ashok Goel as Vice Chairman & Managing Director (Special Resolution) | | | | | | | | | |
| Mode of Voting - Postal Ballot/E-Voting | | | | | | | | | |
| 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 | 94143918 | 0 | 0* | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public - Institutional holders | 19763222 | 0 | 5127684 | 5127684 | 25.9456 | 5127684 | 0 | 100.0000 | 0.0000 |
| Public-Others | 43194145 | 1197419 | 1591799 | 2789218 | 6.4574 | 2773444 | 15774 | 99.4345 | 0.5655 |
| Total | 157101285 | 1197419 | 6719483 | 7916902 | 5.0393 | 7901128 | 15774 | 99.8000 | 0.2000 |

* 94143918 e-votes polled by Promoter & Promoter group in favour of the resolution are considered invalid votes, as they are deemed to be interested in the Resolution.

FOR ESSEL PROPACK LIMITED


ANANT TIWARI
COMPANY SECRETARY & HEAD - LEGAL