

ESSEL PROPACK LIMITED

Regd. Off. : P.O. Vasind, Tal. Shahapur,
Dist. Thane, Maharashtra - 421 604, India.
Phone: +91 9423329971, Fax: +91 22 24663137
Website: www.esselpropack.com Email: investor.governance@ep.esselgroup.com
CIN : L74900MH1982PLC02947

NOTICE TO MEMBERS

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of the Company is scheduled to be held on Wednesday, May 11, 2016 at 12.30 p.m. at the Registered Office of the Company at P.O. Vasind, Taluka Shahapur, Thane - 421604, Maharashtra, India or immediately after conclusion of Court Convened Meeting of the equity shareholders of the Company to be held at 11.30 a.m. to transact the business as set out in the EGM Notice, which was dispatched by the Company on April 08, 2016.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rules made thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is providing e-voting facility to its members holding shares as on Wednesday, May 4, 2016, being cut-off date, to exercise their vote on business to be transacted at the EGM of the Company. The Members may cast their vote by using an electronic voting system from a place other than that of the venue of the meeting (remote e-voting). The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility to the members of the Company. The details pursuant to the provisions of the Companies Act, 2013 and rules made thereof relating to remote e-voting facility is as under:

- 1) Date of completion or dispatch of EGM notice is on April 8, 2016.
- 2) The remote e-voting period:
Commences on: Sunday, May 08, 2016 at 09.00 a.m. IST.
Ends on: Tuesday, May 10, 2016 at 05.00 p.m. IST.
- 3) The voting through electronic means shall not be allowed beyond 05.00 p.m. on May 10, 2016.
- 4) Any person who becomes the member of the Company after dispatch of EGM Notice and is holding shares as of the cut-off date i.e. May 4, 2016, can send request at email id: complianceofficer@ep.esselgroup.com.
- 5) The Notice of EGM is also available on the Company's website www.esselpropack.com and on NSDL website www.evoting.nsdl.com.
- 6) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evoting.nsdl.com or you may contact NSDL on 1800-222-990.
- 7) A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting. Scrutinizer's decision on the validity of a poll paper in EGM shall be final.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, members who do not have access to remote e-voting facility, may exercise their vote at the EGM of the Company by submitting the Poll Form which will be distributed at the venue of EGM.

By order of the Board
Sd/-
Suresh Savaliya
Head - Legal & Company Secretary

Date: April 08, 2016
Place: Mumbai

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 201 OF 2016**

In the matter of the Companies Act, 1956 (1 of 1956);

AND
In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956;

AND
In the matter of Scheme of Amalgamation and Arrangement
OF
Whitehills Advisory Services Private Limited ("Transferor Company") with Essel Propack Limited ("Transferee Company") and their respective shareholders.

ESSEL PROPACK LIMITED, a)
company incorporated under the provisions of the Companies Act, 1956 and having its registered office at P.O. Vasind, Taluka Shahapur, Thane - 421604, Maharashtra, India,Applicant Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF ESSEL PROPACK LIMITED, THE APPLICANT COMPANY

NOTICE IS HEREBY GIVEN THAT by an order dated 01st April, 2016, the Hon'ble High Court of Judicature at Bombay has directed that a Court Convened Meeting of Equity Shareholders of Essel Propack Limited, the Applicant Company, to be convened and held at its registered office of the Company at P.O. Vasind, Taluka Shahapur, Thane - 421604, Maharashtra, India on Wednesday, 11th May, 2016 at 11:30 a.m. for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited, Transferor Company with Essel Propack Limited, Applicant Company and their respective shareholders.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of Essel Propack Limited, the Applicant Company will be convened and held at P.O. Vasind, Taluka Shahapur, Thane - 421604, Maharashtra, India on Wednesday, 11th May, 2016 at 11:30 a.m. at which day, date, time and place, the said Equity Shareholders are requested to attend.

Copies of the Scheme of Amalgamation and Arrangement, Explanatory Statement under Section 393 of the Companies Act, 1956 and Form of Proxy can be availed free of charge at the registered office of Essel Propack Limited, the Applicant Company or at the office of the Advocate, Mr. Hemant Sethi from M/s. Hemant Sethi & Co. Advocates having its office at 1602, Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai - 400 071.

Persons entitled to attend and vote at the said meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company at P.O. Vasind, Taluka Shahapur, Thane-421604, Maharashtra, India not later than 48 hours before the meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Shri. Ashok Goel, Vice Chairman & Managing Director of the Applicant Company, and failing him, Shri Mukund Chitale, Director of the Applicant Company and failing him, Mr. Suresh Savaliya, Head-Legal & Company Secretary of the Applicant Company, to be the Chairman of the said meeting.

The above mentioned scheme, if approved by the Equity Shareholders in the meeting will be subject to subsequent approval of the Hon'ble High Court of Judicature at Bombay.

Dated this 7th day of April, 2016
Place: Mumbai

Sd/-
Ashok Goel
Chairman appointed for the meeting



**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
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Notice of Postal Ballot and E-Voting to Equity Shareholders for Scheme of Amalgamation and Arrangement

Members of the Company are hereby informed that the Company has on April 8, 2016 completed the dispatch of notice of court convened meeting of the equity shareholders of Essel Propack Limited, the Applicant Company and postal ballot and e-voting along with the Postal Ballot Form and other documents accompanying the same for seeking the approval of the equity shareholders by way of postal ballot and voting by way of electronic means to the Scheme of Amalgamation and Arrangement Center of Whitehills Advisory Services Private Limited and Essel Propack Limited and their respective Shareholders (the Scheme) pursuant to section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (SEBI) (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing no. CIR/CFD/DIL/2015 dated 4th February, 2013 and CIR/CFD/DIL/2013 dated 21st May, 2013 ("SEBI Circulars"), now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015. In addition to the Court Convened Meeting, the Applicant Company is also seeking the approval of its Public Shareholders to the Scheme by way of postal ballot and e-voting pursuant to SEBI Circulars. In terms of the SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Applicant Company in favour of the proposal are more than the votes cast by the Public Shareholders against the proposal.

Notice has been dispatched to every equity shareholder, whose name appeared in the Register of Members / List of Beneficial Owners provided by Depositories as at the close of business hours on Thursday, March 31, 2016 and the voting rights of Members are reckoned as on that date. The notice is displayed on Company's website i.e. www.esselpropack.com and the website of National Securities Depository Limited i.e. www.evoting.nsdl.com. In case of non-receipt of postal ballot forms, any Member as on the aforesaid date may obtain a duplicate Postal Ballot Form from the Company. Only those members who hold shares either in physical form or in dematerialized form as on the cut-off date being March 31, 2016 are entitled to cast their vote by remote e-voting or at Postal ballot.

The Board of Directors of the Company have appointed Mr. Dharmesh Zaveri, of D M Zaveri & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Shareholders may cast their votes by returning duly filled-in and signed Postal Ballot Form in the self-addressed reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, 10th May, 2016. The reply received after that date shall be treated as if reply from Shareholder has not been received. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility as an option for the Members to enable them to cast their vote electronically. A Member exercising vote by using e-voting facility is requested to carefully follow the instructions given in the Notice of Postal Ballot and e-voting. Equity Shareholders desirous of exercising their vote electronically are requested to read the instructions as are available on the website of the Applicant Company and also on the website of NSDL being www.evoting.nsdl.com where notice of meeting, details regarding e-voting process and manner shall be available. The e-voting period commences on April 11, 2016 at 9.00 a.m. and ends on May 10, 2016 at 5.00 p.m. The e-voting module shall be disabled by NSDL, and e-voting shall not be allowed thereafter.

The Shareholders who wish to exercise their vote using Postal Ballot are requested to carefully go through the instructions printed over-leaf the Postal Ballot Form dispatched to all the eligible Shareholders. The Equity Shareholders who have not received Postal Ballot Form may apply to the Applicant Company and obtain a duplicate thereof. For the aforesaid purpose, the Equity Shareholders may contact Mr. Suresh Savaliya, Head - Legal & Company Secretary, Essel Propack Limited, Top Floor, Times Tower, Kamala Mill Compound, Lower Parel, Mumbai, Maharashtra 400013 either at his email id suresh.savaliya@ep.esselgroup.com or on phone no. 91 22 2481 9000.

In case of any difficulty or any grievances in respect of e-voting, the Equity Shareholders may contact Mr. Suresh Savaliya at Essel Propack Limited, Top Floor, Times Tower, Kamala Mill Compound, Lower Parel, Mumbai, Maharashtra 400013 either at his email id suresh.savaliya@ep.esselgroup.com or on phone no. 91 22 2481 9000 or send email to evoting@nsdl.in.

Upon completion of the scrutiny of the Postal Ballot Forms and e-voting, the Scrutinizer will submit his report to the Chairperson. The result of the Postal Ballot and e-voting will be announced by the Scrutinizer within 48 hours from the conclusion of court convened meeting and shall be placed, along with the Scrutinizer's Report, on the website of the Applicant Company i.e. www.esselpropack.com and website of NSDL i.e. www.evoting.nsdl.com for information of Shareholders, besides being communicated to Stock Exchanges on which shares of the Applicant Company are listed.

If a Member has opted for e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Members cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.

It is clarified that votes may be cast by Shareholders either by Postal Ballot or e-voting and casting of votes by Postal Ballot or e-voting does not disentitle them from attending at the Court Convened Meeting. Shareholder after exercising his right to vote through postal ballot or e-voting shall not be allowed to vote again in Court Convened Meeting.

Dated this 7th day of April, 2016
Place: Mumbai

Sd/-
Suresh Savaliya
Head - Legal & Company Secretary

