

13 December 2017

Corporate Service Department <b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai 400 051
corp.relations@bseindia.com	cmlist@nse.co.in
<b>Scrip:</b> Equity 500135. NCDs 951429 & 951430	<b>Trading Symbol:</b> ESSELPACK

**Ref.: Essel Propack Limited**

**Sub.: Declaration of result and voting of postal ballot.**

Dear Sirs,

In reference to postal ballot notice dated 7 November 2017 seeking approval of members of the Company, submitted to you, this is to further inform you that based on the report dated 12 December 2017 submitted by Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, the scrutinizer appointed under section 110 of the Companies Act 2013 read with the Rules, Mr. Ashok Goel, Chairman & Managing Director of the Company has declared the result of the postal ballot on 13 December 2017 and accordingly resolutions as contained in the said postal ballot notice are declared as duly passed by the members of the Company with required majority.

Following is the detail voting result of the said postal ballot including e-voting.

Date of declaration of result of postal ballot	13 December 2017
Total number of shareholders as on 3 November 2017 (cutoff date for reckoning of voting rights of shareholders)	31935
No. of Shareholders present in the meeting either in person or through proxy.	Not applicable. Resolution passed through postal ballot
No. of Shareholders attended the meeting through Video Conferencing.	Not applicable. Resolution passed through postal ballot

Detail voting results are as under. Number of votes polled includes voting through e-voting.

<b>Item No. 1</b>	Special Resolution pursuant to Section 42, 71 and other applicable provisions of Companies Act, 2013 and the rules made thereunder authorizing board to make private placement of NCD's and/or Debt Securities.
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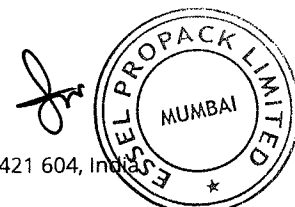
Resolutions required	As mentioned above
Mode of voting	Postal ballot including voting through electronic mode.
Votes casted in favors of the resolution	116,248,887
Votes casted against the resolution	1,709
Result	Passed with required majority



**ESSEL PROPACK LIMITED**  
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Senapati Bapat Marg, Lower Parel  
Mumbai 400 013, India  
T : +91-22-2481 9000 / 9200  
F : +91-22-2496 3137 | www.esselpropack.com

**Registered Office:**  
P. O. Vasind  
Taluka Shahpur  
Dist. Thane, Maharashtra 421 604, India

CIN: L74950MH1982PLC028947

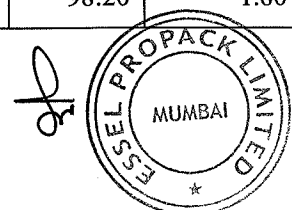


Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	89887993	89887993	100.00	89887993	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		89887993	100.00	89887993	-	100.00	-
Public-Institutional holders	E-Voting	32194837	17923280	55.67	17923280	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		17923280	55.67	17923280	-	100.00	-
Public-Non Institutions	E-Voting	35155954	8413842	23.93	8412947	895	99.99	0.01
	Postal Ballot		25481	0.07	24667	814	96.81	3.19
	Total		8439323	24.01	8437614	1709	99.98	0.02
<b>Total</b>		<b>157238784</b>	<b>116250596</b>	<b>73.93</b>	<b>116248887</b>	<b>1709</b>	<b>100.00</b>	<b>0.00</b>

<b>Item No. 2</b>	Special Resolution pursuant to Section 14 and other applicable provisions of Companies Act, 2013 and the rules made thereunder to adopt new set of regulations of Articles of Association.
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Resolutions required	As mentioned above
Mode of voting	Postal ballot including voting through electronic mode.
Votes casted in favors of the resolution	115,848,438
Votes casted against the resolution	322,630
Result	Passed with required majority

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	89887993	89887993	100.00	89887993	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		89887993	100.00	89887993	-	100.00	-
Public-Institutional	E-Voting	32194837	17843280	55.42	17521743	321537	98.20	1.80



<b>holders</b>	Postal Ballot		-	-	-	-	-	-
	Total		17843280	55.42	17521743	321537	98.20	1.80
	<b>Public-Non Institutions</b>							
	E-Voting	35155954	8414064	23.93	8413785	279	100.00	0.00
	Postal Ballot		25731	0.07	24917	814	96.84	3.16
	Total		8439795	24.01	8438702	1093	99.99	0.01
<b>Total</b>		<b>157238784</b>	<b>116171068</b>	<b>73.88</b>	<b>115848438</b>	<b>322630</b>	<b>99.72</b>	<b>0.28</b>

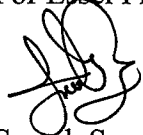
*Total no. of shareholders taken is as on cut-off date 3 November 2017.*

Enclosed herewith the above referred scrutinizer's report on postal ballot.

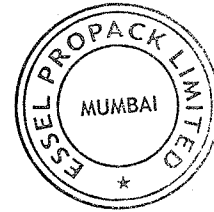
This is in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable laws and for your information.

Thanking you

Yours faithfully  
For Essel Propack Limited



Suresh Savaliya  
Head - Legal & Company Secretary



Filed on online

# D. M. ZAVERI & Co.

Company Secretaries

**BS** Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
**Email:** dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

## SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Essel Propack Limited  
P.O. Vasind,  
Taluka Shahapur,  
Thane - 421604

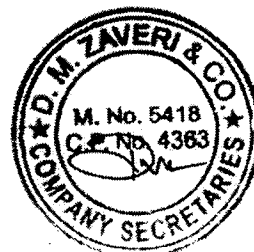
**Sub: Report on passing of resolution through Postal Ballot Process**

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on Tuesday, 7<sup>th</sup> November, 2017 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by National Securities Depository Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 7<sup>th</sup> November, 2017 of the Company.

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 e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 7<sup>th</sup> November, 2017 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution 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 for voting done by postal ballots.

*[Handwritten signature]*



# D. M. ZAVERI & Co.

## Company Secretaries

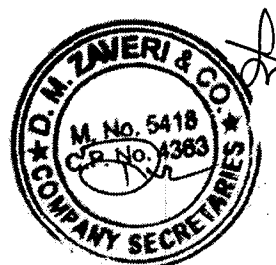
**DS** Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

**Email:** dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on Saturday, 11<sup>th</sup> November, 2017 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 3<sup>rd</sup> November, 2017.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Sunday, 12<sup>th</sup> November, 2017 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Tuesday, 12<sup>th</sup> December, 2017 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by National Securities Depository Limited for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on Tuesday, 12<sup>th</sup> December, 2017 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Bigshare Services Private Limited (BIGSHARE).
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- 1.7. I have not found any ballot forms which were considered to be invalid due to either signature mismatch/ no signature/ not voted and duplicate voting.



# D. M. ZAVERI & Co.

Company Secretaries

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

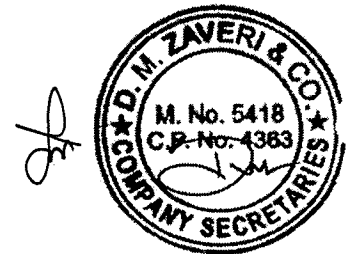
Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

1.8.I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited, the agency for providing and supervising electronic platform on Tuesday, 12<sup>th</sup> December, 2017 at 5.30 p.m. and which was closed by NSDL on Tuesday, 12<sup>th</sup> December, 2017 at 5.00 p.m.

1.9. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by National Securities Depository Limited is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
<b>Item No 1: Private placement of NCDs and/ or Debt Securities (Special Resolution)</b>									
E-voting	116225115	190	116224220	99.9992	12	895	0.0008	NIL	NIL
Postal Ballot	25481	67	24667	96.8055	8	814	3.1945	NIL	NIL
<b>Total</b>	<b>116250596</b>	<b>257</b>	<b>116248887</b>	<b>99.9985</b>	<b>20</b>	<b>1709</b>	<b>0.0015</b>	<b>NIL</b>	<b>NIL</b>
<b>Item No 2: Adoption of new sets of regulations of Articles of Association (Special Resolution)</b>									
E-voting	116145337	190	115823521	99.7229	14	321816	0.2771	NIL	NIL
Postal Ballot	25731	68	24917	96.8365	8	814	3.1635	NIL	NIL
<b>Total</b>	<b>116171068</b>	<b>258</b>	<b>115848438</b>	<b>99.7223</b>	<b>22</b>	<b>322630</b>	<b>0.2777</b>	<b>NIL</b>	<b>NIL</b>



# D. M. ZAVERI & Co.

Company Secretaries

**DS** Dharmesh Zaveri  
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Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
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The special resolution passed by requisite majority is as under;

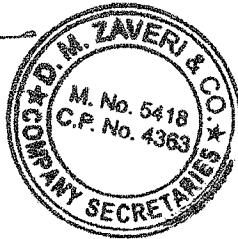
Reference to provisions of Companies Act, 2013	Type and description of special resolution
Special Resolution pursuant to Section 42/ 71 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Approval for private placement of NCDs and/ or Debt Securities
Special Resolution pursuant to Section 14 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Approval for adoption of new sets of regulations of Articles of Association

- 1.10. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.11. The above mentioned special resolution is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 12<sup>th</sup> December, 2017.
- 1.12. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)  
Membership No.: 5418  
C.P. No.: 4363  
Place: Mumbai  
Date: 12<sup>th</sup> December, 2017.



Sd/ -

Chairman of the Company.

