

Essei Propack Limited

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **ESSEL PROPACK LIMITED** will be held on **Tuesday, July 09, 2013, at 11.00 a.m.** at the Company's Registered Office at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604, India to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2013 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Tapan Mitra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Boman Moradian, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. MGB & Co, Chartered Accountants (Registration no. 101169W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from conclusion of this meeting till the conclusion of the Thirty-first Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS:

6. 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 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (including any statutory modification or re-enactment thereof) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions,

the Company hereby approves the re-appointment of Mr. Ashok Kumar Goel as Vice Chairman & Managing Director of the Company for a period of five years commencing October 21, 2013 upon the terms and conditions and remuneration by way of salary, perquisites and variable pay, including the remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in explanatory statement of material facts annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (including any statutory modification or re-enactment thereof) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, the Company hereby approves payment of minimum annual remuneration to Mr. Ashok Kumar Goel, Vice Chairman and Managing Director, for the period of three years commencing from October 21, 2013 as set out in explanatory statement of material facts annexed thereto, in case the Company has no profits or if its profits are inadequate in any financial year.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board of Directors duly authorised in that behalf for the time being exercising powers conferred on the Board by this resolution) be and is hereby authorized to alter, vary or modify from time to time the said terms and conditions within the limits specified in the Act or make any amendments thereto or otherwise as may be permissible by law and do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard".

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to such other



approvals as may be required, 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) for creation of such mortgage(s), charge(s), hypothecation(s) or any other encumbrances whatsoever, in addition to the existing mortgage(s) / charge(s) / hypothecation(s) created by the Company, on any of the movable and/or immovable properties of the Company wheresoever situate, both present and future, in favour of Banks, NBFCs, Financial Institutions, Finance Companies or their Trustees or any other party (together as "Lenders") whether in India or overseas on such terms and in such manner as the Board may think fit, and subject to such other approvals as may be required to secure rupee / foreign currency term loans and/working capital limits and other form of loans of whatsoever nature for an amount not exceeding ₹ 150 Crores (Rupees one hundred and fifty crores) together with interest, compound/additional interest, commitment charges, costs, expenses and all other monies payable thereon, availed/to be availed by the company's subsidiaries, on such terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lenders and to approve and ratify the actions undertaken by the Board for creation of any mortgage(s), charge(s), hypothecation(s) or any other encumbrances whatsoever, in addition to the existing mortgage(s) / charge(s) / hypothecation(s) created by the Company, on any of the movable and/or immovable properties of the Company wheresoever situated upto the extent of the above limits.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such agreements, documents, instruments, papers and writings as may be required in order to give effect to the above resolution".

By Order of the Board of Directors
For **ESSEL PROPACK LIMITED**

AASHAY KHANDWALA

Vice President (Legal) and
Company Secretary

Place : Mumbai

Date : May 29, 2013

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AT THE MEETING. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED

TIME FOR COMMENCEMENT OF THE MEETING.

- 2) The relevant details of Directors seeking re-appointment under items nos. 3, 4 and 6 above as required by Clause 49 of the Listing agreement entered into with the Stock Exchanges is annexed.
- 3) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience at the Annual General Meeting. Copy of the Notice as well as the Attendance Slip shall be made available to members at the meeting venue who have opted to receive the Annual Report in Electronic Form.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 03, 2013 to Tuesday, July 09, 2013 (both days inclusive).
- 5) Dividend, if approved by Members at the ensuing Annual General Meeting, will be paid on or after July 12, 2013; to all those shareholders whose name appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar on or before July 02, 2013 and in the list of beneficial owners furnished by National Securities Depository Limited and/or Central Depository Services (India) Limited, in respect of shares held in electronic form, as at the end of the business day on July 02, 2013.
- 6) In respect of the Members having their shareholding in the electronic form, the Company has been disbursing dividend through direct deposit into the respective bank accounts, the particulars of which have been given by you to your Depository Participant (DP).
- 7) In order to safeguard against fraudulent encashment of dividend warrants, Members having physical shares are requested to provide their bank account numbers alongwith the names and addresses of the concerned banks to enable the Company to incorporate the said details on the dividend warrants. Members, who have not yet provided such information, are requested to provide the aforementioned details quoting their folio numbers. The Members will appreciate that the Company will not be responsible for any loss arising out of fraudulently encashed dividend warrants.
- 8) The unclaimed dividends upto year 2005 (Interim Dividend) have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Section 205-A/205-C of the Companies Act, 1956.
- 9) Unpaid / unclaimed Dividend for the year 2005 (Special Dividend) and 2006 (Interim Dividend) are due for transfer on June 13, 2013 and March 08, 2014 respectively, to the Investor Education & Protection Fund of the Central Government, pursuant to the provisions of Section 205-C of the Companies Act, 1956. Members who have not yet

encashed their dividend warrants for the said year or any subsequent year(s), are requested to claim the dividend(s) by writing to the company's Registrar & Transfer Agents, Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

The details of the unpaid / unclaimed dividend upto the date of last AGM held on September 27, 2012 are uploaded on the company's website.

- 10) Members desirous of asking any questions at the ensuing Annual General Meeting (AGM) are requested to send their questions so as to reach the Registered Office of the

Company addressed to the Company Secretary atleast seven days before the AGM so that the same can be replied suitably.


- 11) Members are requested to carry their copy of the Annual Report to the Meeting.

By Order of the Board of Directors
For ESSEL PROPAC LIMITED

Place : Mumbai
Date : May 29, 2013

AASHAY KHANDWALA
Vice President (Legal) and
Company Secretary

GREEN INITIATIVE: (ELECTRONIC SERVICE OF DOCUMENTS)

The Company has been requesting members to participate in the Green Initiative of Government of India (Electronic Service of Documents). For supporting this initiative kindly access the website of our Registrar & Share Transfer Agents, M/s. Sharepro Services (I) Pvt. Ltd. at www.shareproservices.com or click on the icon  provided on the Company's website, follow the instructions and fill in the requisite details.

We solicit your whole-hearted co-operation and patronage for implementing the Green initiative taken by Government as your contribution towards a better environment.



EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956:-

Item No. 6

The members of the Company had at the 26th Annual General Meeting held on May 12, 2009 subject to the approval of the Central Government had approved the re-appointment of Mr. Ashok Kumar Goel as Managing Director of the Company (designated as Vice Chairman and Managing Director) for a period of 5 (five) years with effect from October 21, 2008 to October 20, 2013 and authorized the Board of Directors to revise, amend, alter and vary the terms and conditions including remuneration payable to him in such manner as may be permissible in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII thereto.

His current tenure as Managing Director comes to end on October 20, 2013 and he is eligible for re-appointment for a further term. The Remuneration Committee has recommended and the Board of Directors ("the Board") of the Company at their meeting held on May 29, 2013 has re-appointed Mr. Ashok Kumar Goel as Vice Chairman & Managing Director, subject to the approval of members and such other approvals as may be required, for a further period of 5 (five) years with effect from October 21, 2013 on the terms and conditions and remuneration as set out herein below.

Brief resume of Mr. Ashok Kumar Goel is given in Annexure attached to the Notice.

The terms of re-appointment of Mr. Ashok Kumar Goel as Vice Chairman and Managing Director of the Company are as under:

- I. Tenure of Agreement: For a period of 5 years with effect from October 21, 2013.
- II. Nature of duties: Mr. Ashok Kumar Goel shall exercise substantial powers of management and he shall be responsible for the overall management and control of the whole of the affairs of the Company under the overall supervision, superintendence, control and direction of the Board of Directors.
- III. Remuneration:
 - (i) Salary
Basic Salary ₹ 20,50,000 per month in the salary range of ₹ 20,00,000 - ₹ 2,00,000 - ₹ 30,00,000.
The Board shall decide such increment each year as recommended by the Remuneration Committee, the first of such increment shall be effective April 01, 2014.
 - (ii) Variable Pay
A variable pay for achievement of Annual Performance targets as agreed and assessed by the Remuneration Committee and approved by the Board, which shall not exceed 100 % of the Basic Salary, for the year under consideration.

(iii) Perquisites

Besides Salary and Variable pay, he shall be entitled to Perquisites, subject to ceiling of 50 % of the Basic Salary, which interlia includes House Rent Allowance or Furnished Accommodation or Reimbursement of Rent, furnishing and maintenance of accommodation in case it is arranged by him, reimbursement of gas, electricity and water expenses, reimbursement of salary paid for domestic help and security guards at residence, medical reimbursement for self and family incurred in India /abroad, Leave Travel allowance for self and family etc.

(For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of such Rules, perquisites shall be evaluated at the actual cost.)

IV. Provident Fund/Leave:

- i) He will also be eligible for following benefits i.e. contribution to Provident fund, Pension/ Superannuation fund and Gratuity as per the Rules of the Company.
- ii) Earned / Privilege leave as per the rules of the Company including Encashment of Leave. Encashment of Leave at the end of the tenure, contribution to Provident Fund, Superannuation Fund and Gratuity shall not be included in the computation of limits for the remuneration or perquisites aforesaid as these are exempt under Schedule XIII of the Companies Act, 1956.

V. Other Benefits:

The Company shall reimburse membership fees of two clubs as may be considered appropriate and provide car(s) with driver and other communication facilities. The use of the company's car(s) for official duties and telephone / communication facilities shall be exempt and shall not be included in the computation of perquisites as per Schedule XIII of the Companies Act, 1956.

VI. Minimum Remuneration:

Where in any financial year during his tenure as the Vice Chairman and Managing Director, the Company has no profits or its profits are inadequate under Section 309 of the Companies Act, 1956, the remuneration as stated above consisting of salary, perquisites and variable pay shall be treated as the minimum remuneration and same shall be payable to him.

VII. Termination:

The appointee or the Company shall be entitled to terminate the agreement by giving 3 (three) months' notice in writing.

The Vice Chairman & Managing Director shall not be liable to retire by rotation.

This should also be considered and treated as abstract of the terms of remuneration of Mr. Ashok Kumar Goel as Vice Chairman and Managing Director and a memorandum as to nature of concern or interest under Section 302 of the Companies Act, 1956.

The proposed remuneration payable to Mr. Ashok Kumar Goel as Managing Director may exceed the limit prescribed in the Section 309 of the Companies Act, 1956 and profits may be inadequate to such extent. The statement as required under Part II, Section II, sub Clause 1(C) of the Schedule XIII of the Companies Act, 1956 with reference to Special Resolution as Item No. 6 is annexed hereto as Annexure.

The draft agreement proposed to be entered with Mr. Ashok Kumar Goel as Vice Chairman and Managing Director and other documents referred above are open for inspection by Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days upto the date of this Annual General Meeting.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors of the Company except Mr. Ashok Kumar Goel and Mr. Subhash Chandra (being related to him) are concerned or interested in the said resolution.

Item No. 7

The members had passed the resolution under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting held on September 24, 2010 authorizing the Board of Directors of the Company to create security on moveable and/or immovable properties of the Company for borrowings made from time to time for Company's operations upto the borrowing limits approved under Section 293(1)(d) of the Companies Act, 1956 aggregating to ₹ 700 crores (Rupees Seven Hundred crores) over and above the paid up capital and free reserves of the Company.

The Company has subsidiaries in India and abroad. The Company's subsidiaries have to borrow monies for financing their operations and in certain events the lenders require additional security on the assets of the holding Company.

Approval of the shareholders is sought under Section 293(1)(a) of the Companies Act, 1956 to confer authority to the Board of Directors of the Company to create mortgage, charge, hypothecation or create any encumbrances or provide security for any borrowings made by subsidiary companies and outstanding at any time upto ₹ 150 crores (Rupees One Hundred and Fifty crores) in addition to and whether ranking paripassu or otherwise with the existing mortgage(s), charge(s) already created on Company's assets for borrowings made by the Company and approve, ratify and confirm all actions taken by the Board in this regard.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the directors of the Company are concerned or interested in the said resolution except to the extent of directorship held by the Managing Director in the subsidiaries.

By Order of the Board of Directors
For **ESSEL PROPACK LIMITED**

AASHAY KHANDWALA
Vice President (Legal) and
Company Secretary

Place : Mumbai
Date : May 29, 2013



Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II of Schedule XIII of the Companies Act, 1956, for payment of Remuneration to Managing Director in excess of limits specified in case of inadequate profits.

I. General Information

a) Nature of Industry:

Manufacturing of Laminated and Plastic Tubes (Packaging Industry).

b) Date of expected date of commencement of commercial production:

Date of commencement of commercial production was June 01, 1984. Date of Incorporation of the Company was December 22, 1982.

c) In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

d) Financial performance based in given indicators:

As per the Audited Accounts (India operations) of the previous three financial years:-

(₹)

Particulars	As on March 31, 2013	As on March 31, 2012	As on March 31, 2011
Total Income	6,183,426,925	5,418,776,171	4,753,296,059
Profit before Tax	661,655,633	515,507,136	632,619,109
Profit after Tax	498,424,263	490,745,886	440,827,478

e) Export performance and net foreign exchange collaborations:

(₹)

Particulars	As on March 31, 2013	As on March 31, 2012	As on March 31, 2011
F O B value of Exports	594,279,125	336,671,353	348,272,464
Income in Foreign Exchange	213,205,272	358,177,157	448,165,178

f) Foreign investments or collaborations, if any: There are no foreign investments of collaborations in the Company.

II. Information about the appointee

1. Background Details:

- Name : Mr. Ashok Kumar Goel
- Father's Name : Mr. Nandkishore Goenka
- Nationality : Indian
- Date of Birth : November 09, 1961

e. Date of re-appointment as Vice Chairman and Managing Director : October 21, 2013

f. Experience : Mr Goel has been associated with the Company since 1984. Mr. Goel has rich and varied experience in the Industry. His efforts has helped the Company grow manifold and become leader in its product range. He also serves on the Board of other Companies and Trade Associations.

2. Past Remuneration: Details of the remuneration paid to Mr. Goel in previous three financial years:

Sr. No.	Year		Remuneration (₹)
	From	To	
1	01.04.2012	31.03.2013	*30,725,600
2	01.04.2011	31.03.2012	*31,190,000
3	01.04.2010	31.03.2011	44,775,745

* No performance bonus was awarded.

3. Recognition of awards: In July 2005, the renowned publication 'The Smart Manager', after in-depth research spread over three years, rated Mr. Ashok Kumar Goel as 'one of the 25 truly world class managers' from India.

4. Job profile and his suitability:

Job Profile: Responsible for the overall management and control of the whole of the affairs of the Company with substantial powers of management under the supervision, superintendence, control and direction of the Board of Directors.

Suitability: Mr. Ashok Kumar Goel, Vice Chairman and Managing Director has been associated with the Company since its inception. Mr. Goel has rich and varied experience in the Industry. He has been instrumental in its exponential growth and expansion of the Company over the years and his efforts have brought the Company to its present size. Essel Propack Limited today has a presence across the globe with 24 plants world-wide. Mr. Goel with his experience, expertise and knowledge has enabled the Company to grow and reward the shareholders at all times even in the adverse economic conditions.

5. Remuneration proposed: The terms of remuneration are detailed in Explanatory Statement item No. 6 hereinabove.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position

and the person: The remuneration proposed is reasonable when compared to the exigencies of the global stature & complexity of business of the Company and commensurate with the similar industry (manufacturing), operating in India and the profile of the position.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Mr. Ashok Kumar Goel is related to Mr. Subhash Chandra, Non- Executive Chairman of the Company.

III. Other information

1. Reason for loss/ inadequacy of profits:

The profits of the Company have increased over the years. For the year ended 31st March, 2013, the Company has made PBT of ₹ 66.17 crores and PAT of ₹ 49.84 Crores. The proposed remuneration payable to the Managing Director may exceed the limit prescribed under Section 309 of the Companies Act, 1956 and profits of the Company may be inadequate to such extent.

2. Steps taken or proposed to be taken for improvement: During the year the Company has leveraged its world class capability for decoration and new product development to drive a strong growth in the

cosmetic category, offering packaging solutions with both laminated and plastic tubes. The Company has completed the expansion of capacity for laminated tubes and the new capacity has been significantly ramped up. In a year marked by high interest rates, the finance cost has been reduced by 6.3% compared to the previous year by active management of debt portfolio.

3. Expected increase in productivity and profits in measurable terms:

The Company's tight control on costs and higher asset productivity has helped the profit before depreciation, interest, other income and tax to grow at a healthy rate of 22.9% reflecting a margin gain of 100 bps over the previous year.

IV. Disclosures:

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual report of the Company.



ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED/ RE-APPOINTED AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES :-

Particulars	Appointment	Directors retiring by rotation and seeking re-appointment	
Name	Mr. Ashok Kumar Goel	Mr. Tapan Mitra	Mr. Boman Moradian
Age	51 years	74 years	63 years
Qualifications and Experience.	<p>Mr. Goel is a Commerce Graduate. He has been associated with the Company as "Director" since 1984 and as Vice Chairman & Managing 'Director' since October 2003. An experienced businessman, Mr. Goel oversees the Management of the Group's leisure properties Esselworld, Water Kingdom and Freeze.</p> <p>Under his dynamic leadership, there have been many "firsts" for the group which has earned the Company the distinction of being the world leaders in the laminated tube market.</p> <p>Mr. Goel has led the Company from the front through its eventful journey. With focus and priority on 'Innovation' and "Go and Grow with Customers" the Company is well poised and equipped to offer customised solutions based Customer requirements. The Company has also ventured into and obtained a sizeable share of the non-oral care segment for laminated tubes.</p> <p>Mr. Goel is founder member of the Indian Association of Amusement Parks & Industries. He has also held position of President of Industry Associations like Organisation of Plastic Processors of India, Plastindia Foundation etc.</p>	<p>Master's degree from the Calcutta University, Post- graduate studies at McGill University, Canada.</p> <p>Master's degree in Business Administration from the University of Geneva and Fellow Member of the Institute of Chartered Accountants of India.</p> <p>He has served as Chairman of Confederation of Indian Industries (CII), Eastern Region, Chairman of Haldia Petrochemicals Limited, Managing Director of Indal, Industrial Investment Bank of India as well as on a number of national committees of CII.</p>	<p>Mechanical Engineer from VJTI, Mumbai, M.M.S in Operations from Jamnalal Bajaj Institute of Management Studies.</p> <p>He has 38 years of rich experience having worked in various capacities, at Bharat Bijlee Ltd, Ambalal Sarabhai Enterprises (ASE) Ltd, Decom Marketing Ltd and Shilpi Advertising Ltd. Since 1988, he is involved in freelance Management consultation practice in Productivity, Marketing and Mathematical Modelling of Systems for various Corporate clients.</p> <p>He is a visiting faculty at Jamnalal Bajaj Institute of Management Studies, Mumbai for last 36 years.</p>
List of public limited Companies in which outside Directorship held.	Solid Containers Ltd, ITZ Cash Card Ltd, Indian Association of Amusement Parks & Industries Ltd.	Thermax Limited	Garware Polyester Limited
Chairman / Member of the Committees of the Board of other Companies.	Nil	<ol style="list-style-type: none"> Audit Committee : Thermax Limited (Chairman) HR & Remuneration Committee: Thermax Limited 	<ol style="list-style-type: none"> Audit Committee: Garware Polyester Limited (Chairman) Investor Grievance Committee: Garware Polyester Limited (Chairman) Remuneration Committee: Garware Polyester Limited
Shareholding in the Company (No. of shares)	3,20,760 equity shares of ₹ 2/- each.	NIL	NIL



PROXY FORM

ESSEL PROPACK LIMITED

Registered Office: P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421 604, India.

Reg. Folio No. _____ DP ID * _____ Client ID* _____ No. of Shares _____

I/We _____ of _____

being a Member(s) of ESSEL PROPACK LIMITED hereby appoint _____

of _____ or failing him/her _____

of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, July 09, 2013, at 11.00 a.m. at the Company's Registered Office at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421 604, India and at any adjournment thereof.

Affix
₹ 1
Revenue
Stamp

Signed this _____ day of _____, 2013

Signature of the Member/s:

Note : This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the above referred Meeting.

* Applicable for Members holding shares in electronic (dematerialised) form.



ATTENDANCE SLIP

ESSEL PROPACK LIMITED

Registered Office: P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421 604, India.

(To be handed over at the entrance of the Meeting hall)

Reg. Folio No. _____ DP ID * _____ Client ID* _____ No. of Shares _____

I hereby record my/our presence at the Annual General Meeting of the Company to be held on Tuesday, July 09, 2013, at 11.00 a.m. at the Company's Registered Office at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421 604, India.

Full Name of the Member (in BLOCK LETTERS) _____

Full Name of the Proxy (in BLOCK LETTERS) _____

Member's/Proxy's Signature _____

* Applicable for Members holding shares in electronic (dematerialised) form.



**Determined
to Deliver**