

EPL/LEGAL/2015
July 02, 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: Proceedings of the 32nd Annual General Meeting pursuant to Clause 31(d) of the Listing Agreement with the Stock Exchanges

Dear Sir/Madam

This is to inform you that the 32nd Annual General Meeting of the Company was held on June 30, 2015, at 11.00 a.m. at the Registered office of the Company at P.O. Vasind, Taluka Shahapur, District Thane, Maharashtra - 421 604 and the requisite quorum for convening the valid Annual General Meeting was present.

The following resolutions as proposed in the notice of the Annual General Meeting were approved by the members in majority:

- 1) Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the report of the Directors' and Auditor's thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
- 2) Declaration of dividend of Rs. 1.60 per equity share on 157,044,165 equity shares of Rs. 2 each.
- 3) Re-appointment of Dr. Subhash Chandra (DIN 00031458), as a Director of the Company.



ESSEL PROPACK LIMITED
Top Floor, Times Tower, Kamala City
Senapati Bapat Marg, Lower Parel
Mumbai 400 013, India
T : +91-22-2481 9000 / 9200
F : +91-22-2496 3137 | www.esselpack.com

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

CIN: L74950MH1982PLC028947

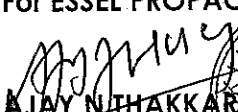


- 4) Ratification of appointment of M/s. MGB & Co., LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16, at a remuneration as may be decided by the Board of Directors.
- 5) Appointment of Mr. Atul Goel, (DIN 00013157) as a Director of the Company.
- 6) Approval of remuneration of M/s R Nanabhoy & Co, Cost Auditors for the financial year 1st April, 2015 to 31st March, 2016.
- 7) Approval for payment of Commission to the Non-Executive Independent Directors of the Company for a period of five years w.e.f April 01, 2015

We are enclosing herewith Scrutinizer's Report for your information and record. We request you kindly take the above on record.

Thanking you,
Yours faithfully,

For ESSEL PROPACK LIMITED


AJAY NITHAKKAR
COMPANY SECRETARY & HEAD - LEGAL
Encl: As above



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

Combined Report of Scrutinizer for e-voting & Poll

*[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii)
of Companies (Management and Administration) Rules, 2014 as amended]*

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Essel Propack Limited,
held on 30th June, 2015 at,
P.O. Vasind, Taluka: Shahapur,
District:Thane, Maharashtra – 421604.

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of Essel Propack Limited for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including any amendment thereof and voting by use of physical ballot forms received from the members at the venue of the 32nd Annual General Meeting (AGM) pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 32nd AGM of the Equity Shareholders of Essel Propack Limited held on Tuesday, 30th June, 2015 at P.O. Vasind, Taluka: Shahapur, District:Thane, Maharashtra – 421604.

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 voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolutions contained in the Notice of the 32nd AGM of the members of the Company. My responsibility as a scrutinizer

Page 1 of 4



D. M. ZAVERI & Co.

Company Secretaries

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

for the remote e-voting process and for the physical ballot voting at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 32nd AGM of the Company held on 30th June, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report dated 1st July, 2015 on the remote e-voting and on the Poll through physical ballot voting in Form MGT-13.



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

The Result of remote e-voting together with that of the Poll 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	Nos
Item 1: Adoption of the Audited Financial Statements for the financial year ended March 31, 2015 and the report of the Directors' and Auditor's thereon (Ordinary Resolution)								
Remote E-voting	104302601	74	104302601	100.00	0	0	0	NIL
Physical Ballot	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635319	126	106635319	100.0000	0	0	0	NIL
Item No 2: Declaration of Final Dividend on Equity Shares (Ordinary Resolution)								
Remote E-voting	104302597	73	104302597	100.00	0	0	0	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635315	125	106635315	100.00	0	0	0	NIL
Item No 3: Re-appointment of Dr. Subhash Chandra (DIN: 00031458), who retires by rotation (Ordinary Resolution)								
Remote E-voting	103892397	68	103827242	99.9373	3	65155	0.0627	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106225115	120	106159960	99.9387	3	65155	0.0613	NIL
Item No 4: Ratification of Appointment of M/s. MGB & Co. LLP, Chartered Accountants, as Statutory Auditors to hold office until the conclusion of the AGM to be held for the Financial Year 2015-16. (Ordinary Resolution)								
Remote E-voting	104302601	73	104302501	99.9999	1	100	0.0001	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635319	125	106635219	99.9999	1	100	0.0001	NIL
Item No 5: Appointment of Mr. Atul Goel (DIN: 00013157) as Director of the Company. (Ordinary Resolution)								
Remote E-voting	103892394	68	103892090	99.9997	2	304	0.0003	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106225112	120	106224808	99.9997	2	304	0.0002	NIL

Page 3 of 4



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

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	Nos
Item No 6: Approval of remuneration of M/s. R. Nanabhoy and Co., Cost Auditors of the Company (Ordinary Resolution)								
Remote E-voting	104302411	71	104302311	99.9999	1	100	0.0001	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635129	123	106635029	99.9999	1	100	0.0001	NIL
Item No 7: Approve payment of commission to non-executive independent directors of the Company (Ordinary Resolution)								
Remote E-voting	104302450	64	104298714	99.9964	8	3736	0.0036	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635168	116	106631432	99.9965	8	3736	0.0035	NIL

All the resolutions as mentioned above passed under remote e-voting and poll with requisite majority.

The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 32nd Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 1st July, 2015

