

13 May, 2016

Corporate Service Department <b>BSE Limited</b> 25th 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
Scrip: Equity 500135. NCDs 951429 & 951430	Trading Symbol: ESSELPACK

**Sub.: Disclosure of voting results of the Court Convened Meeting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With reference to above caption matter, we wish to inform you that the Court Convened meeting of the Equity shareholders was convened on Wednesday, May 11, 2016, as per the order of Hon'ble High Court of Judicature at Bombay for approving the Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited with EsseL Propack Limited and their respective Shareholders ('Scheme'). The Equity shareholders of the Company have duly approved the Scheme with requisite majority, based on scrutinizer's report on the voting by way of poll, postal ballot and e-voting.

Details of the voting results along with copy of the Scrutinizer Report are enclosed for your information and record.

Thanking you,  
Yours faithfully,  
**For EsseL Propack Limited**

  
**Suresh Savaliya**  
Head- Legal & Company Secretary

Encl: as above

Filed through email/online

**VOTING RESULTS OF THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON MAY 11, 2016.**

Date of the Court Convened Meeting	May 11 , 2016
Total number of equity shareholders as on Cut-off date, 31 <sup>st</sup> March 2016	33,901
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group	8
Public	54
<b>No. of shareholders attended through Video Conferencing:</b>	
Promoters and Promoter Group	NA
Public	NA

**Details of Agenda:**

To consider and if thought fit, to approve with or without modification (s), the resolution under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) the proposed Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited (“Transferor Company”) with Essel Propack Limited (“Transferee Company”) and their respective shareholders (“Scheme).

<b>Resolution Required</b>	Majority in number representing three-fourths in value of members as per section 391 of the Companies Act, 1956
<b>Whether promoter/ promoter group are interested in the resolution?</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number 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
Promoter and Promoter Group	E-Voting	8,95,87,993	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Poll		8,95,87,993	100.00	8,95,87,993	-	100.000	0.000
	Total		8,95,87,993	100.00	8,95,87,993	-	100.000	0.000
Public Institutional Holders	E-Voting	2,38,04,564	1,21,13,817	50.89	1,21,13,817	-	100.000	0.000
	Postal Ballot		47,86,948	20.11	47,86,948	-	100.000	0.000
	Poll		-*	-	-	-	-	-
	Total		1,69,00,765	71.00	1,69,00,765	-	100.000	0.000
Public- Non Institutions	E-Voting	4,37,08,728	92,51,952	21.17	92,50,817	1,135	99.988	0.012
	Postal Ballot		4,504	0.01	4,504	-	100.000	0.000
	Poll		96,99,451	22.19	96,99,451	-	100.000	0.000
	Total		1,89,55,907	43.37	1,89,54,772	1,135	99.994	0.006
Total(A)		15,71,01,285	12,54,44,665	79.85	12,54,43,530	1,135	99.999	0.001

\* 9 votes of the shareholders representing 27,64,520 equity shares have not been considered on account of voting already done by them through e-voting.

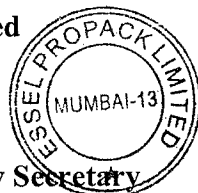
Based on results of voting by Postal Ballot and E-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary majority of public shareholders of the Company. Result of the same are as under:

<b>Resolution Required</b>	Majority of Public shareholders of the Company
<b>Whether promoter/ promoter group are interested in the resolution</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number 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
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	Promoter and promoter Group holding 8,95,87,993 Equity Shares of the Company have not voted through Postal Ballot and e-voting.						
	<b>Postal Ballot</b>							
	<b>Total</b>							
<b>Public Institutional Holders</b>	<b>E-Voting</b>	23,804,564	12,113,817	50.89%	12,113,817	-	100.00%	-
	<b>Postal Ballot</b>		4,786,948	20.11%	4,786,948	-	100.00%	-
	<b>Total</b>		<b>16,900,765</b>	<b>71.00%</b>	<b>16,900,765</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	43,708,728	9,251,952	21.17%	9,250,817	1,135	99.99%	0.01%
	<b>Postal Ballot</b>		4,504	0.01%	4,504	-	100.00%	-
	<b>Total</b>		<b>9,256,456</b>	<b>21.18%</b>	<b>9,255,321</b>	<b>1,135</b>	<b>99.99%</b>	<b>0.01%</b>
<b>Total</b>		<b>67,513,292</b>	<b>26,157,221</b>	<b>38.74%</b>	<b>26,156,086</b>	<b>1,135</b>	<b>99.996%</b>	<b>0.004%</b>

For Essel Propack Limited

Suresh Savaliya  
Head- Legal & Company Secretary



13 May, 2016  
Mumbai

## SCRUTINIZER'S CONSOLIDATED REPORT

### **Consolidated Scrutinizer's Report on the results of the Postal Ballot, remote e-voting process and Poll conducted at the Court Convened Meeting of the Equity Shareholders of Essel Propack Limited**

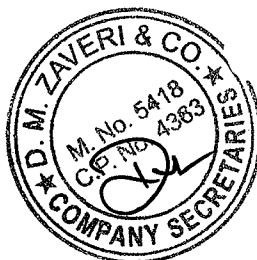
To,  
Mr. Ashok Goel,  
Chairman  
Essel Propack Limited  
Regd. Office: P.O. Vasind  
Taluka Shahapur,  
Thane District - 421604,  
Maharashtra

Dear Sir,

1. Mr. Dharmesh Zaveri of D M Zaveri & Co., a Practicing Company Secretary in practice, as a scrutinizer:
  - (i) To scrutinize the remote e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meeting held on May 11, 2016 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
  - (ii) To scrutinize with Ms. Shobhana Mehta, second scrutinizer and equity shareholders of Company for physical poll voting process at Court Convened Meeting of equity shareholders held on 11<sup>th</sup> May, 2016, at P.O. Vasind Taluka Shahapur, Thane District - 421604, Maharashtra, for business to be transacted 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 ("Scheme"), under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on the resolution contained in the Notice dated 2<sup>nd</sup> April, 2016 (the Notice) of the Court Convened Meeting of the Equity Shareholders of the Company and Postal Ballot and E-voting (the Meeting),

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, remote e-voting means and through Poll on the resolution contained in the Notice of the Meeting.
3. The Company has appointed M/s. National Securities Depository Ltd ("NSDL"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting

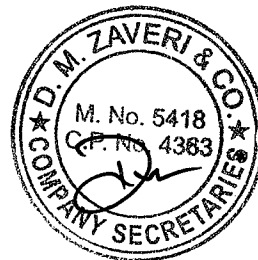


facilities to the Equity Shareholders of the Company from 09:00 A.M. on 11<sup>th</sup> April, 2016 to 5:00 P.M. on 10<sup>th</sup> May, 2016.

4. My responsibility as a scrutinizer for the voting process (by Postal Ballot, remote e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, remote e-voting process and poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by NSDL and based on the Poll taken at the Meeting.
5. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary Majority of public shareholders and result of the same are as under:

<b>Resolution Required</b>	Majority of Public shareholders of the Company
<b>Whether promoter/ promoter group are interested in the resolution</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number 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
Promoter and Promoter Group	E-Voting	Promoter and promoter Group holding 8,95,87,993 Equity Shares of the Company have not voted through Postal Ballot and e-voting..						
	Postal Ballot							
	Total							
Public Institutional Holders	E-Voting	23,804,564	12,113,817	50.89%	12,113,817	-	100.00%	-
	Postal Ballot		4,786,948	20.11%		4,786,948	-	100.00%
	Total	23,804,564	16,900,765	71.00%	16,900,765	-	100.00%	-
Public- Non Institutions	E-Voting	43,708,728	9,251,952	21.17%	9,250,817	1135	99.99%	0.01%
	Postal Ballot		4,504	0.01%		4,504	-	100.00%
	Total	43,708,728	9,256,456	21.18%	9,255,321	1,135	99.99%	0.01%
<b>Total</b>		<b>67,513,292</b>	<b>26,157,221</b>	<b>38.74%</b>	<b>26,156,086</b>	<b>1,135</b>	<b>99.996%</b>	<b>0.004%</b>

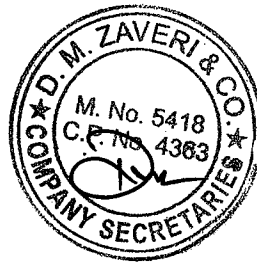


6. Separate Scrutinizer's Reports have been issued on the postal ballot and remote e-voting as well as Scrutinizer's Reports on the poll taken at the Meeting on the resolution contained in the Notice of the Meeting. I submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, remote e-voting and Poll taken at the Meeting as under:-

Resolution to be passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), Resolution under Sections 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of the proposed Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited ("Transferor Company") with Essel Propack Limited ("Transferee Company") and their respective shareholders ("Scheme").

Date of the Court Convened Meeting	<b>May 11, 2016</b>
Total number of equity shareholders as on Cut-off date, 31 <sup>st</sup> March, 2016	<b>33901</b>
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	<b>8</b>
Public	<b>54</b>
No. of shareholders attended through Video Conferencing:	<b>NA</b>
Promoters and Promoter Group	<b>NA</b>
Public	<b>NA</b>



Resolution Required		Majority in number representing three-fourths in value of members as required under Section 391 of the Companies Act, 1956						
Whether promoter/ promoter group are interested in the resolution?		None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.						
Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number 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
Promoter and Promoter Group	E-Voting	8,95,87,993	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Poll		8,95,87,993	100.00	8,95,87,993		100.000	0.000
	Total		8,95,87,993	100.00	8,95,87,993		100.000	0.000
Public Institutional Holders	E-Voting	2,38,04,564	1,21,13,817	50.89	1,21,13,817		100.000	0.000
	Postal Ballot		47,86,948	20.11	47,86,948		100.000	0.000
	Poll		0	0	0	0	0	0
	Total		1,69,00,765	71.00	1,69,00,765		100.000	0.000
Public- Non Institutions	E-Voting	4,37,08,728	92,51,952	21.17	92,50,817	1,135	99.988	0.012
	Postal Ballot		4,504	0.01	4,504		100.000	0.000
	Poll		96,99,451	22.19	96,99,451		100.000	0.000
	Total		1,89,55,907	43.37	1,89,54,772	1,135	99.994	0.006
<b>Total(A)</b>		<b>15,71,01,285</b>	<b>12,54,44,665</b>	<b>79.85</b>	<b>12,54,43,530</b>	<b>1,135</b>	<b>99.999</b>	<b>0.001</b>

**NOTES:**

- The consolidated results have been prepared on the basis of reports by respective Scrutinizers of Postal Ballot and e-Voting and Court Convened Meeting.
- Above percentage of votes in favour and against is calculated on the total number of valid votes cast i.e. 12,54,44,665.
- In case of Court Convened meeting, all the 49 shareholders who voted valid votes representing 9,92,87,444 shares voted in favour the Resolution. To ascertain the number of shareholders, Shareholders holding multiple Member IDs were treated as one Shareholder
- Out of 202 shareholders who voted valid votes (voted through Poll, Postal Ballot and E-voting), 194 (96.04%) shareholders voted in favour and 8 (3.96%) of the shareholders voted against the Resolution. To ascertain the number of shareholders, Shareholders holding multiple Member IDs were treated as one Shareholder.





7. Based on the aforesaid results, Resolution of the Notice dated 2<sup>nd</sup> April, 2016 has been passed by the Equity Shareholders through poll at the meeting, through postal ballot and through e-Voting with requisite majority.
8. In terms of the Notice for Court Convened Meeting dated 2<sup>nd</sup> day of April, 2016, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the Court Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through poll papers at CCM meeting, then such voting through poll papers was not considered and counted.
9. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, remote e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,  
For, D M Zaveri & Co  
Company Secretaries



Dharmesh Zaveri  
(Proprietor)



Membership No.: 5418  
CP No.: 4363

Place: Mumbai  
Date: 11<sup>th</sup> May, 2016