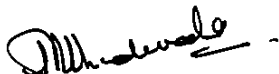


**Report on Corporate Governance  
For the Quarter ended on: December 31, 2011**

| Particulars  | Clause of Listing agreement | Compliance Status Yes/No | Remark |
|--|-----------------------------|--------------------------|--------|
| <b>I. Board of Directors</b>   | 49 I                        | Yes                      | -      |
| (A) Composition of Board   | 49 (IA)                     | Yes                      | -      |
| (B) Non-executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                      | -      |
| (C) Other provisions as to Board and Committees                          | 49 (IC)                     | Yes                      | -      |
| (D) Code of Conduct  | 49 (ID)                     | Yes                      | -      |
| <b>II. Audit Committee</b>   | 49 (II)                     | Yes                      | -      |
| (A) Qualified & Independent Audit Committee                              | 49 (IIA)                    | Yes                      | -      |
| (B) Meeting of Audit Committee   | 49 (IIB)                    | Yes                      | -      |
| (C) Powers of Audit Committee  | 49 (IIC)                    | Yes                      | -      |
| (D) Role of Audit Committee  | 49 II(D)                    | Yes                      | -      |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                      | -      |
| <b>III. Subsidiary Companies</b>   | 49 (III)                    | Yes                      | -      |
| <b>IV. Disclosures</b>   | 49 (IV)                     | Yes                      | -      |
| (A) Basis of related party transactions                                  | 49 (IV A)                   | Yes                      | -      |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | Yes                      | -      |
| (C) Board Disclosures  | 49 (IV C)                   | Yes                      | -      |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D)                   | N. A.                    | -      |
| (E) Remuneration of Directors  | 49 (IV E)                   | Yes                      | -      |
| (F) Management   | 49 (IV F)                   | Yes                      | -      |
| (G) Shareholders   | 49 (IV G)                   | Yes                      | -      |
| <b>V. CEO/CFO Certification</b>  | 49 (V)                      | Yes                      | -      |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                      | -      |
| <b>VII. Compliance</b>   | 49 (VII)                    | Yes                      | -      |

For **ESSEL PROPACK LIMITED**



**A. S. KHANDWALA**  
**VICE PRESIDENT (LEGAL) & COMPANY SECRETARY**