

# ESSEL PROPACK LIMITED

CIN - L74950MH1982PLC028947

Registered Office : P.O. Vasind, Taluka Shahapur, Thane – 421 604, Maharashtra. Tel: +91 9673333971

Corporate Office : Top floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel,

Mumbai - 400 013, Maharashtra. Tel : 022-24819000 Fax : 022-24963137,

Email : investor.grievance@ep.esselgroup.com; Website : www.esselpropack.com



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,

The Equity Shareholder(s) of Essel Propack Limited (“the Company”)

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Essel Propack Limited will be held on 11<sup>th</sup> day of May 2016 at its Registered Office at P.O. Vasind Taluka Shahapur, Thane - 421 604, Maharashtra, India at 12.30 p.m. or immediately after the conclusion of court convened meeting of the equity shareholders, whichever is earlier, to transact the following Special Business:

### Reduction of Share Capital of Company

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 100 to 103 and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), and Articles of Association of the Company and subject to sanction of the Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited (“Whitehills” or “Transferor Company”) with Essel Propack Limited (“EPL” or “Transferee Company” or “the Company”) and their respective Shareholders (“Scheme”) by the Hon’ble High Court of Judicature at Bombay under Sections 391 to 394 read with sections 100 to 103 and other applicable provisions, if any, of the Act, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble High Court of Judicature at Bombay or by any of the regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the shareholders be and is hereby accorded for the reduction of share capital of Company consequent to the cancellation of 8,89,17,843 (Eight Crores Eighty Nine Lacs Seventeen Thousand Eight Hundred Forty Three only) equity shares of the face value of ₹ 2 (two) each fully paid-up or such other number of equity shares as may be permitted by Bombay High Court, in equity share capital of Essel Propack Limited, held by Whitehills pursuant to Scheme.

“RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

By Order of the Board of Directors

For Essel Propack Limited

Sd/-

Suresh Savaliya

Head – Legal & Company Secretary

Place: Mumbai

Date: 2<sup>nd</sup> April 2016

### Registered Office:

Essel Propack Limited,  
P.O. Vasind, Taluka Shahapur,  
Thane – 421 604, Maharashtra.  
CIN - L74950MH1982PLC028947

### NOTES:

- (1) The relevant Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 is annexed hereto.
- (2) All alterations made in the form of proxy should be initialed.
- (3) Only registered equity shareholders of the Company may attend and vote (either in person or by proxy or by authorised representative under Section 113 of the Companies Act, 2013) at the equity shareholders’ meeting. The authorised representative of a body corporate which is a registered equity shareholder of the Applicant Company may attend and vote at the equity shareholders’ meeting, provided a certified true copy of the resolution of the board of directors or other governing body of the body corporate is deposited at the registered office of the Applicant Company not later than 48 hours before the scheduled time of the commencement of the meeting authorising such representative to attend and vote at the equity shareholders’ meeting.
- (4) Foreign Portfolio Investors (FPIs) who are registered Equity Shareholder(s) of the Applicant Company would be required to deposit certified copies of Custodial resolutions/Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
- (5) Registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company in respect of such joint holding will be entitled to vote.
- (6) A registered equity shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Applicant Company. The Form of Proxy duly completed

**should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and/ or holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**

- (7) Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring in their Client ID and DP ID numbers for identification.
- (8) The notice is being sent to all Shareholders, whose name appeared in the Register of Members as on 31<sup>st</sup> March, 2016. This notice of the Extraordinary General Meeting of the Shareholders of the Company is also displayed/ posted on the website of the Company [www.esselpropack.com](http://www.esselpropack.com).

#### **Notes for E-voting:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-Voting facility as an alternate through E-voting services provided by NSDL, for its Members to enable them to cast their votes electronically.
2. The e-voting period commences on 8<sup>th</sup> May, 2016 (9.00 a.m. IST) and ends on 10<sup>th</sup> May, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date which shall be May 04, 2016 may cast their vote electronically. The E-Voting module shall be disabled by NSDL for voting thereafter.
3. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on 31<sup>th</sup> March, 2016, have been considered.
4. Voting rights of each member shall be reckoned as on the cut-off date which is May 04, 2016 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
5. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Transferee Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper. Any person who acquires shares of the Transferee Company and becomes the member of the Transferor Company after the cut-off date i.e. May 04, 2016 shall not be eligible to vote either through E-voting or at Extraordinary General Meeting.
6. The members who have cast their vote by remote e-voting prior to the Extraordinary General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
7. Mr. Dharmesh Zaveri of D M Zaveri & Co. Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.esselpropack.com](http://www.esselpropack.com) and on the website of <https://www.evoting.nsdl.com> within forty eight hours of the conclusion of the resolution passes at the Extraordinary General Meeting and communicated to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.

If circumstances warrant or necessary to meet the statutory requirement to change the above dates, same would be posted on website of the Company.

#### **The instructions for Shareholders voting electronically (E-voting) are as under:**

##### **A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**

1. Open email and open PDF file viz; "EPLEGM2016.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. User ID, Password, Even No. is mentioned on e-voting User ID and password sheet being sent alongwith this notice.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
3. Click on Shareholder – Login
4. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select "EVEN" of "Essel Propack Limited".
8. Now you are ready for remote e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@dmzaveri.com](mailto:info@dmzaveri.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy or where company has opted to send physical copy]**

1. Initial password is provided in separate leaf.  
EVEN (Remote e-voting Event Number) USER ID PASSWORD /PIN
2. Please follow all steps from Sl. No. (2) to (12) above, to cast vote

**ANNEXURE TO NOTICE**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

1. The Board of Directors of Essel Propack Limited ('EPL' or 'the Company'), at their meeting held on October 29, 2015 have, after due deliberations and considering various factors, approved a Scheme of Amalgamation and Arrangement of Whitehills Advisory Services Private Limited ("Whitehills" or "Transferor Company"), and Essel Propack Limited ("EPL" or "Transferee Company"), a copy whereof is attached to the explanatory statement under Section 393 of the Companies Act, 1956 which is annexed to the Notice of the Court Convened Meeting of the Equity Shareholders of the Company simultaneously sent to you separately along with this Notice.
2. The Appointed Date for the Scheme is 1<sup>st</sup> day of November, 2015.
3. As per Clause 7 of the Scheme, upon the coming into effect of the Scheme the equity shares of the Transferee Company held by the Transferor Company shall stand cancelled. Accordingly, 8,89,17,843 (Eight Crores Eighty Nine Lacs Seventeen Thousand Eight Hundred Forty Three only) equity shares of the face value of ₹ 2 (two) each, fully paid-up equity share capital of Essel Propack Limited held by Whitehills shall stand cancelled.
4. Accordingly, the share capital of EPL shall stand reduced to the extent of face value of shares held by Whitehills in EPL and so cancelled.
5. Since the amalgamation would result in reduction of equity share capital of the Company, the approval of the equity shareholders by a Special Resolution would be required in terms of Section 100 of the Companies Act, 1956. The reduction of share capital of EPL shall be effected as an integral part of the Scheme and the orders of the Court sanctioning the Scheme shall be deemed to be an Order under Section 102 of the Companies Act, 1956 confirming such reduction of share capital of EPL.
6. As EPL would issue the same number of shares to the shareholders of Whitehills upon merger which were erstwhile held by Whitehills, the share capital of the Company remains the same, post reduction of share capital effected on account of the Scheme.
7. The proposed restructuring will not cause any prejudice either to the shareholders or to the creditors of the Company since it does not involve any financial outlay/outgo on the part of the Company. For the sake of clarity, it is specified that the reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
8. The Company's equity capital structure and shareholding pattern will remain unchanged.
9. The Resolution in specified above is subject to the approval of the Scheme of Amalgamation and Arrangement by the equity shareholders of the Company at the Court Convened meeting of the equity shareholders.
10. The details of the present directors and Key Managerial Personnel (KMPs) of Transferee Company and their respective shareholdings in Transferor Company and Transferee Company are as follows:

Sr. No.	Name	Equity Shares held in Transferor Company	Equity Shares held in Transferee Company
	<b>Directors</b>		
1	Atul Goel	-	-
2	Radhika Carlton Pereira	-	-
3	Ashok Goel	-	3,20,760
4	Subhash Chandra	-	89,305
5	Mukund Manohar Chitale	-	-
6	Boman Moradian	-	-
	<b>KMPs</b>		
1	A V Ganapathy	-	-
2	Suresh Savaliya	-	-

11. The details of the present directors and Key Managerial Personnel of Transferor Company and their respective shareholdings in Transferor Company and Transferee Company are as follows:

Sr. No.	Name	Equity Shares held in Transferor Company	Equity shares held in Transferee Company
	<b>Directors</b>		
1	Anil Kumar Goyal	-	-
2	Reshma Rao	-	-

12. The pre and post (expected) Scheme shareholding pattern of Transferee Company as on March 31, 2016 is as follows:

Sr. No.	Description	Pre-merger shareholding		Expected Post-merger shareholding	
		Number of shares	% (A+B)	Number of shares	% (A+B)
<b>(A)</b>	<b>Promoter and promoter group</b>				
1	INDIAN				
(a)	Individuals / Hindu Undivided Family	334750	0.21	334750	0.21
(b)	Bodies Corporate	88943243	56.62	114229	0.07
	Any other – Trust	310000	0.20	89139014	56.74
	<b>Sub-Total A(1):</b>	<b>89587993</b>	<b>57.03</b>	<b>89587993</b>	<b>57.03</b>
2	FOREIGN	0	0.00	0	0.00
(a)	Individuals (Non-Residents Individuals / Foreign Individuals)	0	0.00	0	0.00
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total A=A(1)+A(2)</b>	<b>89587993</b>	<b>57.03</b>	<b>89587993</b>	<b>57.03</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>				
1	INSTITUTIONS				
(a)	Mutual Funds/UTI	4305975	2.74	4305975	2.74
(b)	Foreign Portfolio Investors	17641772	11.23	17641772	11.23
(c)	Financial Institutions/ Banks	201647	0.13	201647	0.13
(d)	Insurance Companies	1655970	1.05	1655970	1.05
	<b>Sub-Total B(1) :</b>	<b>23805364</b>	<b>15.15</b>	<b>23805364</b>	<b>15.15</b>
2	NON-INSTITUTIONS				
(a)	Bodies Corporate	21704610	13.82	21704610	13.82
(b)	Individuals				
	(i) Individuals holding nominal share capital up to ₹ 2 lakh	15943751	10.15	15943751	10.15
	(ii) Individuals holding nominal share capital in excess of ₹ 2 lakh	4881143	3.11	4881143	3.11
(c)	Others	1178424	0.75	1178424	0.75
	<b>Sub-Total B(2) :</b>	<b>43707928</b>	<b>27.82</b>	<b>43707928</b>	<b>27.82</b>
	<b>Total B = B(1)+B(2) :</b>	<b>67513292</b>	<b>42.97</b>	<b>67513292</b>	<b>42.97</b>
	<b>GRAND TOTAL (A+B) :</b>	<b>157101285</b>	<b>100.00</b>	<b>157101285</b>	<b>100.00</b>

13. Your Directors thus recommend adoption of the special resolution set out in above as contained in the accompanying Notice.

14. None of the Directors and Key Managerial Personnel of the Company is, in any way, concerned or interested in the Special Resolution otherwise than as shareholders in general.

By Order of the Board of Directors  
**For Essel Propack Limited**  
Sd/-  
**Suresh Savaliya**  
**Head – Legal & Company Secretary**

Place: Mumbai

Date: 2<sup>nd</sup> April 2016

**Registered Office:**

Essel Propack Limited,

P.O. Vasind, Taluka Shahapur,

Thane – 421 604 Maharashtra.

CIN - L74950MH1982PLC028947

**IN THE HIGH COURT OF JUDICATURE OF BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 201 OF 2016**

In the Matter of Companies Act, 1956;

AND

In the matter of Sections 391 to 394 read with Section 100 to 103 of the said Act

AND

In the matter of Scheme of Amalgamation and Arrangement OF Whitehills Advisory Services Private Limited ("Transferor Company") a company incorporated under the Companies Act, 1956 and having its registered office at New Prakash Cinema, N. M. Joshi Marg, Lower Parel, Mumbai 400 011.

And

Essel Propack Limited ("Transferee Company") a company incorporated under the Companies Act, 1956 and having its registered office at P.O. Vasind, Taluka Shahapur, Thane – 421 604 AND their respective shareholders.

Essel Propack Limited, a company incorporated under the Companies Act, 1956 and having its registered office at P.O. Vasind, Taluka Shahapur, Thane – 421604.

..... Applicant Company

**PROXY FORM**

Name of the shareholder(s)	:			
Registered address	:			
E-mail ID	:			
Folio No. /DP ID & Client ID*	:		No. of shares held	

\* Applicable in case shares are held in electronic form.

I/We, being the shareholder(s) of [ \_\_\_\_\_ ] shares of the **ESSEL PROPACK LIMITED**, hereby appoint Mr. / Ms. \_\_\_\_\_ and failing him / her Mr. /Ms. \_\_\_\_\_ and failing him / her Mr. /Ms. \_\_\_\_\_ as my / our proxy and whose signature(s) are appended below to attend and vote (on Poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, 11<sup>th</sup> May, 2016 at 12.30 p.m. or immediately after the conclusion of Court Convened Meeting at P.O. Vasind, Taluka Shahapur, Thane – 421604 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

	Particulars	For	Against
1	Reduction of Share Capital of Company under Section 100 to 103 of the Companies Act, 1956		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of Shareholder \_\_\_\_\_

Affix Revenue Stamp of Re.1/-
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_____ Signature of first proxy holder	_____ Signature of second proxy holder	_____ Signature of third proxy holder
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**Notes:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
3. Please affix revenue stamp before putting signature.
4. Alterations, if any, made in the Form of Proxy should be initialed.
5. In case of multiple proxies, the Proxy later in time shall be accepted.
6. Proxy need not be shareholder of the Transferee Company.

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CIN - L74950MH1982PLC028947

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**Corporate Office** : Top floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013, Maharashtra. **Tel** : 022-24819000 **Fax** : 022-24963137

**Email** : investor.grievance@ep.esselgroup.com; **Website** : www.esselpropack.com

### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

**EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, 11<sup>TH</sup> MAY, 2016 AT 12.30 P.M.**

Name of the Shareholder	
Folio No: / DP ID & Client ID*	
No. of shares held	

\* Applicable in case shares are held in electronic form.

I/ We certify that I/ We am/ are registered shareholder/ proxy for the registered shareholder of the Company.

I/ We hereby record my presence at the **Extra-ordinary General Meeting** of the Company to be held at 12.30 pm on Wednesday, 11<sup>th</sup> May, 2016 at P.O. Vasind, Taluka Shahapur, Thane – 421 604.

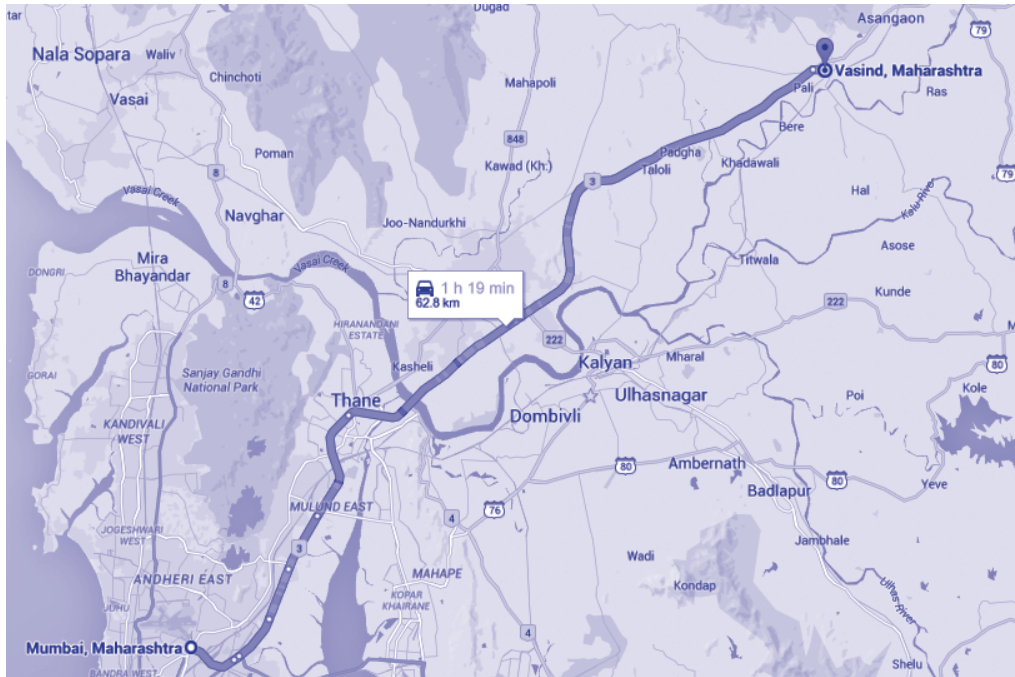
Shareholder's / Proxy's name in **BLOCK** letters : \_\_\_\_\_

Signature of Shareholder /Proxy : \_\_\_\_\_

**Note:** Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall. Joint Shareholder(s) may obtain additional attendance slip at the venue of the meeting.



## ROAD MAP - MUMBAI TO VASIND



○ ESSEL PROPACK  
REGISTERED OFFICE

## RAILWAY MAP - CST TO VASIND



○ ESSEL PROPACK  
REGISTERED OFFICE