



Notice of the 25th Annual General Meeting

Notice is hereby given that the Twenty-fifth Annual General Meeting of the Members of **ESSEL PROPACK LIMITED** will be held on Monday, May 12, 2008, at 11.30 a.m. at the Company's Registered Office at P.O. Vasind, Taluka: Shahapur, Dist. Thane - 421604, Maharashtra, to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended December 31, 2007 and the Balance Sheet as on that date, along with the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Subhash Chandra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. D. Ahuja, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:-

6. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in partial modification of the resolution passed by the Members at 21st Annual General Meeting held on April 29, 2004 and subject to the approval of the Central Government, Ministry of Corporate Affairs or any other authority as may be required, consent of the Company be and is hereby accorded to ratify, confirm and approve the Annual Performance Bonus/incentive of Rs.1,49,64,000/- (Rupees One Crore Forty Nine lacs Sixty Four Thousand Only) payable to Mr. Ashok Kumar Goel, Vice-Chairman and Managing Director for the year ended December 31, 2007."

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

AJAY NAGLE

Vice President – Legal &
Company Secretary

Place : Mumbai

Date : March 31, 2008

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 AND 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 Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, May 6, 2008 to Monday, May 12, 2008 (both days inclusive).
3. The unclaimed dividend(s) upto the Interim Dividend for 1999-2000 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205-A of the Companies Act, 1956.
4. Unpaid/unclaimed Dividend for 2000-2001 will be due for transfer to the Investor Education & Protection Fund of the Central Government on July 9, 2008, pursuant to the provisions of Section 205-C of the Companies Act, 1956. Members who have not yet encashed their aforementioned dividend warrants or dividend warrants for any subsequent year(s), are requested to claim the dividend(s) by writing to the Company's R&T Agents, M/s. Sharepro Services (India) Pvt. Ltd. No separate intimation will be sent to the individual shareholders in this regard.
5. In respect of the shareholders having their shareholding in the electronic form, the Company has been disbursing dividends through direct deposit into the respective bank accounts, the particulars of which have been given by you to your Depository Participant (DP). In case you do not wish to receive the credit of dividend in the said account, kindly issue the necessary instructions to your DP immediately.

6. With a view to providing protection against fraudulent encashment of dividend warrants, Members having physical shares were requested by the Company to provide their bank account numbers along with 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 above mentioned details quoting their folio numbers at the earliest. The Members will appreciate that the Company will not be responsible for any loss arising out of fraudulently encashed dividend warrants.
7. Members desirous of asking any questions at the Annual General Meeting (AGM) are requested to send in their

questions so as to reach the Company's Corporate Office at 10th floor, Times Tower, Kamala City, Lower Parel, Mumbai – 400 013, at least ten days before the AGM so that the same can be suitably replied.

8. Members are requested to carry their copy of the Annual Report to the Meeting.

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

AJAY NAGLE

Vice President – Legal &
Company Secretary

Place : Mumbai
Date : March 31, 2008

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

Item No. 6

The Members will recall the resolution passed in 21st Annual General Meeting (AGM) held on April 29, 2004, approving the appointment and terms of remuneration payable to Mr. Ashok Kumar Goel, Vice-Chairman and Managing Director of the Company. Terms of approved remuneration also specified that where in any financial year during Mr. Goel's tenure as the Vice-Chairman and Managing Director, the Company has no profits or it's profits are inadequate, Mr. Goel shall be paid a Minimum Remuneration by way of salary, allowances and perquisites not exceeding the maximum limits as may be prescribed under Para 1 of Section II, Part II of Schedule XIII of the Companies Act, 1956 and any amendment thereof from time to time.

For the year ended December 31, 2007, the Company has earned inadequate profits as per Section 198 of the Companies Act, 1956. However, the Remuneration Committee in its meeting held on January 30, 2008, pursuant to the authority given by the shareholders in 21st AGM and subject to the approval of Central Government, Ministry of Corporate Affairs or any other authority, if any required, has approved an Annual Performance Bonus/Incentive of

Rs.1,49,64,000/- (Rupees One Crore Forty Nine lacs Sixty Four Thousand Only) to be paid to Mr. Goel. This was approved by the Committee, considering Mr. Ashok Kumar Goel's performance, services, expertise, guidance and invaluable contribution to the Company. Accordingly, an application was made to the Central Government, Ministry of Corporate Affairs for payment of Annual Performance Bonus/Incentive, since it is in excess of limits prescribed under Section 198 and Schedule XIII of the Companies Act, 1956. In this regard, approval of the Central Government, Ministry of Corporate Affairs is awaited.

Therefore, the Board recommends the Resolution for your approval.

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

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

AJAY NAGLE

Vice President – Legal &
Company Secretary

Place : Mumbai
Date : March 31, 2008

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

1. MR. SUBHASH CHANDRA

Mr. Subhash Chandra promoted the Company in 1982. He is the Chairman of the Company as well as other Companies of Essel Group. He has taken Essel Group from a family-owned business to a global entity in the fields of Packaging, Media, Entertainment, Satellite communication and Online gaming.

Mr. Chandra has been the recipient of numerous honorary degrees, industry awards and civic honors, including being named 'Global Indian Entertainment Personality of the Year' by FICCI for 2004, 'Business Standard's Businessman of the Year' in 1999, 'Entrepreneur of the Year' by Ernst & Young in 1999 and 'Enterprise CEO of the Year' by International Brand Summit. The Confederation of Indian Industry (CII) chose Mr. Chandra as the Chairman of the CII Media Committee for two successive years.

Mr. Chandra has made his mark as a philanthropist in India. He set up TALEEM (Transnational Alternate Learning for Emancipation and Empowerment through Multimedia), an organisation which seeks to provide access to quality education and to promote research in various disciplines relating to health & family life, social & cultural anthropology, communication and media. He is also the trustee for the Global Vipassana Foundation, a trust set up for helping people in spiritual upliftment.

Mr. Chandra is also the Chairman of ZEE Entertainment Enterprises Limited, Zee News Limited and Wire & Wireless India Ltd. He also serves on the Board of Essel Infraprojects Limited, Dish TV India Limited,

Zee Multimedia Worldwide, Bvi, Asia Today Limited, Mauritius, United News of India, Adhikar Foundation, Agrani Satellite Services Limited and Agrani Holdings (Mauritius) Limited.

Mr. Chandra holds 89,305 shares in the Company.

2. MR. D. AHUJA

Mr. D. Ahuja has served as the Company's Director since March 1984. In 1980, Mr. Ahuja promoted the 20th Century Group of Companies involved in activities such as Merchant Banking, Industrial Equipment Leasing, Auto Finance, Commercial Vehicle Financing and Consumer Durables Financing. 20th Century was one of the first few groups to have been accorded approval by SEBI for setting up a mutual fund in the country. 20th Century was also granted a license to set up a bank.

Mr. Ahuja has been involved in setting up the Equipment Leasing Association of India and Asia Leasing as a member of the Executive Committee. Prior to 1980, Mr. Ahuja was a Senior Consultant with Citibank N.A. for about 10 years. He set up the entire Management Consultation and Merchant Banking Operations of Citibank. Subsequently, he took over as the Head of Corporate Banking for the Western Region of Citibank. Mr. Ahuja holds a degree in M.A. (Economics) and is a M.B.A. from USA.

Mr. Ahuja is also Chairman/Managing Director of Greenstone Investments Pvt. Limited and TCFC Finance Limited. He also serves on the Board of HB Estate Developers Limited and Orbit Corporation Limited. Mr. Ahuja is Chairman of Audit Committee of Orbit Corporation Limited, Member of Audit Committee of Essel Propack Limited, and Member of Audit Committee and Shareholders Grievance Committee of TCFC Finance Ltd.

Mr. Ahuja does not hold any shares in the Company.