

EsSEL Propack Limited

NOTICE

NOTICE is hereby given that the Twenty-ninth Annual General Meeting of the Members of ESSEL PROPACK LIMITED will be held on **Thursday, September 27, 2012, at 11.00 a.m.** at the Company's Registered Office at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604, India, to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2012 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.
2. To declare a 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. Mukund M. Chitale, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. MGB & Co, Chartered Accountants (Registration no. 101169W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from conclusion of this meeting till the conclusion of the Thirtieth Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors."

By Order of the Board of Directors

For **ESSEL PROPACK LIMITED**

Aashay S. Khandwala

Vice President (Legal) and
Company Secretary

Place : Mumbai

Date : August 31, 2012

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. 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 relevant details of Directors seeking re-appointment under items nos. 3 and 4 above as required by Clause 49 of the Listing agreement entered into with the Stock Exchanges is annexed.
- 3) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience at the Annual General Meeting. Copy of the Notice as well as the Attendance Slip shall be made available to members at the meeting venue who have opted to receive the Annual Report in electronic form and intend to attend the Annual General Meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 26, 2012 to Thursday, September 27, 2012 (both days inclusive).
- 5) Subject to the provisions of the Companies Act, 1956, the dividend on Equity shares as recommended by the Board of Directors, if any, declared at the meeting, will be payable on or after, Monday October 1, 2012, to those members whose names appear in the Register of Members as on September 26, 2012 and in respect of the shares held in electronic form to those Members whose names appear on the close of the business hours on September 25, 2012 as beneficial owners as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

- 6) In respect of the Members having their shareholding in the electronic form, the Company has been disbursing dividend through direct deposit into the respective bank accounts, the particulars of which have been given by you to your Depository Participant (DP).
- 7) In order to prevent against fraudulent encashment of dividend warrants, Members having physical shares are requested to provide their bank account details alongwith the names and addresses of the concerned banks to enable the Company to incorporate the said details on the dividend warrants / pay orders. Members, who have not yet provided such information, are requested to provide the aforementioned details quoting their folio numbers. The Members will appreciate that the Company will not be responsible for any loss arising out of fraudulently encashed dividend warrants.
- 8) The unpaid / unclaimed dividend upto year 2004 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Section 205-A/205-C of the Companies Act, 1956.
- 9) Unpaid / unclaimed Dividend for the year 2005 (Interim Dividend and Special Dividend) is due for transfer on March 08, 2013 and on June 13, 2013 respectively, to the Investor Education & Protection Fund of the Central Government pursuant to the provisions of Section 205-C of the Companies Act, 1956. Members

who have not yet encashed their dividend warrants for the said year or any subsequent year(s), are requested to claim the dividend by writing to the Company's Registrar & Transfer Agents, Sharepro Services (India) Private Limited, 3rd floor, Samhita Ware housing Complex, Plot No. 13 A B, Gala No. 53, Sakinaka Telephone Exchange Lane, Andheri - Kurla Road, Sakinaka, Mumbai – 400 072.

The details of the unpaid / unclaimed dividend upto the date of last AGM (September 9, 2011) are also uploaded on the Company's website.

- 10) Members desirous of asking any questions at the ensuing Annual General Meeting (AGM) are requested to send their questions so as to reach the Registered Office of the Company addressed to the Company Secretary at least seven days before the AGM so that the same can be replied suitably.
- 11) 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**

Aashay S. Khandwala

Vice President (Legal) and

Company Secretary

Place : Mumbai

Date : August 31, 2012

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

Name of Director: Retiring by rotation	Mr. Subhash Chandra	Mr. Mukund M. Chitale
Appointed /Re-appointed	Re-appointed	Re-appointed
Age	61 years	62 years
Qualification and Experience	<p>Mr. Subhash Chandra, promoter of Essel Group of Companies is among the leading lights of the Indian industry. A self-made man, Mr. Chandra has consistently demonstrated his ability to identify new businesses and lead them on the path to success. Mr. Chandra who is referred to as the Media Moghul of India, revolutionised the television industry by launching the Country's first satellite Hindi channel Zee TV in 1992 and later the first private news channel, Zee News. The ZEE Network today has over 650 million viewers in 168 countries. His bouquet of businesses includes television networks (ZEE & ZNL), a newspaper chain (DNA), cable systems (Wire and Wireless), Direct-to-Home (Dish TV), Satellite Communications (Agrani and Procall), Theme parks (Essel World and Water Kingdom), Online gaming (Playwin), Education (Zee Learn), Flexible packaging (Essel Propack), Infrastructure development (Essel Infraprojects) and Family Entertainment centres (Fun Cinemas).</p> <p>Mr. Chandra has been recipient of numerous industry awards and civic honors including (a) Entrepreneur of the Year (Ernst & Young) [1998]; (b) Businessman of the Year (Business Standard) [1999]; (c) Enterprising CEO of the Year (International Brand Summit) [1999]; (d) Global Indian Entertainment Personality of the Year by FICCI [2004]; (e) Lifetime Achievement Award at the CASBAA Convention [2009]; (f) Hall of Fame for continuing contribution to industry in Entrepreneurs category at the INBA [2010]; (g) International Emmy Directorate Award [2011].</p>	<p>Mr. Chitale is a Commerce graduate and Member of the Institute of Chartered Accountants of India. He has over 35 years of experience as a practising Chartered Accountant. He was the President of the Institute of Chartered Accountants of India (ICAI) in 1997-1998. He was Member of the International Auditing Practices Committee of the International Federation of Accountants from January 1998 to June 2000, Verma Committee on Restructuring of Weak Public Sector Banks, Dr. Tarapur Committee on Procedures & Performance Audit of Public Services appointed by Reserve Bank of India and Company Law Advisory Committee of Central Government in 1992 and 1993.</p>
List of public limited Companies in which outside Directorship held	<ul style="list-style-type: none"> • ZEE Entertainment Enterprises Limited • Essel Infraprojects Limited • Dish TV India Limited • Zee News Limited • Wire & Wireless India Limited 	<ul style="list-style-type: none"> • Larsen & Toubro Limited • ASREC (India) Limited • Ram Ratna Wires Limited • Shriram Transport Finance Co. Limited. resigned w.e.f July 05, 2012 • ITZ Cash Card Limited • ONGC Petro Additions Limited • ONGC Mangalore Petrochemicals Limited • Foseco India Limited • L & T General Insurance Company Limited • Larsen & Toubro Infotech Limited

<p>Chairman / Member of the Committees of the Board of other Public Companies.</p>	<p>Remuneration Committee</p> <ul style="list-style-type: none"> • ZEE Entertainment Enterprises Limited (Member) • Zee News Limited (Member) 	<p>1. Audit Committee -</p> <ul style="list-style-type: none"> • Larsen & Toubro Limited (Chairman) • ITZ Cash Card Limited (Chairman) • Foseco India Limited (Chairman) • L & T General Insurance Company Limited (Chairman) • Ram Ratna Wires Limited (Member) • ASREC (India) Limited (Member) • Shriram Transport Finance Co. Limited (Member) • ONGC Petro Additions Limited (Member) <p>2. Shareholder Committee</p> <p>Foseco India Limited (Member)</p>
<p>Shareholding in the Company (No. of shares)</p>	<p>89,305 Shares.</p>	<p>NIL</p>