

SS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067.
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Essel Propack Limited,
held on 30th June, 2015 at,
P.O. Vasind, Taluka: Shahapur,
District: Thane, Maharashtra – 421604.

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 32nd Annual General Meeting of the Equity Shareholders of Essel Propack Limited, held on Tuesday, 30th June, 2015 at P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra – 421604 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found no invalid poll papers.



D. M. ZAVERI & Co.

Company Secretaries

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4. The result of the Poll is as under:

a) **Ordinary Resolution 1 -**

Adoption of the Audited Financial Statements for the financial year ended March 31, 2015 and the report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



D. M. ZAVERI & Co.

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b) Ordinary Resolution 2 -

Declaration of Final Dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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c) Ordinary Resolution 3 -

Re-appointment of Dr. Subhash Chandra (DIN: 00031458), who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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d) Ordinary Resolution 4 -

Ratification of Appointment of M/s. MGB & Co., LLP, Chartered Accountants, as Statutory Auditors to hold office until the conclusion of the AGM to be held for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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e) **Ordinary Resolution 5 -**

Appointment of Mr. Atul Goel (DIN: 00013157) as Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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f) Ordinary Resolution 6 -

Approval of remuneration of M/s. R. Nanabhoy and Co., Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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g) Ordinary Resolution 7 -

Approve payment of commission to non-executive independent directors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
52	2332718	100.0000

(ii) Voted against the resolution:

Number of members present and voted (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
NIL	NIL



D. M. ZAVERI & Co.

Company Secretaries

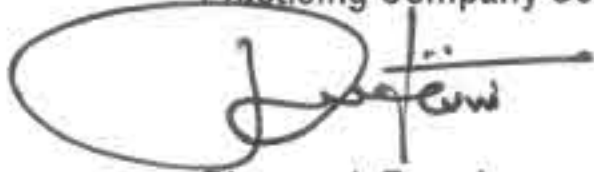
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5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)



Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 1st July, 2015

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Report of Scrutinizer

*[Pursuant to Section 108 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014, as amended]*

To,
The Chairman,
Annual General Meeting of the Equity Shareholders of
Essel Propack Limited,
held on 30th June, 2015 at,
P.O. Vasind, Taluka: Shahapur,
District:Thane, Maharashtra – 421604.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai,** was appointed as Scrutinizer by the Board of Directors for the 32nd Annual General Meeting of the Equity Shareholders of Essel Propack Limited held on Tuesday, 30th June, 2015 at P.O. Vasind, Taluka: Shahapur, District:Thane, Maharashtra – 421604 for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote E-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended (Rules) on the below mentioned resolutions referred in my report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the 32nd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency to provide e-voting facilities, engaged by the Company.



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Further to above, I submit my report as under

1. The remote e-voting period remained open from 9.00 AM on Saturday, 27th June 2015 up to 5.00 PM on Monday, the 29th June 2015.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 23rd June 2015 were entitled to vote on the proposed resolutions as mentioned in the Notice of the 32nd Annual General Meeting.
3. As provided in Rules, I unblocked the remote e-voting on the platform provided by NSDL after completion of voting at Annual General Meeting on Tuesday, the 30th June 2015 at 5.00 PM in the presence of two witnesses, namely Ms. Kavita Pandya and Mr. Jeet Jani who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Ms. Kavita Pandya)



(Mr. Jeet Jani)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of NSDL (www.evoting.nsdl.com) and based on such reports generated;



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5. The result of the e-voting is as under:

a) **Ordinary Resolution 1 -**

Adoption of the Audited Financial Statements for the financial year ended March 31, 2015 and the report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
74	104302601	100.00

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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b) Ordinary Resolution 2 -

Declaration of Final Dividend on Equity Shares.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
73	104302597	100.00

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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c) Ordinary Resolution 3 -

Re-appointment of Dr. Subhash Chandra (DIN: 00031458), who retires by rotation.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
68	103827242	99.9373

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	65155	0.0627

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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d) Ordinary Resolution 4 -

Ratification of Appointment of M/s. MGB & Co.,LLP, Chartered Accountants, as Statutory Auditors to hold office until the conclusion of the AGM to be held for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
73	104302501	99.9999

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	100	0.0001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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e) Ordinary Resolution 5 -

Appointment of Mr. Atul Goel (DIN: 00013157) as Director of the Company.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
68	103892090	99.9997

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	304	0.0003

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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f) Ordinary Resolution 6 -

Approval of remuneration of M/s. R. Nanabhoy and Co., Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
71	104302311	99.9999

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	100	0.0001

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



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g) Ordinary Resolution 7 -

Approve payment of commission to non-executive independent directors of the Company.

(i) Voted in favour of the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
64	104298714	99.9964

(ii) Voted against the resolution:

Number of members Voted through remote e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
8	3736	0.0036

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number votes cast by them
NIL	NIL



D. M. ZAVERI & Co.

Company Secretaries

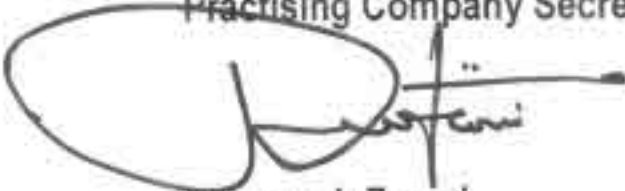
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6. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 32nd Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

For D. M. Zaveri & Co.
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)



Membership No: 5418
C. P. No.: 4363

Place: Mumbai
Date: 1st July 2015

D. M. ZAVERI & Co.

Company Secretaries

 Dharmesh Zaveri
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Combined Report of Scrutinizer for e-voting & Poll

*[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii)
of Companies (Management and Administration) Rules, 2014 as amended]*

To,
The Chairman
Annual General Meeting of the Equity Shareholders of
Essel Propack Limited,
held on 30th June, 2015 at,
P.O. Vasind, Taluka: Shahapur,
District:Thane, Maharashtra – 421604.

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of Essel Propack Limited for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 including any amendment thereof and voting by use of physical ballot forms received from the members at the venue of the 32nd Annual General Meeting (AGM) pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules 2014 in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 32nd AGM of the Equity Shareholders of Essel Propack Limited held on Tuesday, 30th June, 2015 at P.O. Vasind, Taluka: Shahapur, District:Thane, Maharashtra – 421604.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of AGM on the resolutions contained in the Notice of the 32nd AGM of the members of the Company. My responsibility as a scrutinizer



D. M. ZAVERI & Co.

Company Secretaries

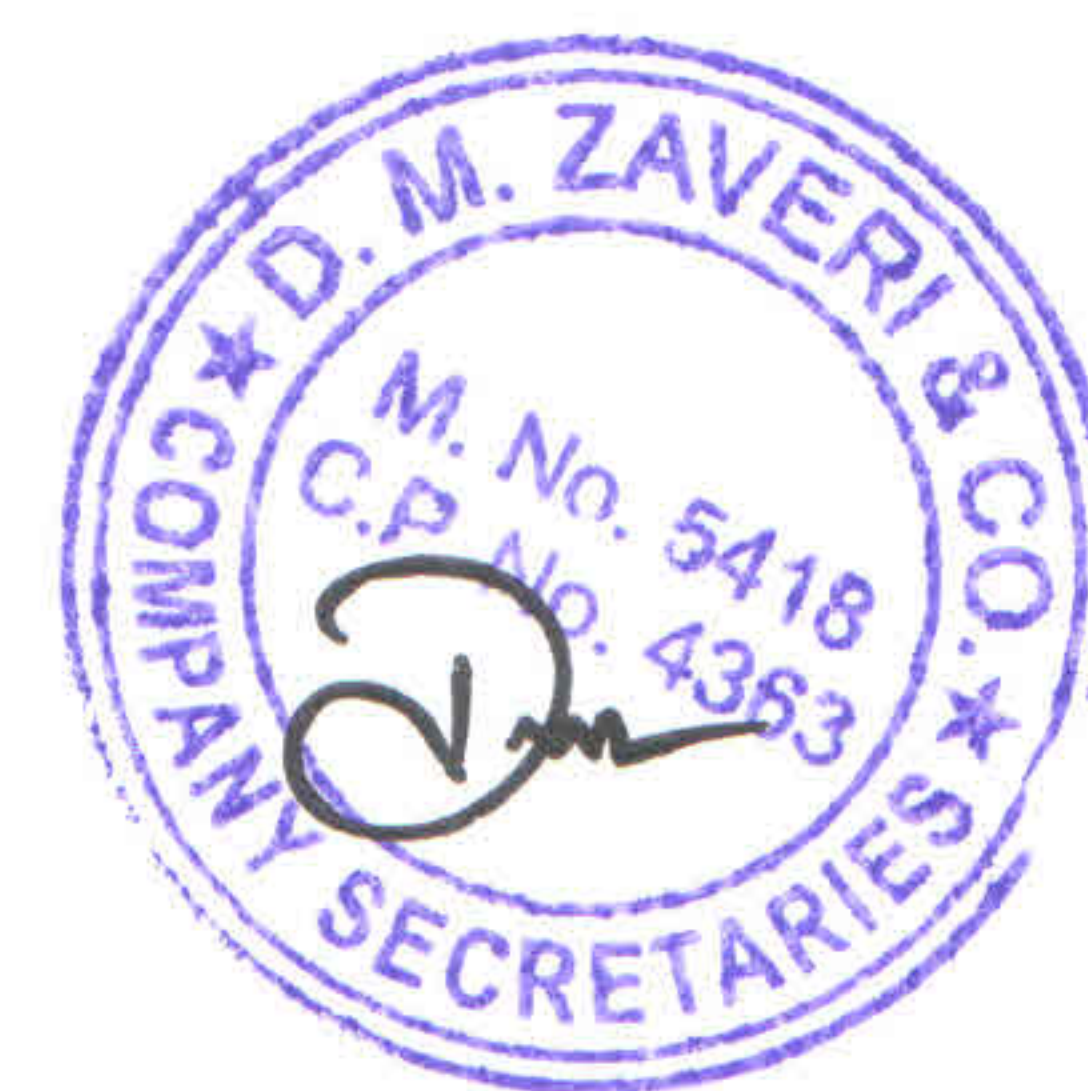
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for the remote e-voting process and for the physical ballot voting at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 32nd AGM of the Company held on 30th June, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the aforesaid AGM. I have issued separate Scrutinizer's Report dated 1st July, 2015 on the remote e-voting and on the Poll through physical ballot voting in Form MGT-13.



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The Result of remote e-voting together with that of the Poll is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	
Item 1: Adoption of the Audited Financial Statements for the financial year ended March 31, 2015 and the report of the Directors' and Auditor's thereon (Ordinary Resolution)								
Remote E-voting	104302601	74	104302601	100.00	0	0	0	NIL
Physical Ballot	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635319	126	106635319	100.0000	0	0	0	NIL
Item No 2: Declaration of Final Dividend on Equity Shares (Ordinary Resolution)								
Remote E-voting	104302597	73	104302597	100.00	0	0	0	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635315	125	106635315	100.00	0	0	0	NIL
Item No 3: Re-appointment of Dr. Subhash Chandra (DIN: 00031458), who retires by rotation (Ordinary Resolution)								
Remote E-voting	103892397	68	103827242	99.9373	3	65155	0.0627	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106225115	120	106159960	99.9387	3	65155	0.0613	NIL
Item No 4: Ratification of Appointment of M/s. MGB & Co. LLP, Chartered Accountants, as Statutory Auditors to hold office until the conclusion of the AGM to be held for the Financial Year 2015-16. (Ordinary Resolution)								
Remote E-voting	104302601	73	104302501	99.9999	1	100	0.0001	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635319	125	106635219	99.9999	1	100	0.0001	NIL
Item No 5: Appointment of Mr. Atul Goel (DIN: 00013157) as Director of the Company. (Ordinary Resolution)								
Remote E-voting	103892394	68	103892090	99.9997	2	304	0.0003	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106225112	120	106224808	99.9997	2	304	0.0002	NIL



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Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	
Item No 6: Approval of remuneration of M/s. R. Nanabhoy and Co., Cost Auditors of the Company (Ordinary Resolution)								
Remote E-voting	104302411	71	104302311	99.9999	1	100	0.0001	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635129	123	106635029	99.9999	1	100	0.0001	NIL
Item No 7: Approve payment of commission to non-executive independent directors of the Company (Ordinary Resolution)								
Remote E-voting	104302450	64	104298714	99.9964	8	3736	0.0036	NIL
Poll	2332718	52	2332718	100.00	0	0	0	NIL
Total	106635168	116	106631432	99.9965	8	3736	0.0035	NIL

All the resolutions as mentioned above passed under remote e-voting and poll with requisite majority.

The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 32nd Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary



Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 1st July, 2015

