

ESSEL PROPACK LIMITED

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of ESSEL PROPACK LIMITED will be held on Friday, September 24, 2010, at 11.00 a.m. at the Company's Registered Office at P.O.Vasind, Taluka - Shahapur, District - Thane, Maharashtra - 421 604, India to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the fifteen months period (financial year) ended March 31, 2010 and the Balance Sheet as on that date and the Report of the Directors' and Auditors' 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. K.V. Krishnamurthy, 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(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to the Non- Executive Independent Directors of the Company, for a period of five financial years commencing from April 1, 2010, such amount be paid to the Directors in such manner as the Board of Directors of the Company may from time to time determine."

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such mortgage, charge, hypothecation in addition to the existing mortgage / charge / hypothecation created by the Company, on such movable and immovable properties whosoever situate, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company on such terms and in such manner as the Board may think fit, to secure Rupee / Foreign Currency Loans, Working

Capital Facility(ies) or any other Credit Facility (hereinafter referred to as "Facilities") availed or to be availed from any Bank(s), Financial or Other Institution(s), or any other Person(s), Body(ies) Corporate, (hereinafter collectively referred to as "Lenders"), upto the borrowing limits as approved by the Members under Section 293 (1) (d) of the Companies Act, 1956 from time to time, and that the existing mortgage / charge / hypothecation created by the Company to secure the facilities borrowed from lenders, be and are hereby confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution"

8. 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 Section 163 and other applicable provisions, if any, of the Companies Act, 1956, the Register of Members, Index of Members and other related returns or documents be kept at Sharepro Services (India) Private Limited, Registrar and Transfer Agents at 13AB, Samhita Warehousing Complex, 2nd floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072."

By Order of the Board of Directors

For **ESSEL PROPACK LIMITED**

Place : Mumbai
Date : August 23, 2010

Aashay S. Khandwala
Vice President - Legal &
Company Secretary

NOTES :

- (1) The relative explanatory statement pursuant to Section 173 of the Companies Act, 1956 in respect of business under item nos. 6, 7 and 8 is annexed hereto. The relevant details of Directors seeking re-appointment under item nos. 3 and 4 above as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed.
- (2) 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.
- (3) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience at the Annual General Meeting.
- (4) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 17, 2010 to Friday, September 24, 2010 (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 September 24, 2010 to those members whose names appear in the Register of Members as on September 17, 2010 and in respect of shares held in Electronic Form, the Dividend will be paid to those Members whose name appear on close of business on September 16, 2010 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 dividends 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 numbers alongwith 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 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 unclaimed dividends upto year 2002 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to the provisions of Section 205-A of the Companies Act, 1956.
- (9) Unpaid / unclaimed Dividend for the year 2003 (Interim Dividend and Final Dividend) are due for transfer on

03/02/2011 and on 06/04/2011 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(s) by writing to the Company's Registrar & Transfer Agents, M/s. Sharepro Services (India) Private Limited, 2nd floor, Samhita Ware Housing Complex, Plot No. 13 A B, Gala No. 53, Sakinaka Telephone Exchange Lane, Andheri - Kurla Road, Sakinaka, Mumbai - 400 072.

- (10) Members desirous of asking any questions at the ensuing Annual General Meeting (AGM), are requested to send their questions addressed to the Company Secretary at least ten 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**

Place : Mumbai
Date : August 23, 2010

Aashay S. Khandwala
Vice President - Legal &
Company Secretary

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

Item No. 6

The Members at the 23rd Annual General Meeting held on May 6, 2006 had approved the payment of Commission to the Non-Executive Independent Directors of the Company not exceeding 1% of the net profit of the Company for a period of 5 years commencing from January 1, 2005.

Taking into consideration the increased role and responsibilities of the Non-Executive Independent Directors of the Company, it is proposed to pay Commission to the Non-Executive Independent Directors not exceeding 1% per annum of net profits of the Company as computed under Section 198, 349 and 350 of the Companies Act, 1956 for a period of five financial years of the Company, commencing from April 1, 2010. The Commission will be in addition to the sitting fees paid for attending meetings of Board of Directors or any Committee thereof.

Section 309(4) of the Companies Act, 1956 requires approval of Members of the Company by way of Special Resolution in General meeting for payment of Commission to the Directors.

The Board of Directors recommend the Special Resolution for your approval.

All the Directors except Mr. Subhash Chandra and Mr. Ashok Kumar Goel are concerned or interested in the resolution to the extent of the commission that may be received by them.

Item No. 7

Members of the Company in the Extra-Ordinary General meeting held on March 14, 2008 had approved, pursuant to Section 293 (1)(d) of the Companies Act, 1956 ('the Act'), the borrowing limit of Rs. 700 crores (apart from temporary loans obtained from time to time by the Company from its bankers in the ordinary course of its business), such amount being over and above the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The loan(s) borrowed or to be borrowed by the Company are / may be required to be secured by way of mortgage /charge / hypothecation on Company's assets in favour of the Lender(s) / Security holders / Trustees.

Approval of members is sought pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956 for charge / mortgage / hypothecation created / to be created upto the borrowing limits as may be approved by the Members under Section 293(1)(d) of the Act, from time to time.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolution.

Item No. 8

As per Section 163 of the Companies Act, 1956, ("the Act") Register and Index of Members, Register and Index of Debenture holders, if any, etc. are required to be kept at the Registered

Office of the Company. However, these documents can be kept at any other place within the city, town or village in which the Registered Office of the Company is situated, with the approval of the Members to be accorded by a Special Resolution.

M/s. Sharepro Services (India) Private Limited, Mumbai ("Sharepro"), Registrar and Share Transfer Agent of the Company, has shifted their Registered office from Satam Estate, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai – 400 099 to 13AB, Samhita Warehousing Complex, 2nd floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072.

Consent of the Members is sought under Section 163 of the Companies Act, 1956 to keep the Register of Members and copies of Annual Reports and other documents at the above office.

The Board of Directors recommends the Special Resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolution.

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

Place : Mumbai
Date : August 23, 2010

Aashay S. Khandwala
Vice President - Legal &
Company Secretary

ADDITIONAL INFORMATION OF 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.K.V.Krishnamurthy
Appointed / Re-appointed	Re-appointed	Re-appointed
Age	60 years	67 years
Experience and Qualification	<p>He is the Non-Executive Chairman of the Board and promoter of Essel Group of Companies. His industry leading businesses include television networks and film entertainment, cable systems, satellite communications, theme parks, flexible packaging, family entertainment centers and online gaming. He has been recipient of numerous honorary degrees, industry awards, and civic honors, including being named 'Global Indian Entertainment Personality of the Year' by FICCI for 2004, 'Businessman of the Year' by Business Standard in 1999, 'Entrepreneur of the Year' by Ernst & Young in 1999 and 'Enterprise CEO of the Year' by International Brand Summit.</p>	<p>He has rich experience of 35 years in Banking Industry and a fellow member of The Institute of Chartered Accountants of India and the Indian Institute of Bankers. He had consistently held position of stature and responsibility in the banking industry and has held the following positions in the recent past:-</p> <ul style="list-style-type: none"> Chairman and Managing Director - Bank of India (May 2000 to May 2003). Chairman and Managing Director - Syndicate Bank (December 1997 to May 2000). Executive Director – Bank of Baroda (March 1996 to November 1997). Managing Director – Indo Hong Kong International Finance Company Limited, Hong Kong (November 1989 to March 1992).
List of Directorship held in other Public Limited Companies (excluding Foreign Companies)	<ul style="list-style-type: none"> Zee Entertainment Enterprises Limited, Essel Infraprojects Limited, Dish TV India Limited, Zee News Limited, Agrani Satellite Services Limited, Wire and Wireless (India) Limited 	<ul style="list-style-type: none"> Asset Reconstruction Company (India) Limited, Sundaram BNP Paribas Trustee Co. Limited, FCH Centrum Direct Limited, Borosil Glass Works Limited, Essar Steels Limited, Thirumalai Chemicals Limited, Centrum Capital Limited, VVF industries Limited, Essar Oil Limited, Essar Shipping Ports & Logistics Limited Packaging India Private Limited (100% Subsidiary of Essel Propack Limited)
Chairman / Member of the Committees of the Board of other Companies	<p>Member:</p> <p><u>Remuneration Committee and Share Transfer & Investor Grievance Committee:</u></p> <ul style="list-style-type: none"> Zee News Limited 	<p>Chairman:</p> <p><u>Audit Committee</u></p> <ul style="list-style-type: none"> Borosil Glass Works Limited VVF Industries Limited Centrum Capital Limited <p><u>Remuneration Committee</u></p> <ul style="list-style-type: none"> Asset Reconstruction Company (India) Limited, Centrum Capital Limited <p>Member:</p> <p><u>Audit Committee</u></p> <ul style="list-style-type: none"> Asset Reconstruction Company (India) Limited, Sundaram BNP Paribas Trustee Co. Limited, Essar Steels Limited, Thirumalai Chemicals Limited, Essar Shipping Ports & Logistics Limited
Shareholding in the Company (No. of shares)	89,305 Equity Shares of Rs. 2 each.	NIL