RUPEE FINANCE AND MANAGEMENT PRIVATE LIMITED

NEW PRAKASH CINEMA, N.M. JOSHI MARG, LOWER PAREL, MUMBAI – 400011

February 12, 2014

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Ref: Disclosures under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

This is in continuation of our disclosure under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 made on January 8, 2014. As a part of the said disclosure, the Company has on February 12, 2014 acquired 5,43,49,450 equity shares constituting 34.60% of paid up capital of Essel Propack Limited, a company listed on Bombay Stock Exchange Limited with Scrip Code No.: 500135, National Stock Exchange with Scrip Symbol: ESSELPACK by way of an off market inter se transfer of shares amongst the promoter group.

In this connection, we send herewith following disclosures:

a) Regulation 29(2) & 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

b) Regulation 13(4A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended

Request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Rupee Finance and Management Private Limited

Authorised Signatory

Encl: As above.

CC: Essel Propack Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Essel Propack Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Rupee Finance and Management Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
Details of the acquisition / disposal as follows	**Number**	**% w.r.t. total share/voting capital wherever applicable (*)**	**% w.r.t. total diluted share/voting capital of the TC (**)**
Before the acquisition/~~disposal~~ under consideration, holding of :			
a) Shares carrying voting rights	2,84,29,710	18.10%	N.A.
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	N.A.	N.A.	N.A.
c) Voting rights (VR) otherwise than by equity shares	N.A.	N.A.	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	N.A.	N.A.	N.A.
e) Total (a+b+c+d)	**2,84,29,710**	**18.10%**	**N.A.**
Details of acquisition/~~sale~~			
a) Shares carrying voting rights acquired/~~sold~~	5,43,49,450	34.60%	N.A.
b) VRs acquired /~~sold~~ otherwise than by shares	N.A.	N.A.	N.A.
c) Warrants/convertible securities/any other	N.A.	N.A.	N.A.

For Rupee Finance & Management Pvt Ltd

Authorised Singnatory/Director

instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer.	N.A.	N.A.	N.A.
e) Total (a+b+c+/-d)	**5,43,49,450**	**34.60%**	**N.A.**
After the acquisition/~~sale~~, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	8,27,79,160 N.A. N.A. N.A.	52.69% N.A. N.A. N.A.	N.A. N.A. N.A. N.A.
e) Total (a+b+c+d)	**8,27,79,160**	**52.69**	**N.A.**
Mode of acquisition/~~sale~~ (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Inter-se Transfer of shares amongst persons belonging to Promoters Groups		
Date of acquisition / ~~sale~~ of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	February 12, 2014		
Equity share capital / total voting capital of the TC before the said acquisition/sale	No. of shares: 15,71,01,285 shares Amount: Rs. 31,42,02,570/-		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	No. of shares:15,71,01,285 shares Amount: Rs. 31,42,02,570/-		
Total diluted share/voting capital of the TC after the said acquisition/sale	No. of shares:15,71,01,285 shares Amount: Rs. 31,42,02,570/-		

For Rupee Finance and Management Private Limited

Place: Mumbai

Date: February 12, 2014

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Rupee Finance & Management Pvt. Ltd.

Authorised Singnatory/Director

"FORM D"

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulations 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company.

Name, PAN No. & address of share-holders	*Share-holding prior to acquisition/ ~~sale~~*	*No. & % of shares/ voting rights acquired/ ~~sold~~*	*Receipt of ~~allotment~~ advice/ acquisition of shares/ ~~sale of shares~~ specify*	*Date of intimation to comp-any*	*Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)*	*No. & % of shares/ voting rights post-acquisition/ ~~sale~~*	*Trading member through whom the trade was executed with SEBI Registration No. of the TM*	*Exchange on which the trade was executed*	*Buy quantity*	*Buy value*	*Sell quantity*	*Sell value*
Rupee Finance and Management Private Limited PAN: AABCR9194C	2,84,29,710 Shares (18.10%)	Number of shares: 5,43,49,450 Percentage: 34.60%	February 12, 2014	February 12, 2014	Off market inter se transfer of shares	Number of shares: 8,27,79,160 Percentage: 52.69%	N.A.	N.A.	5,43,49,450	NIL consideration	N.A.	N.A.

For Rupee Finance & Management Pvt. L

Authorised Singnatory/Direct

New Prakash Cinema, N.M. Joshi Marg, Lower Parel, Mumbai 400011												

For Rupee Finance and Management Private Limited

Authorised Signatory

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Essel Propack Limited			
2.	Name of the acquirer(s)	Rupee Finance and Management Private Limited			
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	5,43,49,450 Equity Shares constituting 34.60% of the paid-up capital of Essel Propack Limited acquired from Ganjam Trading Company Private Limited by way of off market Inter se transfer of shares.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii)			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes. The disclosure was made within the timeline specified. January 8, 2014			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	Ganjam Trading Company Private Limited		Ganjam Trading Company Private Limited	
	b. Date of acquisition	January 16, 2014 or within 90 days thereafter		February 12, 2014	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	5,63,49,550 shares		5,43,49,450 shares	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	35.87%		34.60%	
	e. Price at which shares are proposed to be acquired / actually acquired	Not above the prevailing Market Price		Nil Consideration	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of	% w.r.t.	No. of	% w.r.t.

For Rupee Finance and Management Pvt. Ltd.

Authorised Signatory Director

		shares held	to total share capital of TC	shares held	to total share capital of TC
	– Each Acquirer / Transferee(*)	2,84,29,710	18.10%	8,27,79,160	52.69%
	– Each Seller / Transferor	5,63,49,550	35.87%	20,00,100	1.27%

For Rupee Finance and Management Private Limited

Authorised Signatory

Place: Mumbai
Date: February 12, 2014

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(3) and (6)]

Regulation 13(3)—Details of change in shareholding in respect of persons holding more than 5% shares in Essel Propack Limited

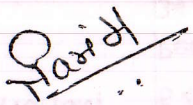
Name, PAN No. & address of share-holders	*Share-holding prior to acquisition/ ~~sale~~*	*No. & % of shares/ voting rights acquired/ ~~sold~~*	*Receipt of ~~allotment advice~~/ acquisition of shares/ ~~sale of shares~~ specify*	*Date of intimation to comp-any*	*Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)*	*No. & % of shares/ voting rights post-acquisition/ ~~sale~~*	*Trading member through whom the trade was executed with SEBI Registration No. of the TM*	*Exchange on which the trade was executed*	*Buy quantity*	*Buy value*	*Sell quantity*	*Sell value*
Rupee Finance and Management Private Limited PAN: AABCR9194C New Prakash Cinema, N.M. Joshi	2,84,29,710 Shares (18.10%)	Number of shares: 5,43,49,450 Percentage: 34.60%	February 12, 2014	February 12, 2014	Off market inter se transfer of shares	Number of shares: 8,27,79,160 Percentage: 52.69%	N.A.	N.A.	5,43,49,450	NIL consideration	N.A.	N.A.

For Rupee Finance & Management Pvt. L

Authorised Signatory/Direct

Marg, Lower Parel, Mumbai 400011												

For Rupee Finance and Management Private Limited



Authorised Signatory