

EPL's PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance pertains to system, by which companies are directed and controlled ethically, keeping in mind enhancement of long-term sustainable interests of stakeholders. It refers to blend of law, regulations, ethical and voluntary practices, which enable the Company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting and balancing the interests of other stakeholders and the society at large.

It aims to align interest of the Company with its shareholders and other stakeholders. The incentive for companies and those who own and manage them, to adopt global governance standards, is that these standards will help them to achieve a long-term partnership with its stakeholders and achieve its corporate objectives efficiently. The principal characteristics of corporate governance are transparency, independence, accountability, responsibility, fairness and social responsibility.

A good governance process provides transparency of corporate policies and the decision making process and also strengthens internal systems and helps in building good relationship with all stakeholders. We at EPL believe in being transparent and commit ourselves to adherence of good corporate governance practices at all times as we believe that good governance generates goodwill among business partners, customers and investors and helps the Company to grow.

Corporate Ethics

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings.

Code of Conduct for Board Members and Senior Management

The Code of Conduct highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

The Code is, *inter alia*, applicable to all directors and senior management executives. The Code impresses upon directors and senior management to uphold the interest of the Company and its stakeholders and to endeavour to fulfill all the fiduciary obligations. The Code is available on the Company's website www.esselpropack.com

Company has received a declaration of compliance with the Code of Conduct from Directors and Senior Management Personnel. The declaration by the CEO & Managing Director affirming compliance of the Board of Directors and Senior Management Personnel to the Code of Conduct is appended to this Report.

Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of conduct to regulate, monitor and report Trading by Designated Persons ("PIT Code") pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code is applicable to all Directors and such Designated Persons, their immediate relatives and Insiders / other persons as defined in the PIT Code.

The detailed report on Corporate Governance for the year ended on 31 March 2020 along with the status of significant developments after the end of the financial year, under applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations or Listing Agreements) is set out below.

1 BOARD OF DIRECTORS

1.1 Directors' profile

The Board of Directors of the Company comprises of highly renowned professionals drawn from diverse fields. They bring with them wide range of skills and experience to the Board which enhance the quality of the Board's decision making process. Profile of the Directors is posted on the Company's website www.esselpropack.com.

1.2 Board Procedure

With a view to follow transparency, the Board follows procedure of advance planning for the matters requiring discussion / decisions by the Board. The Board is given presentation covering finance, sales, major business area and operations of the Company and other matters as requested by members. Agenda papers for the Board and committee meetings are finalized in consultation with concerned functionaries. The minutes of proceeding of each board meetings are maintained in terms of statutory provisions. Meetings of various committees are held properly. The minutes of committee meetings are placed regularly before the Board.

The Agenda and notes to agenda for the meetings of the Board and Committees, together with relevant details, resolutions and documents are circulated in advance of the meeting. The Company follows practice to schedule dates of meetings for coming year or such period as possible. Meetings are largely held in attendance of Chief Operating Officer, Chief Financial Officer and Company Secretary and other executives are also invited wherever necessary for discussion or inputs.

1.3 Composition of the Board, category, directorship etc.

The Board of the Company comprises of Nine (9) Directors as on 31 March 2020 with an optimum combination of executive and non-executive directors, of which three are Independent Directors, five are Non-executive Directors and one is Whole-time Director. Independent Directors are renowned professional with specialization in their respective fields, having varied skills and expertise and not related to promoters of the Company. The Company is in compliance of the Listing Regulations and the Companies Act 2013 (the Act). The composition of the Board and other details as on 31 March 2020 are as below. Details and development after end of the year but as on the date of this report is given wherever material or relevant.

Mr. Sudhanshu Vats was appointed as Chief Executive Officer and Managing Director wef 16 April 2020 and Mr. Vinay Mokashi had resigned wef 15 April 2020 from the post of Whole-time Director.

Name of Director	Category	No. of Directorship in other companies ⁽¹⁾	Position in outside Committees ⁽²⁾	
			Chairperson	Member
Mr. Davinder Singh Brar	Independent Director – Chairperson	13	2	5
Mr. Uwe Ferdinand Rohrhoff	Independent Director	0	0	0
Mrs. Sharmila Abhay Karve	Independent Director	2	1	1
Mr. Vinay Mokashi*	Whole-time Director	0	0	0
Mr. Amit Dixit	Additional Director (Non-executive Director)	8	0	2
Mr. Amit Jain	Additional Director (Non-executive Director)	7	0	3
Mr. Qi Yang	Additional Director (Non-executive Director)	0	0	0
Mr. Animesh Agrawal	Additional Director (Non-executive Director)	0	0	0
Mr. Aniket Damle	Additional Director (Non-executive Director)	0	0	0

(1) Including private companies but excluding foreign companies, companies registered under section 8 of the Companies Act 2013, and alternate directorship.

(2) Represents Chairmanship / Membership of Audit Committees and Stakeholders Relationship Committees of other companies.

* Mr. Vinay Mokashi, Whole-time Director of the company resigned wef close of business hours of 15 April 2020.

Details of directorship in other listed companies are as under.

Name of Director	Name of other listed entities	Category of Directorship
Mr. Davinder Singh Brar	Wockhardt Limited	Independent Director
	Mphasis Limited	Independent Director
	Maruti Suzuki India Limited	Independent Director
Mr. Uwe Ferdinand Rohrhoff	Nil	N.A.
Mrs. Sharmila Abhay Karve	Syngene International Limited	Independent Director
Mr. Amit Dixit	Jagran Prakashan Limited	Non-Executive - Non Independent Director
	Mphasis Limited	Non-Executive - Non Independent Director
Mr. Amit Jain	Nil	N.A.
Mr. Qi Yang	Nil	N.A.
Mr. Animesh Agrawal	Nil	N.A.
Mr. Aniket Damle	Nil	N.A.
Mr. Vinay Mokashi	Nil	N.A.

None of the Directors on the Board are related to each other.

None of the directors are holding any share in the Company, except Mr. Vinay Mokashi who held 17328 shares.

Directors of the Company do not hold any options or instruments convertible into equity shares of the Company.

The Board is of the opinion that the independent directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management. Every Independent Director has confirmed and given declaration in this respect.

1.4 Board Meetings and attendance

During the year under review, the Board of Directors of the Company met six times i.e. 7 May 2019, 13 August 2019, 22 August 2019, 8 November 2019, 7 February 2020 and 20 March 2020. The agenda papers along with notes and other supportings were circulated in advance of the Board Meeting with sufficient information.

Directors' attendance in Board Meetings held during the financial year and last Annual General Meeting are as under.

Details of Directors appointed wef 22 August 2019

Name of Directors	No. of Board Meetings		Attendance at Last Annual General Meeting
	Held	Attended	
Mr. Davinder Singh Brar	4	3	N.A.
Mr. Uwe Ferdinand Rohrhoff	4	3	N.A.
Mrs. Sharmila Abhay Karve	4	4	N.A.
Mr. Vinay Mokashi	4	4	N.A.
Mr. Amit Dixit	4	3	N.A.
Mr. Amit Jain	4	4	N.A.
Mr. Qi Yang	4	3	N.A.
Mr. Animesh Agrawal	4	4	N.A.
Mr. Aniket Damle	4	3	N.A.

Details of Directors resigned wef 22 August 2019

Name of Directors	No. of Board Meetings		Attendance at Last Annual General Meeting
	Held	Attended	
Mr. Mukund Chitale	3	3	No
Mr. Boman Moradian	3	3	Yes
Ms. Radhika Pereira	3	2	Yes
Mr. Ashok Goel	3	3	Yes
Mr. Atul Goel	3	2	Yes
Mr. Ramesh Gupta	3	3	No

1.5 Matrix of expertise and skill of Directors

Present Directors of the Company (including directors seeking appointment) having different skill and expertise in respective domain area viz. One director is having expertise in sales and marketing, technology and business management. One director is having expertise in accounting, finance and taxation, two Directors are having expertise in pharmaceutical and healthcare, three directors are having skillset about overall business and management, other two directors having competence of engineering, technology and business development. Following is the qualification, expertise and skill of the Directors of the Company. The Board is of the opinion that the skill or competence required for the Directors in relation to the present business of the Company includes finance, accounts, taxation, technology, legal, operation, business development and compliance.

Director	Qualification	Skills/expertise/competence/experience
Mr. Sudhanshu Vats	B.Tech in Mechanical Engineering from NIT, Kurukshetra and M.B.A. from IIM Ahmedabad	<ul style="list-style-type: none"> Expertise in FMCG and Media Sector. Key skills are in Business strategy, Marketing strategy, P&L Management, Business development, Marketing and Product Management, Competitive Analysis, Key Account Management, Supply Chain Management, Brand equity and Team management. Having worked with Unilever for more than 20 years and last stint with Viacom18 as Managing Director and CEO for 8 years.
Mr. Davinder Singh Brar	BE in electrical engineering from Thapar Institute of Engineering and Technology, Patiala; and a master's degree in management from Faculty of Management Studies from the University of Delhi (gold medalist – 1974)	<ul style="list-style-type: none"> Expertise in Pharmaceutical Industry. Member of the Advisory Board of the USA-India Chamber of Commerce (USAIC). Mr. Brar was also the Director of the Reserve Bank of India (RBI) during 2000-2007. Having worked with Ranbaxy Laboratories Limited, where he rose to the position of Chief Executive Officer (CEO) and Managing Director.
Mrs. Sharmila Abhay Karve	Fellow member of Institute of Chartered Accountants of India	<ul style="list-style-type: none"> Expertise in accounts, audit, finance, risk management and taxation. Retired as an audit partner from PWC. Has vast experience in Indian GAAP, Ind AS and IFRS.
Mr. Uwe Ferdinand Rohrhoff	Diploma in Business Studies from University of Cologne, Germany	<ul style="list-style-type: none"> Experience in the Pharma and Healthcare Industry at global level. Having worked in various capacities and consistently grown in stature and responsibility at Gerresheimer (German company) and worked with Perrigo Company, as President, CEO and Director.
Mr. Amit Dixit	MBA from Harvard Business School, MS in Engineering from Stanford University and B.Tech from IIT Mumbai.	<ul style="list-style-type: none"> Expertise in Technology, Finance and Management Currently works as Senior Managing Director, Co-Head of Asia Acquisitions and Head of India for Blackstone Private Equity. Prior to joining Blackstone, he was a Principal at Warburg Pincus.
Mr. Amit Jain	B. Tech from IIT Kharagpur and done PGP (equivalent to an MBA) from ISB, Hyderabad	<ul style="list-style-type: none"> Expertise in Technology, Finance, Supply Chain and Management. Currently works as Senior Managing Director with Blackstone, PE in India and prior to joining Blackstone he worked with McKinsey & Company, HUL at key role.
Mr. Qi Yang	MBA from University of Chicago Booth school of business, JD from University of Minnesota Law School and a LLB from Peking University Law School in China	<ul style="list-style-type: none"> Expertise in Technology, Finance, Supply Chain and Management. Currently works as Senior Managing Director with Blackstone, PE based in Hong Kong. Prior to joining Blackstone he was a Principal at TPG Capital Asia in Beijing and worked at key position with Olympus Capital Asia in Hong Kong, Morgan Stanley's Industrial Investment Banking Group in New York.
Mr. Animesh Agrawal	BE from IIT Delhi and MBA from Stanford Graduate School of Business	<ul style="list-style-type: none"> Expertise in Finance, Investing and Technology. Currently works with Blackstone, PE in India at key role and prior to joining Blackstone worked with McKinsey & Company
Mr. Aniket Damle	BE from IIT Mumbai	<ul style="list-style-type: none"> Expertise in Finance and Technology. Currently works with Blackstone, PE in India at key role and prior to joining Blackstone worked with McKinsey & Company

1.6 Familiarization Programme

The Company's policy on programmes and measures to familiarize Independent Directors about the Company, its business, updates and development includes various measures viz. issue of appointment letters containing terms, duties etc, presentation and other programmes as may be appropriate from time to time. Periodic presentations are made at the Board and Committee meetings on business, performance updates of the Company, global business environment, business strategy and risk involved. The Policy and programme aims to provide insights into the Company to enable independent directors to understand the business, functionalities, business model and other matters. The Company's Policy and other details in this respect is posted in investors section on the Company's website or link: <https://www.esselpropack.com>

2 PERFORMANCE EVALUATION

During the year, the Board conducted annual evaluation for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board meetings. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The criteria to evaluate the performance of the Board, committees, independent directors and non-independent directors includes; a) Board Composition, size, mix of skill, experience and role, participation, suggestions, development of strategy, board process, policies and others. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

3 POLICY ON APPOINTMENT OF DIRECTOR, QUALIFICATION AND ATTRIBUTES

The Company's policy on appointment of directors has provided, *inter alia*, relating to the criteria of qualification, experience and skills in relation to appointment for the position of director.

4 AUDIT COMMITTEE

Audit Committee of the Board has been constituted in terms of the Listing Regulations and Section 177 of the Act.

The Audit Committee comprises of three directors. Two-thirds of the members of the Audit Committee are independent directors. The Committee met five times during the year on 18 April 2019, 7 May 2019, 13 August 2019, 8 November 2019 and 7 February 2020.

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mrs. Sharmila Abhay Karve, Chairperson [#]	Independent Director	2	2
Mr. Davinder Singh Brar [#]	Independent Director	2	2
Mr. Amit Jain [#]	Non-Executive Director	2	2
Mr. Mukund Chitale, Chairman*	Independent Director	3	3
Mr. Boman Moradian*	Independent Director	3	3
Ms. Radhika Pereira *	Independent Director	3	2

*resigned wef 22 August 2019. [#]appointed wef 22 August 2019

Company Secretary of the Company acts as secretary to the Audit Committee.

Audit Committee meetings are also attended by chief financial officer, chief operating officer, representatives of the Statutory Auditor and Internal Auditors and other executives as and when required. The Committee also invites senior executives, where it considers appropriate, to attend meetings of the Audit Committee.

Terms of reference and role of the audit committee includes the matters specified under the Act and the Listing Regulations. Broad terms of reference includes; oversight of financial reporting process, review financial results and related information, approval of related party transactions, review internal financial controls and risk management, evaluate performance of statutory and internal auditors, audit process, relevant compliances, review compliance relating to insider trading regulations, appointment and payments to statutory auditors, reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary.

5 NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee of the Board (NRC) has been constituted in terms of the Listing Regulations and Section 178 of the Act.

The Nomination and remuneration Committee comprises of four Directors. There is an optimum combination of directors in the Nomination and remuneration committee in compliance with applicable laws.

During the year under review, the Nomination & Remuneration Committee met thrice i.e. on 7 May 2019, 22 August 2019 and 8 November 2019.

The Composition of the NRC and the attendance is as under.

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Uwe Ferdinand Rohrhoff, Chairman [#]	Independent Director	1	1
Mr. Davinder Singh Brar [#]	Independent Director	1	1
Mr. Amit Dixit [#]	Non-Executive Director	1	1
Mr. Amit Jain [#]	Non-Executive Director	1	1
Mr. Boman Moradian, Chairman*	Independent Director	2	2
Mr. Mukund Chitale*	Independent Director	2	2
Ms. Radhika Pereira*	Independent Director	2	2

*resigned wef 22 August 2019. [#]appointed wef 22 August 2019

Terms of reference of the NRC includes the matters specified under the Act and the Listing Regulations. Broad terms of reference include; formulation of remuneration policy, set criteria for determining qualifications, positive attributes and independence of a director, formulation of criteria for evaluation of independent directors and the Board and criteria for appointment of directors and senior management and recommendation to the Board, all remuneration payable to senior management.

5.1 Remuneration of Directors

Details of remuneration, perquisites etc. and sitting fees of Directors for the financial year ended on 31 March 2020 are as under.

Name of Director	Category	₹ in lakhs		
		Commission or annual remuneration	Sitting fees	Total
Mr. Davinder Singh Brar [#]	Independent Director	21.83	1.50	23.33
Mr. Uwe Rohrhoﬀ [#]	Independent Director	15.67	1.00	16.67
Mrs. Sharmila Abhay Karve [#]	Independent Director	14.92	1.75	16.67
Mr. Amit Dixit [#]	Non-executive Director	Nil	Nil	Nil
Mr. Amit Jain [#]	Non-executive Director	Nil	Nil	Nil
Mr. Qi Yang [#]	Non-executive Director	Nil	Nil	Nil
Mr. Animesh Agrawal [#]	Non-executive Director	Nil	Nil	Nil
Mr. Aniket Damle [#]	Non-executive Director	Nil	Nil	Nil
Mr. Mukund Chitale [*]	Independent Director	5.00	2.50	7.50
Mr. Boman Moradian [*]	Independent Director	5.00	3.00	8.00
Ms. Radhika Pereira [*]	Independent Director	5.00	1.75	6.75
Mr. Atul Goel [*]	Non-executive Director	Nil	Nil	Nil
Mr. Ramesh Gupta [*]	Non-executive Director	Nil	Nil	Nil

[#]Resigned wef 22 August 2019. ^{*}appointed wef 22 August 2019.

Name of Director	Category	Remuneration components ₹ in lakhs				Total
		Salary	Allowance, perquisites	Cont. to PF	Performance bonus	
Mr. Ashok Goel [*]	Chairman & Managing Director	123.90	61.95	14.87	63.00	263.72
Mr. Vinay Mokashi [®]	Whole-time Director	18.79	27.86	2.25	8.50	57.40

^{*}Resigned wef 22 August 2019. [®] appointed wef 22 August 2019.

Retirement benefits viz. gratuity, leave encashment etc. of ₹ 642.86 lakhs was paid to Mr. Ashok Goel as per his entitlement and policy of the Company.

Mr. Vinay Mokashi held the position of Chief Financial Officer till 24 November 2019 and appointed as a Whole-time Director of the Company from 22 August 2019 till close of business hours of 15 April 2020. Mr. Vinay has resigned as he wishes to retire from service on personal reason. The Company has appointed Mr. Sudhanshu Vats as Managing Director and CEO wef 16 April 2020 and details in this regard has been given in the explanatory statement attached to the AGM Notice.

Remuneration to Executive Director of the Company comprises of fixed pay, perquisites and variable pay as mentioned above. Performance bonus/ variable pay is based on criteria including achievement of performance standards as per Remuneration policy of the Company.

Performance bonus of Executive Directors is recommended by the Nomination & Remuneration Committee based on criteria including achievement of performance standards as mutually set out from time to time and as per Remuneration policy of the Company and approved by the Board of Directors of the Company.

Commission and Performance bonus payable to Directors as mentioned above is provided for the financial year 2019-20 and will be paid subsequent to the approval of the financial statements.

There was no pecuniary relationships or transactions of non-executive directors vis-à-vis the Company during the year under review, except payment of sitting fees and remuneration.

5.2 Remuneration policy

The Board on the recommendation of Nomination and Remuneration Committee approved Remuneration Policy for Directors, KMP and senior management employees.

The policy describes various aspects and guiding factors while determining the remuneration to Directors, KMP and senior managerial personnel of the Company with intent to maintain level and composition of remuneration reasonable and sufficient to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and also create competitive advantage. Broad provisions of the Remuneration Policy are summarized hereunder.

- a) Nomination and Remuneration committee (NRC) has important role in monitoring the policy.
- b) The Board, on the recommendation of NRC approves the remuneration payable to the Managing Director of the Company. The remuneration payable to the Managing Director shall be in accordance with the applicable provisions of the Act and the rules framed thereunder.
- c) The Board, on the recommendation of the NRC approves the remuneration payable to the Key Managerial Personnel and Senior Management Personnel. The structure of remuneration payable to Key Managerial Personnel and Senior Management Personnel will be in accordance with the compensation framework adopted for employees generally by the Human Resource department of the Company.
- d) The commission to the Independent Directors is paid as per the provisions of the Act and the rules framed thereunder.
- e) The Commission will be distributed among the independent directors as per criteria mentioned in this Report.

5.3 Criteria for payment to Non-executive / Independent Directors

Independent Directors are paid sitting fees of ₹ 25,000 for each meeting of the Board or committee thereof. The Company also reimburses expenses incurred by the directors for attending the meetings. The remuneration by way of commission to the independent directors is decided, keeping in view the recommendations by NRC, based on number of factors including number of meetings attended by the director during the year, contribution to the Board and Committees and involvement in the decision making.

6 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders relationship Committee comprises of three Directors. The Chairperson of the committee is a non-executive director. During the year under review, the Stakeholders Relationship Committee met three times on 7 May 2019, 13 August 2019 and 8 November 2019.

The Composition of the above Committee and the attendance is as under.

Name of Member	Category	No. of Meetings	
		Held	Attended
Mr. Amit Jain, Chairman [#]	Non-executive Director	1	1
Mrs. Sharmila Abhay Karve [#]	Independent Director	1	1
Mr. Animesh Agrawal [#]	Non-executive Director	1	1
Mr. Boman Moradian, Chairman*	Independent Director	2	2
Mr. Ashok Goel*	Chairman & Managing Director	2	2
Mr. Atul Goel *	Non-executive Director	2	1

*Resigned wef 22 August 2019. [#]appointed wef 22 August 2019

During the year, Nil investor complaints were received. No investors' complaints were pending as on 31 March 2020.

Terms of Reference and role of the Stakeholders Relationship Committee includes the matters specified under the Act and the Listing Regulations. Broad terms of reference includes; to consider and resolve the grievances of security holders of the Company,

including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, review of measures taken for effective exercise of voting rights by shareholders, review of adherence to the service standards in respect of various services being rendered by the Registrar and Share Transfer Agent and review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports, notices etc. by the shareholders of the Company.

Mr. Suresh Savaliya, Head – Legal and Company Secretary has been appointed as compliance officer pursuant to the Listing Regulations. The designated e-mail for investor service and correspondence is complianceofficer@epglobal.com

7 OTHER COMMITTEES

In addition to the above referred committees, the Board has constituted committees of Directors and executives to look into various business matters. These committees includes corporate social responsibility committee, security committee and risk management committee. Details relating to corporate social responsibility committee are given in the Board's report.

8 GENERAL BODY MEETINGS

Details of last three Annual General Meetings (AGM) are given here below.

Year	Date	Time	Venue
2016-17	12.07.2017	11.00 a.m	Registered office at
2017-18	13.06.2018	11.00 a.m.	P.O. Vasind, Taluka: Shahapur, District: Thane, Maharashtra - 421604, India
2018-19	26.06.2019	11.00 a.m	

The following are the special resolutions passed at the last three AGM.

Date of AGM	Summary of special resolutions passed
12.07.2017	Redesignate Mr. Ashok Goel as Chairman and Managing Director
13.06.2018	Private placement of NCDs and/or Debt Securities
13.06.2018	Re-appointment of Mr. Ashok Goel as Managing Director
26.06.2019	To re-appoint Mr. Boman Moradian as an Independent Director
26.06.2019	To re-appoint Mr. Mukund Chitale as an Independent Director
26.06.2019	To re-appoint Ms. Radhika Pereira as an Independent Director
26.06.2019	To approve private placement of NCDs and / or Debt Securities

Resolutions passed through postal ballot: The Company has passed following resolutions through postal ballot during the financial year i.e. from 1 April 2019 to 31 March 2020 as detailed below.

1. **Special Resolutions** (a) Approval of alteration or amendment in Articles of Association of the Company; (b) Approval for appointment of Mr. Vinay Mokashi as a Whole-time Director; (c) Approval for Remuneration to Directors; **Ordinary Resolutions** (a) approval for appointment of Mr. Davinder Singh Brar as an Independent Director (b) Approval for appointment of Mr. Uwe Ferdinand Rohrhoff as an Independent Director (c) Approval for appointment of Mrs.

Sharmila Abhay Karve as an Independent Director under the applicable provisions of the Companies Act 2013 and rules made thereunder and Listing regulations.

- a) The Board of Directors of the Company had appointed Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, as the scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
 - b) The Company had completed the dispatch of the Postal Ballot Notice dated 22 August 2019 together with the explanatory statement along with forms and reply envelopes to all the shareholders whose names appeared on the Register of Members/list of beneficiaries as on 23 August 2019.
 - c) The voting period under the postal ballot was kept open from 9:00 a.m. on Sunday, 1 September 2019 to 5:00 p.m. on Monday, 30 September 2019 (either physically or through electronic mode).
 - d) All postal ballot forms received on or before of close of working hours i.e. 5:00 p.m. on Monday, 30 September 2019, the last date and time fixed by the Company for receipt of the forms, had been considered for scrutiny or voting purpose.
 - e) On 1 October 2019 the results of the postal ballot as per the Scrutinizer's Report was announced and declared that the above resolutions was passed with requisite majority.
2. Ordinary Resolution under Regulation 31A and applicable provisions of the Listing Regulations for approval of Reclassification of Promoter and Promoter Group to Public Shareholders.
- a) The Board of Directors of the Company had appointed Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, as the scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
 - b) The Company had completed the dispatch of the Postal Ballot Notice dated 1 November 2019 together with the explanatory statement along with forms and reply envelopes to all the shareholders whose names appeared on the Register of Members/list of beneficiaries as on 1 November 2019.
 - c) The voting period under the postal ballot was kept open from 9:00 a.m. on Tuesday, 12 November 2019 to 5:00 p.m. on Wednesday, 11 December 2019 (either physically or through electronic mode).
 - d) All postal ballot forms received on or before of close of working hours i.e. 5:00 p.m. on Wednesday, 11 December 2019, the last date and time fixed by the Company for receipt of the forms, had been considered for scrutiny or voting purpose.
 - e) On 12 December 2019, the results of the postal ballot as per the Scrutinizer's Report was announced and declared that the above resolution was passed with requisite majority.

9 DISCLOSURES

- a) During the year, there were no materially significant transactions with related parties that may have potential conflict with the interests of the Company at large. Related Party transactions have been disclosed in the notes to the financial statements and in Board's Report. Policy on dealing with related party transactions is posted on the website of the

Company and can be accessible by following the link: <https://www.esselpropack.com/wp-content/uploads/2015/03/Related-Party-Transaction-Policy.pdf>

- b) The Company has complied with all applicable provisions of the Listing Regulations and other SEBI Regulations wherever applicable. No penalties have been imposed or stricture issued by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.
- c) The Company has a Whistle-Blower Policy for establishing a vigil mechanism to report genuine concerns regarding unethical behavior and mismanagement, if any. No employee of the Company was denied access to the Audit Committee. Details relating to vigil mechanism are also mentioned in the Board's Report.
- d) The Company has complied with the mandatory requirements of the Corporate Governance of the Listing Regulations and also followed non-mandatory requirements relating to financial statements with unmodified audit opinion / without qualification.
- e) The Company is in compliance with the provisions in relation to material subsidiary wherever applicable. Policy for determining 'material' subsidiary is posted on the website and can be accessible by following the link: <https://www.esselpropack.com/wp-content/uploads/2015/03/Policy-for-determining-material-subsiadiary.pdf>
- f) There were no pecuniary relationships or transactions of non-executive directors vis-à-vis the Company during the year under review, except payment of sitting fees and remuneration.
- g) Disclosure of commodity price risks and commodity hedging activities: The Company has price review mechanism to protect against material movement in price of raw materials.
- h) Certificate from practicing company secretary:** The Company has obtained a certificate from practicing company secretary confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- i) Fees paid to statutory auditor and network firm or entity:** Details relating to fees paid to statutory auditor is given in note 37 of the standalone financial statements. Neither Company nor its subsidiary has paid fees to network firm or entity of the statutory auditor.
- j) Disclosures relating to sexual harassment complaints:** In relation to complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013, during the financial year 2019-20, no complaint filed and no complaint pending at end of the year. There was no complaint filed during the previous financial year. Additional details in this respect are given in the Board's report.

10 MEANS OF COMMUNICATION

- a) **Newspapers:** The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers viz. Economics Times, and Maharashtra Times.
- b) **News Release and Presentation:** The Company also regularly releases press release to enable the stakeholders to appreciate the important developments and updates about the Company. News releases, presentations made to media, analysts, institutional investors, transcript of conference call

with investors/analysts etc. are displayed on the company's website www.esselpropack.com.

- c) **Website:** The Company's website www.esselpropack.com contains a separate dedicated section "Investors" and "Press Release" where shareholders information is available. Quarterly and annual financial results, annual report are also available on the website. Press releases made by the Company from time to time are also displayed on the website.
- d) **Annual Report:** Annual Report containing, *inter alia*, Board's report, auditors' report, audited financial statements and other important information is circulated to members and others entitled thereto. The Annual Report is also available on website of the Company. Verbatim copy of financial statements, reports etc. are circulated in this Report and the same shall be deemed as signed copy.
- e) **Website of the Stock Exchanges:** Disclosures and filing with the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) by the Company are also hosted on website of the said stock exchanges.
- f) **Disclosures:** The Company also informs by way of intimation to the Stock Exchanges all price sensitive matters or such other matters which in its opinion are material and have relevance to the shareholders.

11 GENERAL SHAREHOLDERS' INFORMATION

- a) **Annual General Meeting** is scheduled to be held on Thursday, 6 August 2020 at 11:30 a.m. through video conferencing or as indicated in the AGM Notice.
- b) **Financial Year:** The Company follows April to March as its financial year. The results for every quarter beginning from April are declared tentatively in the month following the quarter or within the time line as per the Listing Regulations.
- c) **Record Date:** Record date for the purpose including payment of dividend is given in Notes to Notice convening above mentioned Annual General Meeting.
- d) **Dividend Payment Date:** As may be recommended, Dividend will be paid within the stipulated period, after its declaration by the members at the AGM.

Dividend on Equity Shares when declared will be made payable after the AGM to those Shareholders whose names stand in the Company's Register of Members on relevant dates of record date/book closure. In respect of shares held in electronic form/ demat, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

- e) **Listing on Stock Exchanges:** The Company's equity shares are listed on the following Stock Exchanges.

National Stock Exchange of India Limited (NSE), Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051.

BSE Limited (BSE), P.J. Towers, Dalal Street, Fort, Mumbai 400001.

Stock Code/Symbol: BSE - 500135. NSE - ESSELPACK. ISIN: INE255A01020

Debt Securities: Listed on Wholesale Debt Market (WDM) Segment of BSE.

Scrip Code: 957238, ISIN: INE255A08AV3

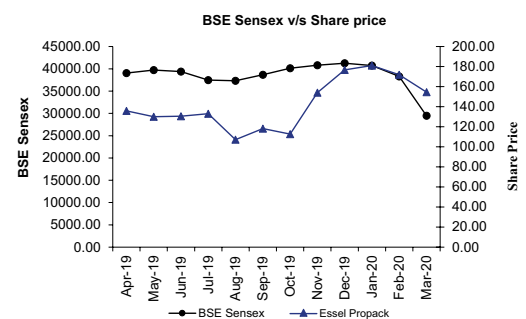
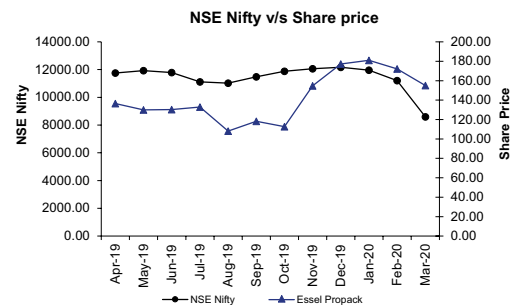
Debenture Trustees: Axis Trustee Services Limited, Axis House, 2nd Floor, Bombay Dyeing Mills Compound,

Pandurang Budhkar Marg, Worli, Mumbai 400 025. Tel: +91 22 43255231

- f) **Payment of Listing Fees:** The Company has paid annual listing fee for the year 2020-21 to BSE and NSE within time.
- g) **Market Price Data:** The monthly high and low price of shares traded on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) are as follows:

Month & Year	BSE (In ₹)		NSE (In ₹)	
	High	Low	High	Low
April 2019	138.00	110.55	138.40	103.75
May 2019	137.00	126.50	136.95	126.60
June 2019	132.10	128.00	131.45	128.15
July 2019	133.80	129.45	133.50	129.20
August 2019	133.40	78.85	133.15	78.75
September 2019	119.05	101.20	120.45	100.95
October 2019	121.70	105.25	122.90	105.15
November 2019	163.85	110.55	163.90	109.10
December 2019	185.45	142.95	185.70	139.50
January 2020	197.00	159.80	197.00	160.00
February 2020	203.60	168.00	225.90	166.30
March 2020	185.80	130.05	185.90	130.05

- h) **Performance of the Company's stock price vis-a-vis Sensex / Index**



- i) **Share Transfer /transmission System**

Applications for transmission of shares in physical form are minimal and processed through the Company's Registrar & Transfer Agent. The Stakeholders Relationship Committee constituted for transmission of shares, issue of new/duplicate shares and allied matters. The transmission of shares in physical form as and when received are normally processed within 15 days from the date of receipt of documents complete in all respects.

j) **Distribution of Shareholding as on 31 March 2020**

No. of equity shares	No. of share holders	% of share holders	No. of Shares Held	% of share Holding
1 – 500	24146	79.00	2534431	0.80
501 – 1000	2524	8.26	2031520	0.64
1001 – 5000	3105	10.16	7112282	2.26
5001 – 10000	412	1.35	2963634	0.94
10001 and above	379	1.23	300809074	95.36
Total	30566	100.00	315450941	100.00

k) **Dematerialization of equity shares and liquidity**

As on 31 March 2020, 99.43% of the Equity Shares have been dematerialized.

Equity Shares of the Company are under compulsory demat trading by all investors. Considering the advantages of scripless / demat trading, shareholders are requested to consider dematerialization of their shares so as to avoid inconvenience in future.

l) **Commodity price risk or foreign exchange risk and hedging activities.**

Risks are associated with various forex exposures like translation, transaction, economic etc. the Company would have on risk on net import side. Import Exposure includes Acceptance, Trade Payables, Trade Buyer's Credit, Interest Payable, CAPEX Buyer's Credit etc. and export exposure includes trade receivables, royalty receivable etc.

There are various financial instruments for hedging available to mitigate these risks like Forward Cover, Options and Derivative etc. Based on the risks involved in the hedging instrument, the Company generally uses Forward Cover as measure for mitigating the Forex Volatility.

p) **Shares in suspense account**

The details of unclaimed equity shares and shareholders of the Company in unclaimed suspense account as on 31 March 2020 is mentioned below:

As on 1 April 2019		Shareholder who approached RTA & shares transferred in their favor		Balance as on 31 March 2020	
No. of Records	No. of Shares	No. of Records	No. of Shares	No. of Records	No. of Shares
1073	6314	0	0	1073	6314

The voting rights on the shares outstanding in the suspense account shall remain frozen till the rightful owner of such shares claims the shares or as per statutory provisions.

m) **Plant Locations:** The Company has plants/units at Vasind, Wada, Dhanoli (Vapi), Nalagarh (HP), Goa and Katenipara (Assam) as at the end of the financial year.

n) **List of Credit rating obtained during the financial year**

During the financial year, the company has been affirmed / reaffirmed credit rating from below listed credit rating agencies:

Name of Credit Rating Agency	Instrument	Rating
India Rating & Research Limited (a Fitch Group Company)	Private Issue of Commercial Papers	IND A1+ (Off RWE)
Credit Analysis & Research Limited (CARE)	Long Term Bank facilities and Short Term Bank facilities	CARE AA / CARE A1+
Credit Analysis & Research Limited (CARE)	Non-convertible debenture	CARE AA

o) **Registrar & Transfer Agent and Address for Communication**

Registrar & Share Transfer Agent: Bigshare Services Private Limited, 1st Floor, Bharat Tin works Building, Opp Vasant Oasis, Makwana road, Marol, Andheri (E), Mumbai- 400059. Tel: 022 62638261, Fax: 022 62638299, investor@bigshareonline.com

Registered Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra, Tel: +91 9673333971/9882 CIN: L74950MH1982PLC028947

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Tel: +91 22 2481 9000/9200. Fax: +91 22 24963137, complianceofficer@epglobal.com, www.esselpack.com

Corporate and Investors contact: Mr. Suresh Savaliya, Head – Legal, Company Secretary and Compliance Officer, at corporate office.

In order to facilitate investor servicing, the Company has a designated email id: complianceofficer@epglobal.com or investor.grievance@epglobal.com for registering queries by investors.

q) **Corporate benefits**

Details of corporate benefits issued by the Company are given below.

Dividend

Year	%	Year	%	Year	%
1990-91	10%	2000-01	54%	2011-12	32.50%
1991-92	15%	2001	55%	2012-13	37.50%
1992-93	20%	2002	65%	2013-14	62.50%
1993-94	27%	2003 (Interim)	70%	2014-15	80.00%
1994-95	27%	2003 (Final)	10%	2015-16	110%
1995-96	32%	2004 (Interim)	80%	2016-17	120%
1996-97 (Interim)	15%	2004 (Final)	10%	2017-18	120%
1996-97 (Final)	30%	2005 (Interim)	100%	2018-19	62.50%
1997-98 (Interim)	20%	2005 (Special)	120%	2019-20 (Interim)	62.50%
1997-98 (Final)	32%	2006 (Interim)*	100%		
1998-99 (Interim)	20%	2007	60%		
1998-99 (Final)	34%	2008	15%		
1999-00 (Special)	150%	2009-10	20%		
1999-00 (Interim)	54%	2010-11	30%		

* The face value of equity shares was subdivided from ₹ 10 to ₹ 2 with effect from 15 June 2006.

Rights Shares (Price inclusive of premium)

Year	Face Value (₹)	Ratio	Price (₹)
1990	10	1:2	10
1992	10	1:4	50
1995	10	1:3	225

Bonus shares

Year	Face Value (₹)	Ratio
1994	10	1:2
2000	10	3:5
2018	2	1:1

For and on behalf of the Board
Essel Propack Limited

Sudhanshu Vats
Managing Director & CEO

Sharmila Abhay Karve
Director

22 May 2020, Mumbai