Huhtamaki PPL Ltd.

(Formerly **The Paper Products Limited**)

Registered Office: Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Contact No. 022 6174 0400/ 26531310 Fax – 022 61740401/26531310
• Email: investor.communication@pplpack.com, website: www.pplpack.com •
CIN No: L21011MH1950FLC145537

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that Sixty-Fifth Annual General Meeting of the members of Huhtamaki PPL Limited (Formerly The Paper Products Limited) will be held on Thursday , 7th May, 2015, at 4.00 P.M, at Rama & Sundri Watumull Auditorium, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December, 2014, the Profit & Loss Account for the year ended as on that date, and the Reports of the Directors' and Auditors' thereon.

2. To declare Dividend.

3. To appoint a Director in place of Mr. Jukka Moisio (DIN: 02181396), who retires by rotation and being eligible offers himself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of the 70th Annual General Meeting of the Company (subject to ratification of such appointment by the Members at every Annual General Meeting), in place of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E), the retiring Auditors of the Company, on such remuneration as may be decided by the Board of Directors of the Company from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Ms. Sukanya Kripalu (DIN: 06994202) be and is hereby appointed as an Independent Director of the Company with effect from 7th May, 2015 to hold office for a term of 2 (Two) years.

By order of the Board of Directors
For **Huhtamaki PPL Limited**
(Formerly The Paper Products Limited)

Place : Mumbai
Date : 17th March, 2015

Parag Vyavahare
Chief Financial Officer

REGISTERED OFFICE
12A-06, B-wing, 13th Floor, Parinee Crescenzo,
Plot Nos. C-38 & C-39.
"G" Block, Behind MCA, BKC,
Bandra (E), Mumbai 400051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

   A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48hours before the commencement of the meeting.

2. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.

3. Corporate members intending to send their authorised representatives to attend and vote at the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th April, 2015 to Thursday, 7th May, 2015 (both days inclusive) for determining the shareholders who are entitled to receive dividend on equity shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as of Friday, 24th April, 2015 as per details furnished by the depositories for this purpose.

5. All correspondence relating to transfer of shares, change of address, dividend mandates etc. quoting the relevant folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at the following addresses:

SHAREPRO SERVICES (INDIA) PRIVATE LIMITED	
UNIT: HPPL 13AB, Samhita Warehousing Complex, 2nd floor, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road, Sakinaka Andheri (E), Mumbai 400 072. Tel. Nos.: (022) 6772 0300 / 6772 0351 / 2 / 3 Fax No.: (022) 28375646 Email: sharepro@shareproservices.com	**UNIT: HPPL** 912, Raheja Centre, Free Press Journal Road Nariman Point, Mumbai: 400 021 Tel. Nos.: (022) 22881569 / 2288 4527 / 6772 0700 Fax No.: (022) 22825484 Email: sharepro@vsnl.com
Website: www.shareproservices.com	

6. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, as amended, dividend for the financial year ended 31st December, 2007 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date on which such dividend was due for the payment for the first time, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st December, 2007 or for any of the subsequent Financial Years are requested to send their claims to the Registered Office of the Company. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie in respect thereof with the Company as well as IEPF.

7. Members who hold shares in physical form

   a) are requested to inform R & T Agents of the Company, their email address, Income Tax Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.

   b) can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.

   c) are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.

   d) are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.

e) under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into single folio.

8. Members holding shares in dematerialised form:

a) may contact their Depository Participant(s) for recording nomination in respect of their shares.

b) may please note that their bank details as furnished by the respective depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants.

c) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

9. Members are requested to bring their copies of the Annual Report and attendance slip to the Meeting.

10. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of CDSL to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The procedure to be followed by the members for e-voting is as follows:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "Huhtamaki PPL Ltd" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Huhtamaki PPL Ltd > on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Institutional/corporate shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the board resolution or power of attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins at 10.00 A.M. (IST) on Tuesday , 28th April, 2015 and ends at 6:00 P.M. (IST) on Thursday, 30th April, 2015 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th April, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Information on e-voting:

1. The Company has appointed S. N. Ananthasubramanian & Co., Practising Company Secretary as (Scrutinizer) to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from conclusion of the e-voting period unlock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

2. The results of e-voting along with the results of the Poll to be conducted at the AGM shall be aggregated and declared at or after the AGM of the Company. The results declared along with the scrutinizers report shall be placed on the Company's website www.pplpack.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange(s) where the shares of the Company are listed.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 5

The Board of Directors at their meeting held on 17th March, 2015 pursuant to provisions of Section 161 of the Act, appointed Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director (Additional) with effect from 17th March, 2015 and accordingly Ms. Sukanya Kripalu holds office till the date of the Annual General Meeting. Ms. Sukanya Kripalu (DIN: 06994202) has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act read with Clause 49 of the Listing Agreement. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director at the forthcoming Annual General Meeting of the Company.

It is proposed to appoint Ms. Sukanya Kripalu (DIN: 06994202) as Independent Director under Section 149 of Companies Act, 2013 and Clause 49 of Listing Agreement for a term of 2 (Two) years beginning with effect from 7th May, 2015.

Ms. Sukanya Kripalu is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In the opinion of the Board, Ms. Sukanya Kripalu fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing agreement.

Detailed information about Ms. Sukanya Kripalu is provided in the Annexure to this notice.

Copy of the draft formal letter for appointment of Ms. Sukanya Kripalu as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Accordingly, the Board of Directors recommend passing of the Ordinary Resolutions as set out in this Notice.

None of the Directors except Ms. Sukanya Kripalu (DIN: 06994202) or any of the Key Managerial Personnel including their relatives are concerned or interested in this resolution.

By order of the Board of Directors

For **Huhtamaki PPL Limited**
(Formerly The Paper Products Limited)

Place : Mumbai
Date : 17th March, 2015

Parag Vyavahare
Chief Financial Officer

REGISTERED OFFICE
12A-06, B-wing, 13th Floor, Parinee Crescenzo,
Plot Nos. C-38 & C-39.
"G" Block, Behind MCA, BKC,
Bandra (E), Mumbai 400051

ANNEXURE

Profiles of the Directors being appointed/re-appointed as required under Clause 49 of the Listing Agreement entered into with the Stock exchange.

Name of Director	Mr. Jukka Moisio	Ms. Sukanya Kripalu
Date of Birth	04/05/1961	30/10/1960
Date of Appointment	23/04/2008	17/03/2015
Expertise in specific field	He has worked with Ahlstrom Corp (1991-2008) before joining Huhtamaki Oyj in the year 2008. He is holding the position of CEO and Chairman of Group Executive Team of Huhtamaki Oyj.	She has 25 years of marketing and management experience. She has been involved in the launch and marketing successes of several leading consumer brands at FMCG Companies such as Nestle, Cadbury and Kellogg's. She was a CEO of Quadra Advisory, a WPP group Company. She works as an consultant in marketing strategy, brand and advertising development as well as marketing training. Her experience covers industries such as Insurance, White Goods, Jewellery, Textiles, Branded Staples, FMCG and Media.
Qualification	He holds Masters degree in Science and Economics and MBA	She has done graduation in Mathematics from St. Xavier's College and has Completed her Management from Indian Institute of Management, Calcutta.
Name of other companies in which he/she holds Directorship*	Nil	Ultra Tech Cement Ltd. Pantaloons Fashion & Retail Ltd.
Name of other companies in which he/she holds Chairmanship/ Membership of Committees of Board$	Nil	Pantaloons Fashion & Retail Ltd.- Member of Audit Committee Member of Stakeholders Relationship Committee
No. of Shares held in Huhtamaki PPL Ltd	Nil	Nil
Relationship with other directors	None	None

Note:

* Details in this regard exclude directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies, Companies under Section 8 of Companies Act, 2013.

$ Details in this regard include the Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.

Huhtamaki PPL Ltd.

(Formerly **The Paper Products Limited**)

Registered Office: Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Contact No. 022 6174 0400/ 26531310 Fax – 022 61740401/26531310
• Email: investor.communication@pplpack.com, website: www.pplpack.com •
CIN No: L21011MH1950FLC145537

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

DP ID*	
Folio No. / Client ID*	
No. of Shares held	

I/We hereby record my/our presence at Sixty-Fifth Annual General Meeting of the Company on Thursday, 7th May, 2015, at 4.00 P.M. at Rama & Sundri Watumull Auditorium, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

NAME & ADDRESS OF THE SHAREHOLDER (S)

_____

_____

_____

_____

SIGNATURE OF THE SHAREHOLDER(S) OR THE PROXY ATTENDING THE MEETING

IF SHAREHOLDER, PLEASE SIGN HERE	IF PROXY, PLEASE SIGN HERE

Note:

1. A shareholder/proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and hand over at the entrance duly signed.
2. Shareholder/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.
3. * Applicable for shareholders holding shares in dematerialized form.

Huhtamaki PPL Ltd.

(Formerly **The Paper Products Limited**)

Registered Office: Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Contact No. 022 6174 0400/ 26531310 Fax – 022 61740401/26531310
• Email: investor.communication@pplpack.com, website: www.pplpack.com •
CIN No: L21011MH1950FLC145537

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / Client ID*:
DP ID*:

I/ We being the member(s) of _____ of Huhtamaki PPL Limited (Formerly The Paper Products Limited), hereby appoint:

(1) Name: _____

Address: _____

E-mail Id:_____

Signature: _____or failing him

(2) Name: _____

Address: _____

E-mail Id:_____

Signature: _____or failing him

(3) Name: _____

Address: _____

E-mail Id:_____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at Sixty-Fifth Annual General Meeting of the Company, to be held on Thursday, 7th May, 2015, at 4.00 P.M. at Rama & Sundri Watumull Auditorium, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Particulars	No. of shares	I/we assent to the Resolutions (FOR)	I/we dissent to the Resolutions (AGAINST)
	Ordinary Business			
1	Adoption of the Audited Balance sheet as at 31st December, 2014, the Profit & Loss Account for the year ended as on that date, and the Reports of the Directors' and Auditors' thereon.			
2	Declare Dividend			
3	Re-appointment of Mr. Jukka Moisio (DIN: 02181396) retiring by rotation.			
4	Appointment of M/s. S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E) as Statutory Auditors of the Company for a period of five years from conclusion of ensuing Annual General Meeting till conclusion of 70th Annual General Meeting.			
	Special Business			
5	To approve appointment of Ms. Sukanya Kripalu (DIN: 06994202) as Independent Director			

As witness my/our hand(s) this _____day of _____2015

Affix Re. 1 Revenue Stamp

Signature of Shareholder _____

Signature of proxy holder(s) _____

Note:

(1) The proxy form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.

(2) A proxy need not be member of the Company.

(3) * Applicable for shareholders holding shares in dematerialized form.