Huhtamaki PPL Ltd.

(Formerly **The Paper Products Ltd.**)

Central Headquarters : L. B. S. Marg, Majiwade, Thane - 400 601. Maharashtra, India. Tel No.: +91 (22) 2173 5591 / 5551, Fax No: +91 (22) 2173 5599 / 5650

Reg & Corp. Off.: 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, C-38/39, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051, Maharashtra, India
Tel No: +91 (22) 6174 0400 Fax No: +91 (22) 6174 0401 / 2653 1310, CIN No: L21011MH1950FLC145537, Website: www.pplpack.com

2nd March, 2017

The Department of Corporate Services
BSE Limited
P J Towers, Dalal Street,
MUMBAI – 400 001
Fax No.: (022) 2272 3121/3719/2037
corp.relations@bseindia.com
Ref: Security Code No.: 509820

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Fax. No. (022) 26598237 / 8
cmlist@nseindia.com
Ref: PAPERPROD

Sub: Notice of Extra- Ordinary General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice of the Extra-Ordinary General Meeting of the Company scheduled on Thursday 30th March, 2017 at 5.00 pm.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Huhtamaki PPL Ltd.,

Huhtamaki PPL LTD.

D V Iyer
Company Secretary & Head – Legal

Encl: As above

Huhtamaki-PPL

Huhtamaki PPL Limited

CIN No: L21011MH1950FLC145537
Registered Office: Unit No. 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39,
"G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Email: investor.communication@ppl.huhtamaki.com., Website: www.ppl.huhtamaki.com
Contact No. 022 61740400, Fax – 022 61740401

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Huhtamaki PPL Limited ("the Company") will be held on Thursday, 30th March, 2017, at 5.00 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:

SPECIAL BUSINESS

1. To consider and if thought fit, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arunkumar Gandhi (DIN: 00007597), Independent Director of the Company, whose period of office ends on 30th March, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, with effect from 31st March, 2017, for a period of three years."

2. To consider and if thought fit, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S.K. Palekar (DIN: 01723670), Independent Director of the Company, whose period of office ends on 30th March, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, with effect from 31st March, 2017, for a period of three years."

3. To consider and if thought fit, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nripjit Singh Chawla (DIN: 00105481), Independent Director of the Company, whose period of office ends on 30th March, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, with effect from 31st March, 2017, for a period of three years."

4. To consider and if thought fit, the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sukanya Kripalu (DIN: 06994202), Independent Director of the Company, whose period of office ends on 6th May, 2017, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, with effect from 7th May, 2017, for a period of three years.

5. To consider and if thought fit, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramesh Kumar Dhir (DIN:00060141), Independent Director of the Company, whose period of office ends on 30th March, 2017, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from 31st March, 2017, for a period of one year."

6. To consider and if thought fit, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, including any statutory modifications or re-enactment thereof and subject to such other approvals/ permissions as may be required to be obtained in this regard, Mr. Suresh Gupta (DIN: 00235354), be and is hereby re-appointed as the Executive Chairman of the Company for a period of 2 (two) years, with effect from 1st January, 2017 on the following terms of remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company :

I	Remuneration :		
	a.	Base Salary -	
		i)	Basic Salary: in the scale of Rs. 1,10,00,000/- to Rs. 1,80,00,000/-, per annum.
		ii)	Special Allowance: Rs. 4,35,000/- to Rs. 6,96,000/-, per annum.
		iii)	Utilities and Education Allowance: Rs. 4,35,000/- to Rs. 6,96,000/- per annum.
		iv)	Leave Travel Allowance: Rs. 8,70,000/- to Rs. 13,92,000/-, per annum.
	b.	At the discretion of the Board of Directors of the Company (Board), the Company might pay Bonus under the Management Incentive Programme (MIP) with a maximum of 60% of annual base salary (Aggregate of "a" above) per calendar year of service or a proportionate part thereof for any incomplete year of service;	
	c.	Annual Increment: As may be decided by the Board from time to time;	
	d.	The Company will pay House Rent Allowance upto 60% of Basic Salary a(i) and cash allowances a(ii) and a(iii) above;	
	e.	The Company will provide him one car with driver at Company's cost for official and personal use as per rules of the Company and also a mobile for official use and telephone at residence. However, personal long distance calls on telephone shall be billed by the Company to him;	
	f.	The Company will reimburse the medical expenses (in India and abroad) for him and his family as per Company's policy;	
	g.	The Company will pay Mediclaim Insurance premium for him and his family as per Company's policy;	
	h.	Membership of two clubs;	
	i.	The Company will pay Personal Accident Insurance premium for him as per rules of the Company;	
	j.	The Company will contribute 12% of basic salary or as specified, towards the statutory provident fund, and to such pension benefits as per Company Scheme and Rules;	
	k.	Gratuity, Leave entitlement and Leave Encashment as per rules of the Company;	
II.	The aggregate salary and perquisites in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act.		
III	In the event of inadequacy of profits in any financial year during the currency of tenure of service of the Executive Chairman, the payment of salary, perquisites and other allowances in excess of the limits prescribed under Section 197 of the Companies Act, 2013, for the time being in force, Mr. Suresh Gupta shall be paid remuneration in accordance with Schedule V of the Companies Act, 2013, and in case the Company is not able to comply with such provisions, remuneration will be paid with the previous approval of the Central Government.		

IV.	Mr. Suresh Gupta shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purposes of or on behalf of the Company.
V.	Mr. Suresh Gupta is also entitled to participate in the Share Ownership Plan/Employee Stock Option Plan of Huhtamaki OYJ or equivalent cash Compensation at the discretion of the Huhtamaki OYJ with no cost for the same being charged to the Company.
VI.	In the event of any further relaxation by the Central Government in the guidelines or ceilings on managerial remuneration, the Board of Directors be and is hereby authorised to increase the remuneration and / or perquisites to Mr. Suresh Gupta, Executive Chairman, if they, in their absolute discretion think fit, within such guidelines or ceilings subject to obtaining the approval of Central Government wherever applicable and for which consent of the Company as required under various applicable provisions of the Companies Act, 2013, be and is hereby granted.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to alter and vary the terms and conditions of appointment and remuneration of Mr. Suresh Gupta as Executive Chairman."

By order of the Board of Directors
For **Huhtamaki PPL Limited**

D V Iyer
Company Secretary

Place: Mumbai
Date: 21st February, 2017

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 48 hours 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. All documents referred to in the accompanying notice and the statement shall be open for inspection at the registered office of the Company during normal business hours from 11 a.m. to 1 p.m. on all working days, up to and including the date of the Extra-Ordinary General Meeting of the Company and will also be available for inspection at the meeting.

5. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice while attending the Meeting.

6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

7. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/ depository participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.ppl.huhtamaki.com.

8. The route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed and forms part of the Notice.

9. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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:

   (i) The voting period begins on Monday, 27th March, 2017 at 10 a.m. and ends on Wednesday, 29th March, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd March, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.

   (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

   (iii) The shareholders should log on to the e-voting website www.evotingindia.com

   (iv) Click on "Shareholders/Members" tab.

   (v) 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.

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

   (vii) 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.

   (viii) 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 or the demat account / folio 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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

(x) 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.

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

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

(xiii) 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.

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

(xv) 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.

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

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

(xviii) If Demat account holder has forgotten his password, then avail the option "forgot password" and reset the password.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders/ Institutional members and custodians (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 23rd March, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or csg-unit@tsrdarashaw.com.
2. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
3. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
4. The Company has appointed Ms. Malati Kumar, Practising Company Secretary (ACS 15508) or failing her Ms. Aparna Gadgil, Practising Company Secretary (ACS 14713) as Scrutinizer to scrutinize the voting and remote e-voting process and the voting at the Meeting in a fair and transparent manner.
5. The consolidated results of remote e-voting and voting at the meeting declared along with the Scrutinizers Report shall be placed on the Company's website www.ppl.huhtamaki.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the EGM 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. 1, 2, 3, 4 & 5

In line with the provisions of the Companies Act, 2013, Mr. Arunkumar Gandhi, Mr. S.K. Palekar, Mr. Nripjit Singh Chawla and Mr. Ramesh Kumar Dhir were appointed as Independent Directors for a period of two years w.e.f. 31st March, 2015 while Ms. Sukanya Kripalu was appointed as an Independent Director for a period of two years w.e.f. 7th May, 2015. Further, the aforesaid Directors have given their respective declarations to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 ("the Act").

Based on their qualifications, experience and performance evaluation, the Nomination and Remuneration Committee (NRC) and Board at its meeting held on 21st February, 2017, has opined that the said directors fulfill the conditions specified in the Act and Rules thereunder, for appointment as Independent Director and are independent of the management and approved their re-appointment, as under –

- Mr. Arunkumar Gandhi, Mr. S.K. Palekar and Mr. Nripjit Singh Chawla for a period of three years w.e.f. 31st March, 2017;
- Ms. Sukanya Kripalu for a period of three years w.e.f. 7th May, 2017; and
- Mr. Ramesh Kumar Dhir for a period of one year w.e.f. 31st March, 2017.

The Company has received notices in writing from members proposing their candidature for appointment as Independent Director of the Company, along with the deposit of requisite amount under Section 160 of the Act. Copy of the letter of appointment as Independent Director is available for inspection by Members at the Registered Office of the Company.

Detailed information about Mr. Arunkumar Gandhi, Mr. S.K. Palekar, Mr. Nripjit Singh Chawla, Ms. Sukanya Kripalu and Mr. Ramesh Kumar Dhir is provided in Annexure to this notice.

The Board recommends the above resolutions for approval of the members of the Company as a Special resolution.

Mr. Arunkumar Gandhi, Mr. S.K. Palekar Mr. Nripjit Singh Chawla, Ms. Sukanya Kripalu and Mr. Ramesh Dhir are interested in the Resolution to the extent as it concerns their appointment. None of the other Directors, Key Managerial Personnel or their relatives are interested in the passing of the said Special Resolutions.

Item no. 6

The Board at its meeting held on 9th November, 2016, based on the recommendations of the Nomination and Remuneration Committee approved the reappointment and remuneration of Mr. Suresh Gupta as the Executive Chairman of the Company with effect from 1st January, 2017 for a period of 2 (Two) years, subject to approval of shareholders. The terms and conditions of Mr. Suresh Gupta's appointment is as set out in the Ordinary Resolution contained in the Notice attached hereto.

Detailed information about Mr. Suresh Gupta is provided in Annexure to this notice.

The Board recommends this resolution for approval of the members of the Company as an Ordinary Resolution.

Mr. Suresh Gupta is interested in the Resolution to the extent as it concerns his appointment. None of the other Directors, Key Managerial Personnel or their relatives are interested in the passing of the said Ordinary Resolution.

By order of the Board of Directors
For **Huhtamaki PPL Limited**

D V Iyer
Company Secretary

Place: Mumbai
Date: 21st February, 2017

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 Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Mr. Arunkumar Gandhi	Mr. S. K. Palekar	Mr. Nripjit Singh Chawla	Ms. Sukanya Kripalu	Mr. Ramesh Kumar Dhir
Date of Birth	15.03.1943	23.08.1949	25.12.1949	30.10.1960	10.04.1938
Date of Appointment	31.03.2015	31.03.2015	31.03.2015	07.05.2015	31.03.2015
Expertise in specific field	Mr. Arunkumar Gandhi is a Fellow Member of the Institute of Chartered Accountants (England & Wales) and the Institute of Chartered Accountants of India and an Associate member of the Chartered Institute of Taxation, London. Mr. Gandhi worked with N. M. Raiji & Co., Chartered Accountants, as a partner from 1969 and in 1993 became a Senior Partner upto July 2003. As partner, Mr. Gandhi audited several public sector and private sector entities and is an expert on share valuation and corporate restructuring. Over the last 20 years, Mr. Gandhi served on the Board of various Indian and foreign companies. He has been an Independent Director of the Company since March 2002 and in line with the provisions of the Companies Act, 2013 was re-appointed as Independent Director for two years w.e.f. 31st March, 2015.	Mr. S. K. Palekar did his M.Sc. (Physics) from Mumbai University & MMS (Marketing) from Jamnalal Bajaj Institute of Management Studies. He secured 1st rank both in M.Sc. (Physics) & MMS (Marketing). He is currently the Chairperson of Executive Education Centre of S P Jain Institute of Management & Research at Mumbai. He brings with him 40 years of experience in all aspects of marketing like sales, advertising, market research, brand management and also of general management. He has hands on experience in FMCG, durables & service industry. He retired as Senior Vice President of Marketing & Knowledge Management from Eureka Forbes Limited; after serving there for over a decade. He has been as Independent Director of the Company since March 2011 and in line with the provisions of the Companies Act, 2013 was re-appointed as Independent Director for two years w.e.f. 31st March, 2015.	Mr. Nripjit Singh Chawla did his MBA from Indian Institute of Management, Calcutta. He has wide corporate management experience of over 47 years working with ITC Ltd., Korn Ferry International, Max India Ltd. He is currently acting as Independent Management consultant to Commercial organizations and NGO's in the areas of Marketing, Business Strategy and Business Process, Education, Tourism and Hospitality, Healthcare, etc. He has served as a member of the teaching and visiting faculty in some of the premium Business Schools and Management Institutes. He has been as Independent Director of the Company since March 2013 and in line with the provisions of the Companies Act, 2013 was re-appointed as Independent Director for two years w.e.f. 31st March, 2015.	Ms. Sukanya Kripalu has done her graduation in Mathematics from St. Xavier's College and has completed her MBA from Indian Institute of Management, Calcutta. She has 27 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 a 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. She was appointed as an Independent Director of the Company w.e.f. 7th May, 2015.	Mr. Ramesh Kumar Dhir is a Fellow Member of the Institute of Chartered Accountants (England & Wales) and also a Fellow of the Institute of Management (U.K.). He has wide corporate management experience of over 44 years working with Peat Marwick, London and a US Multinational with operations in India and overseas. He was past President and on the Board of Council for Fair Business Practices. He is also a member of Maharashtra State General Committee of the Indian Red Cross Society. He has been an Independent director of the Company since March 2002 and in line with the provisions of the Companies Act, 2013 was re-appointed as Independent Director for two years w.e.f. 31st March, 2015.

Qualification	Fellow Member of the Institute of Chartered Accountants of India and Fellow Member of the Institute of Chartered Accountants (England & Wales) and Associate Member of the Chartered Institute of Taxation, London	M.Sc. (Physics) from Mumbai University & MMS (Marketing) from Jamnalal Bajaj Institute of Management Studies	MBA from Indian Institute of Management, Calcutta	Graduate in Mathematics from St. Xavier's College and Management from Indian Institute of Management, Calcutta.	Fellow Member of the Institute of Chartered Accountants England & Wales and also a Fellow of the Institute of Management (U.K.).Taxation, London
Name of other companies in which he/she holds Directorship*	• Walchandnagar Industries Ltd. • ACC Limited • Positive Packaging Industries Limited	• Nilkamal Ltd. • Positive Packaging Industries Limited	None	• Ultra Tech Cement Ltd. • Aditya Birla Fashion and Retail Ltd. • Positive Packaging Industries Limited • Aditya Birla Health Insurance Company Limited	None
Name of other companies in which he/she holds Chairmanship/ Membership of Committees of Board$	• ACC Limited- Chairman of Audit Committee • Positive Packaging Industries Limited- Member of Audit Committee	None	None	• Aditya Birla Fashion and Retail Ltd. - Member of Audit Committee & Stakeholders Relationship Committee • Ultra Tech Cement Ltd.- Member of Audit Committee & Stakeholders Relationship Committee	None
No. of Shares held in Huhtamaki PPL Ltd	Nil	Nil	Nil	Nil	Nil
Relationship with other directors	None	None	None	None	None

Name of Director	Mr. Suresh Gupta
Date of Birth	20/10/1952
Date of Appointment	20/03/1992
Expertise in specific field	Mr. Suresh Gupta has diverse management experience of over 42 years, including 29 years in the Company. He has work experience including managerial contribution at various Companies in India and abroad. He was the architect of many changes and ushered in a period of strong profitable growth for the company. His leadership propelled the Company to become a Rs. 2000 crore plus company in 2015 with a CAGR of 16.3% over 29 years. Mr. Gupta was awarded Global Manager of the Year 2001 by Huhtamaki Group. Under his dynamic leadership, the Company was awarded the Global Company of the Year 2002 in Huhtamaki Group and the "Outlook Money" Award, presented by the Finance Minister of India for "Best Value Creator" amongst small cap companies for 2003. He is also acting as the President of IFCA (i.e. Indian Flexible Packaging & Folding Carton Manufacturers Association) and is also on the Advisory Council of IIT, Roorkee. In recognition of his outstanding contribution and achievements in the flexible packaging industry, CPMA and Elite Plus at the Specialty Films & Flexible Packaging Global Summit 2016, awarded him with **"Lifetime Achievement Award"**.
Qualification	Mr. Gupta graduated with Honours in Economics from Hindu College, Delhi University and has a post-graduate degree in Management from Jamnalal Bajaj Institute of Management Studies, Mumbai.
Name of other companies in which he holds Directorship*	Webtech Labels Private Limited Positive Packaging Industries Limited
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board$	Nil
No. of Shares held in Huhtamaki PPL Ltd.	Nil
Relationship with other directors	None

Note:

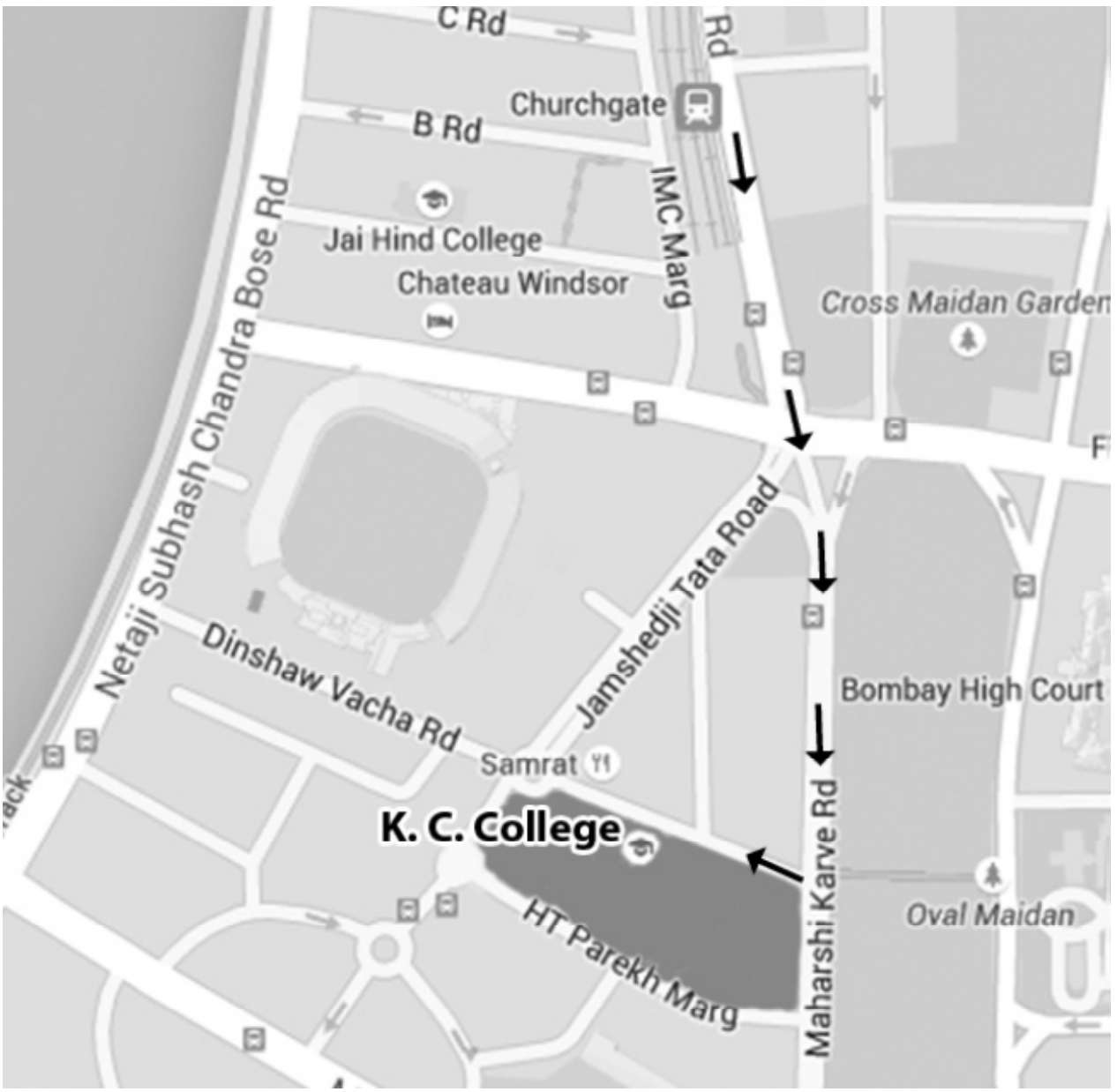
** excludes directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies and Companies under Section 8 of Companies Act, 2013.*

$ includes Chairmanship/Membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.

ROUTE MAP TO EXTRA ORDINARY MEETING VENUE

Location: Rama and Sundri Watumull Auditorium at Kishinchand Chellaram College (K.C. College), 124, Dinshaw Wacha Road, Churchgate, Mumbai-400 020

Landmark: Oval Maidan



Huhtamaki PPL Limited

CIN No: L21011MH1950FLC145537

Registered Office: Unit No. 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051

Email: investor.communication@ppl.huhtamaki.com., Website: www.ppl.huhtamaki.com

Contact No. 022 61740400, Fax – 022 61740401

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 ……..…. shares of Huhtamaki PPL 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 the Extra-Ordinary General Meeting of the Company, to be held on Thursday, 30th March 2017, at 5.00 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:

Reso. No.	Special Business	For	Against
1	Re-appointment of Mr. Arun Kumar Gandhi as Independent Director		
2	Re-appointment of Mr. S. K. Palekar as Independent Director		
3	Re-appointment of Mr. Nripjit Singh Chawla as Independent Director		
4	Re-appointment of Ms. Sukanya Kripalu as Independent Director.		
5	Re-appointment of Mr. Ramesh Kumar Dhir as Independent Director		
6	Re-appointment of Mr. Suresh Gupta as Executive Chairman of the Company.		

As witness my/our hand(s) this _____ day of _____, 2017

Signature of Shareholder : _____

Signature of proxy holder(s) : _____

Affix Revenue stamp of Re. 1/-

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 Extra-Ordinary General Meeting.

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

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

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Huhtamaki-PPL

Huhtamaki PPL Limited

Registered Office: Unit No. 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39,
"G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Email: investor.communication@ppl.huhtamaki.com., website: www.ppl.huhtamaki.com
Contact No. 022 61740400, Fax – 022 61740401, CIN No: L21011MH1950FLC145537

ATTENDANCE SLIP

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.

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company on Thursday, 30th March, 2017, at 5.00 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.

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

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Sequence Number (EVSN)	**User Id**	**Password**

Note: Please refer to the instructions printed under the Notes to the Notice of the Extra-Ordinary General Meeting. The voting period starts from 10.00 a.m. on 27th March, 2017 and ends at 5.00 p.m. on 29th March, 2017. The e-voting module shall be disabled by CDSL for voting thereafter.