

December 9, 2025

Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Mumbai – 400 001  
**BSE Scrip code – 509820**

The Listing Department  
**National Stock Exchange of India Ltd**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
**NSE symbol – HUHTAMAKI**

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') - Postal Ballot Notice**

Please find attached, the Postal Ballot Notice dated December 5, 2025, along with the explanatory statement, seeking approval of the members of the Company, through remote e-voting process ("e-voting") for:

Sr. no.	Description of resolution	Type of Resolution
1.	Appointment of Mr. Kamal Taneja (DIN:08063619) as a Director and Managing Director of the Company.	Special
2.	Appointment of Mr. Axel Glade (DIN:10780455) as Non-Executive Non-Independent Director.	Ordinary
3.	Appointment of Mr. Thomas Geust (DIN:07108367) as Non-Executive Non-Independent Director.	Ordinary

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, November 28, 2025 ('Cut-off date'). The Company has engaged the services of National Securities Depository Limited ('NSDL'), as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

<b>Commencement of e-voting:</b>	<b>9:00 a.m. (IST) on Friday, December 12, 2025</b>
<b>End of e-voting:</b>	<b>5:00 p.m. (IST) on Saturday, January 10, 2026</b>

The Postal Ballot Notice is also available on the Company's website at: [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in)

This is for information and records.

Thanking you,

**For Huhtamaki India Limited**

Abhijaat Sinha  
Company Secretary & Legal Counsel  
Encl.: As above

Registered & Corporate Office:  
Huhtamaki India Limited  
7<sup>th</sup> Floor, Bellona,  
The Walk, Hiranandani Estate,  
Ghodbunder Road,  
Thane West- 400 607  
Maharashtra.

Tel: +91 (022) 6174 0100  
CIN: L21011MH1950FLC145537  
[www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in)



**Huhtamaki India Limited**

(CIN No. L21011MH1950FLC145537)

Regd. Office: 7<sup>th</sup> Floor, Bellona, The Walk,

Hiranandani Estate, Ghodbunder Road, Thane (W) - 400 607

Tel No.: + 91 (22) 6174 0100

Website: [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in) Email address: [investor.communication@huhtamaki.com](mailto:investor.communication@huhtamaki.com)

## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 as well as Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]**

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Huhtamaki India Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended and in accordance to the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular Nos.14/2020 dated April 8, 2020, 17 of 2020 dated April 13/2020, read with other relevant circulars, including General Circular No.09/2024 dated September 19, 2024 and General Circular No.3/2025 dated September 22, 2025 issued by MCA ("MCA Circulars") and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time].

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

The Company has appointed Mr. S. N. Viswanathan (ACS 61955: COP 24355) or failing him Ms. Malati Kumar (ACS 15508: COP 10980), Partners of M/s. S. N. Ananthasubramanian & Co, Practicing Company Secretaries, for conducting the postal ballot through remote e-voting process in a fair and transparent manner. Members are requested to read the instructions in the Notes in this Postal Ballot Notice and cast their vote electronically not later than 5:00 p.m. IST on Saturday, January 10, 2026, (the last day to cast vote electronically).

The Scrutinizer will submit his report, after the completion of scrutiny, to any Director of the Company or any person authorized by such Director. The results of e-voting will be announced by the Company on or before Tuesday, January 13, 2026, and will be displayed on the Company's website [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in) and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories").

## **SPECIAL BUSINESS**

### **1. Appointment of Mr. Kamal Taneja (DIN: 08063619) as a Director and Managing Director of the Company.**

To consider and, if thought fit, to pass the following as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Kamal Taneja, (DIN: 08063619), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from January 16, 2026 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from January 16, 2026, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (the "Board"), subject to approval of the Central Government, consent of the Shareholders of the Company be and is hereby accorded to the appointment of Mr. Kamal Taneja (DIN: 08063619) as the Managing Director of the Company for a term of three (3) consecutive years, effective from January 16, 2026, on terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part hereof, with liberty to the Board to vary the terms and conditions of the said appointment including remuneration, as may be mutually agreed with Mr. Taneja from time to time, without being required to seek further approval of the members of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby accorded to the payment of remuneration as set out in the Explanatory Statement annexed hereto or such other remuneration as may be mutually agreed in the manner as set out above, as minimum remuneration for a period not exceeding three (3) years or such other period as may be statutorily permitted, in the event of inadequacy or absence of profits as contemplated

under Section 197 and all other applicable provisions of the Act read with Schedule V of the Act.

**RESOLVED FURTHER THAT** approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper or expedient”.

**2. Appointment of Mr. Axel Glade (DIN: 10780455) as Non-Executive Non-Independent Director**

To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160, 161 read with 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 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Axel Glade (DIN: 10780455), who was appointed as an Additional Director of the Company with effect from October 15, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**3. Appointment of Mr. Thomas Geust (DIN: 07108367) as Non-Executive Non-Independent Director**

To consider and, if thought fit, to pass the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152, 160, 161 read with 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 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Thomas Geust (DIN: 07108367), who was appointed as an Additional Director of the Company with effect from November 14, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**Registered Office:**

7th Floor, Bellona, The Walk, Hiranandani  
Estate, Ghodbunder Road,  
Thane West – 400607

Date: December 05, 2025  
Place: Thane

By Order of the Board of Directors:  
For **Huhtamaki India Limited**

Sd/-

Abhijaat Sinha  
Company Secretary & Legal Counsel

**NOTES AND INSTRUCTIONS:**

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and the reasons / rationale therefor is annexed and forms part of this Notice.
2. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, in respect to appointment of Directors are annexed to this Notice.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 28, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/ Depositories. Accordingly, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. However, even those members whose email address is not registered / incorrectly registered with the Company/Depositories, will be able to cast his/her vote as per process defined below in ‘Instructions for voting’.
4. This Postal Ballot Notice will also be available on the Company’s website at [flexibles.huhtamaki.com](http://flexibles.huhtamaki.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://www.evoting.nsdl.com/>.
5. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by furnishing Investor Service Request Form (ISR-1) for registering their email addresses and relevant KYC details with the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime Private Limited. The above forms are available on the RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html>, if the shares are held in physical form.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.

7. The voting rights of the members of the Company shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, November 28, 2025 (cut-off date).
8. The e-voting period commences at 9:00 a.m. (IST) on Friday, December 12, 2025 and ends at 5:00 p.m. (IST) on Saturday, January 10, 2026. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, January 10, 2026.
10. All documents referred to in this Postal Ballot Notice, if applicable, will be available for inspection electronically, until the last date of voting. Members seeking to inspect such documents can send an email to [investor.communication@huhtamaki.com](mailto:investor.communication@huhtamaki.com).

Any query in relation to the resolutions proposed to be passed by postal ballot may be sent to/ contact the Company Secretary at [investor.communication@huhtamaki.com](mailto:investor.communication@huhtamaki.com) or he can be contacted at no. +91 (022) 6174 0100.

**The details of the process and manner for remote e-voting are explained herein below:**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode  
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related



to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms.Rimpa Bag at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.communication@huhtamaki.com](mailto:investor.communication@huhtamaki.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.communication@huhtamaki.com](mailto:investor.communication@huhtamaki.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102(1) of the Act, sets out all material facts relating to the special businesses mentioned in the accompanying notice of the Postal Ballot.

### Resolution No. 1

#### **Appointment of Mr. Kamal Taneja (DIN: 08063619) as Director and Managing Director of the Company (Special Resolution):**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on October 30, 2025, appointed Mr. Kamal Taneja (DIN: 08063619) as an Additional Director in accordance with Section 161(1) of the Companies Act, 2013 (the Act). Further, the Board of Directors have, pursuant to Sections 196 and 197 read with Sections 200 and 203 of the Act and Schedule V to the Act, appointed Mr. Kamal Taneja as the Managing Director of the Company for a period of (3) Three years with effect from January 16, 2026, subject to approval of shareholders and Central Government.

Pursuant to provisions of Section 161 of the Act read with Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Kamal Taneja shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, unless the appointment is confirmed by the members within such time period.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director. Accordingly, it is proposed to seek shareholders' approval for the appointment of Mr. Kamal Taneja as a Director of the Company as well as the Managing Director for a period of Three (3) years w.e.f. January 16, 2026, till January 15, 2029.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Kamal Taneja as Managing Director of the Company in terms of section 190 of the Act.

Mr. Kamal Taneja satisfies the conditions set out in Part 1 of Schedule V to the Act, except for Clause (e) of Part 1 of Schedule V regarding his residence status and therefore, the appointment would require an approval from the Central Government. Mr. Taneja satisfies the criteria laid down under Section 196 of the Act. He is not disqualified from being appointed as Director in terms of Section 164 of the Act nor is he debarred from holding the office of a Director by virtue of any order of SEBI or any other Authority.

Mr. Taneja's proposed remuneration is within the limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013. However, members' approval by way of Special Resolution is sought for the payment of remuneration stated herein as the Minimum Remuneration in the event of no profits or inadequate profits in any financial year during his tenure as the Managing Director, which is three (3) years starting January 16, 2026.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed as Annexure 1 to this Notice and the Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under Annexure 2.

## **Information about the Appointee**

### **1. Background details:**

Mr. Kamal Taneja is an India born Australian citizen, with a B. Eng. (Hons) Mechanical Engineering degree and M.Sc. (Hons) Economics, from BITS Pilani. Mr. Taneja has held senior management positions across organizations and has also been associated as a non-executive director in multiple organizations across the world. Most notably, he held the position of Global Managing Director from October 2017 – June 2023 with Essentra Group entities across United Kingdom and Singapore, after serving senior management positions in Amcor Specialty Cartons and Ingersol Rand, both in Singapore.

Mr. Taneja is a leader with proven track record in business turnarounds, delivering growth in tough markets, driving world class operational performance and leading cultural changes. Amongst other things, he is a strong and passionate driver of innovation as key value proposition and differentiator, for product development and process improvements.

### **2. Job profile and his suitability:**

As the Managing Director, Mr. Taneja will be responsible for setting long term strategic vision, establishing robust business plans, overseeing operations, managing budgets and resources, managing the Board and other stakeholders, establishing best-in-class internal controls, governance and compliance culture, talent management and build the reputation of the Company.

### **3. Remuneration proposed:**

#### **a) Base Salary**

In consideration of the performance of his duties, the Company shall pay to Mr. Kamal Taneja, gross remuneration of an amount not exceeding Rs. 3,26,49,216/- (Rupees Three crores twenty-six lakhs forty-nine thousand two hundred sixteen only) per annum (hereinafter referred to as 'Base Salary'), with such increments as may be approved by the Board of Directors (which includes any Committee thereof) from time to time. The gross remuneration would comprise of Basic salary, House Rent allowance, Personal allowance, Leave Travel assistance and other allowances.

#### **b) Variable Pay**

At the discretion of the Board of Directors of the Company and depending on the Company's performance and global performance, he would be eligible for a variable pay between 30% (Min) to 60% (Max) of the Base Salary. Base Salary would exclude provident fund & gratuity contributions.

#### **c) Statutory Contribution**

Statutory contributions towards retirement benefits, as may be applicable, would be made in accordance with Company's policy.

#### **d) Others**

In addition to the above, Mr. Kamal Taneja would be entitled to the following perquisites:

- i. House: An allowance of upto Rs. 150,000/- per month would be payable towards housing

allowance.

- ii. Car: The Company will provide a fully covered Leased/Company owned Car for official and personal use as per Company's policy as amended from time to time.
- iii. Mobile: Reimbursement of Mobile bills and broadband at actual.
- iv. Home leave trip annually: Twice a year for self and spouse in accordance with Company's travel policy, as amended from time to time.
- v. Medclaim Insurance: The Company will provide Medclaim Insurance coverage for self + 3 eligible dependents, as per Company's policy as amended from time to time.
- vi. Term Insurance: The Company will provide Group Term Life Insurance coverage as per Company's policy as amended from time to time.
- vii. Personnel Accident Insurance: Accident Insurance coverage as per Company's policy as amended from time to time.
- viii. Gratuity, Leave entitlement and Leave Encashment: Gratuity, Leave entitlement and Leave Encashment as per Company's policy as amended from time to time.
- ix. LTI Nomination: Mr. Kamal Taneja shall be entitled to participate in LTI Schemes, allocating shares under Restricted Share plan and Performance Share plan of Huhtamaki Oyj and the allocation would be subject to company performance and Huhtamaki Oyj Board approval.

e) Aggregate Salary

The aggregate salary and perquisites in any one financial year shall be within the limits and in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act.

f) Minimum Remuneration

In the event of no profits or inadequacy of profits in any financial year, as contemplated under Section 197 and all other applicable provisions read with Schedule V of the Act, during the currency of tenure of service of the Managing Director, the remuneration as detailed above or such other remuneration as may be mutually agreed in the manner set out above, shall be paid as minimum remuneration for a period not exceeding three (3) years or such other period as may be statutorily permitted.

In the event of any further relaxation by the Central Government in the guidelines or ceilings on managerial remuneration, the Board of Directors will be authorized to revise the remuneration and / or perquisites to Mr. Kamal Taneja, Managing Director, if they, in their absolute discretion think fit, within such guidelines or ceilings and in accordance with the provisions of the Companies Act, 2013.

g) Notice of Termination

The employment may be terminated by either party by giving to the other party 90 days' notice in accordance with the employment terms of the Company, as amended or updated from time to time.

In the event, Mr. Kamal Taneja ceases to be a Managing Director of the Company, he will also *ipso facto* cease to be a Director of the Company.

The Board is of the view that Mr. Taneja's knowledge and experience will be of immense benefit and value to the Company. Mr. Taneja possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. Mr. Taneja was associated with the

Huhtamaki Group in the past.

The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notice.

Except for Mr. Taneja and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Mr. Taneja is not related to any other Director/ KMP of the Company.

The Board recommends the Special Resolution at Item No. 1 of the Notice for approval of the Members.

## **Resolution No. 2**

### **Appointment of Mr. Axel Glade (DIN: 10780455) as Non-Executive Non-Independent Director (Ordinary Resolution):**

Based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company approved the appointment of Mr. Axel Glade (DIN: 10780455) as a Non-Executive Non-Independent Additional Director with effect from October 15, 2025, subject to the approval of shareholders.

Pursuant to provisions of Section 161 of the Act read with Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Axel Glade shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, unless the appointment is confirmed by the members within such time period.

Mr. Axel Glade has consented for such appointment and has provided a declaration to the Board, stating he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Axel Glade is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Non- Independent Director.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of his appointment as a Director of the Company.

The Board recommends the appointment of Mr. Axel Glade as a Non-Executive Non-Independent Director for approval by the Members as an Ordinary Resolution.

Except for Mr. Axel Glade and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed as Annexure 1 to this Notice.

### **Resolution No. 3**

#### **Appointment of Mr. Thomas Geust (DIN: 07108367) as Non-Executive Non-Independent Director (Ordinary Resolution):**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") the Board of Directors approved the appointment of Mr. Thomas Geust (DIN: 07108367) as a Non-Executive Director Non-Independent Director Additional Director under the category w.e.f. November 14, 2025, subject to the approval of shareholders.

Pursuant to provisions of Section 161 of the Act read with Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Thomas Geust shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier, unless the appointment is confirmed by the members within such time period.

Mr. Thomas Geust has consented for such appointment and has provided a declaration to the Board, stating he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Thomas Geust is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Non- Independent Director.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of his appointment as a Director of the Company.

The Board recommends the appointment of Mr. Thomas Geust as a Non-Executive Non-Independent Director for approval by the Members as an Ordinary Resolution.

Except for Mr. Thomas Geust and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

#### **Registered Office:**

7th Floor, Bellona, The Walk, Hiranandani  
Estate, Ghodbunder Road,  
Thane West – 400607

Date: December 05, 2025  
Place: Thane

By Order of the Board of Directors:

For **Huhtamaki India Limited**

Sd/-

Abhijaat Sinha  
Company Secretary & Legal Counsel



## Annexure 1 to the Postal Ballot Notice

### Details of Directors seeking appointment

**(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings.)**

Name	Mr. Kamal Taneja	Mr. Axel Glade	Mr. Thomas Geust
DIN	08063619	10780455	07108367
Date of Birth	09.09.1967	09.12.1969	17.03.1973
Nationality	Australian	German	Finnish
Date of first appointment on the Board	January 16, 2026	October 15, 2025	November 14, 2025
Qualifications	B.E. (Hons) Mechanical Engineering and M.Sc. (Hons) Economics, from BITS Pilani	Dipl. Ing. (FH)	M.Sc. (Econ)
Expertise in specific functional areas	<p>Mr. Taneja has held senior management positions across organizations and has also been associated as a non-executive director in multiple organizations across the world. Most notably, he held the position of Global Managing Director from October 2017 – June 2023 with Essentra Group entities across United Kingdom and Singapore, after serving senior management positions in Amcor Specialty Cartons and Ingersol Rand, both in Singapore.</p> <p>Mr. Taneja is a leader with proven track record in business turnarounds, delivering growth in tough markets, driving world class operational performance and leading cultural changes. Amongst other things, he is a strong and passionate driver of innovation as key value proposition and differentiator, for product development</p>	<p>Mr. Axel Glade has experience of over three decades in the flexible packaging industry. Before joining Huhtamaki, he worked with Constantia Flexibles a Flexible Packaging company headquartered in Vienna Austria where he served as Executive Vice President of the Film Division and member of Executive Committee. Since joining Constantia in 2011 he held several leadership roles such as SVP Consumer and CEO at Constantia Pirk. Before Constantia, Axel held various leadership roles in other packaging companies including Sealed Air and Bischof Klein.</p>	<p>Mr. Thomas Geust has extensive experience and brings in expertise in financial operations and strategic performance management. Before joining Huhtamaki, he was associated with Marine &amp; Cranes Business Unit as Group Vice President &amp; Global Controller. Before, Marine &amp; Cranes he held various leadership roles such as Vice President, Global Division Controller at Schneider Electric and Production Controller at Lexel Group.</p>

	and process improvements.		
Terms and Conditions of appointment	As per the resolution set out at Item No. 1 of this Postal Ballot Notice read with explanatory statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of this Postal Ballot Notice read with explanatory statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 3 of this Postal Ballot Notice read with explanatory statement pursuant to Section 102 of the Act.
Remuneration (including sitting fees, if any) last drawn	-	-	-
Remuneration proposed to be paid	Please refer to Item no. 1 of the Explanatory statement.	-	-
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None	None	None
Number of meetings of the Board attended during the year	Nil	1	Nil
Directorships of other Boards as on date of Postal Ballot Notice.	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years.	Nil	Nil	Nil

## Annexure -2

### **Statement containing additional information as required under Schedule V to the Companies Act, 2013 (as amended)**

Sr. No	Particulars			
I.	General information:			
1.	Nature of industry:			
The Company is engaged in manufacturing state-of-the-art packaging for different kind of products whilst meeting quality standards. The Company offers light, innovative and increasingly sustainable flexible packaging materials, pouches and labels for food and beverages, coffee packaging, pet food packaging, barrier packaging, retort pouches and packaging for healthcare products.				
2.	Date or expected date of commencement of commercial production: June 11, 1951			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable.			
4.	Financial performance based on given indicators			
		(Rs. in Million)		
	Particulars	2024	2023	2022
	Revenue from Operations	24,505	25,494	29,830
	Profit / (Loss) before tax	1,168	5,000	559
	Tax expenses	289	704	(63)
	Net Profit / (Loss)	880	4096	496
	Earnings per Equity Share (Face Value) Rs. 2/- each)	12	54	7
5.	Foreign investments or collaborations, if any : The Company is the step down subsidiary of Huhtamaki Oyj, Finland based MNC which holds 67.73% equity shares through its subsidiary, Huhtavefa BV.			

Sr. No.	Particulars
II.	<b>Information about the appointee:</b>
1.	<b>Background details :</b> Please refer to Annexure - 1 above.
2.	<b>Past remuneration:</b> Please refer to the Explanatory Statement above.
3.	<b>Recognition or awards</b>
4.	<b>Job profile and suitability</b>
5.	<b>Remuneration proposed</b>

6.	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>
The proposed/current remuneration of Mr. Kamal Taneja, Managing Director is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and nature of its businesses. The proposed remuneration of Mr. Kamal Taneja, Managing Director is determined by the Board, based on the recommendations of the Nomination and Remuneration Committee which peruses the industry benchmarks in general, remuneration prevalent in the industry, profile and responsibilities of the aforesaid Managing Director and other relevant factors.	
7.	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>
Besides remuneration as stated hereinbefore, the said director does not have any pecuniary relationship with the Company. Their relatives, to the extent of their shareholding, if any, in the Company may deemed to be interested in the proposed resolutions. Further, the said director is not related to any Director or the managerial personnel or other KMP of the Company.	

I	Other information:	
1.	Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 879.7 Million for the financial year 2024.
2.	Steps taken or proposed to be taken for improvement	Not Applicable
3.	Expected increase in productivity and profits in measurable terms	The Company is seeking approval in terms of Part II of Schedule V as a matter of abundant caution so that the remuneration as per the details provided in the Explanatory statement can be paid to the Managing Director as minimum remuneration.
IV.	Disclosures:	
Please refer to the Explanatory Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.		