Huhtamaki PPL Ltd.

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

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 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

3rd December, 2014

BSE Limited
Phiroze Jeejeeboy Towers
Mumbai – 400 001
Mr. Sanjay Golecha

National Stock Exchange Of India Ltd
Exchange Plaza Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Mr. Hari K.

Dear Sir,

Please find enclosed herewith soft copy of Notice of Extra-Ordinary General Meeting of the Company to be held on Monday, 29th December, 2014.

Thanking you.

Yours faithfully,

For Huhtamaki PPL Limited.,

Huhtamaki PPL LTD.

Parag Vyavahare
Chief Financial Officer
Encl: a/a

Huhtamaki PPL Ltd.

(Formerly **The Paper Products Limited**)

Registered Office: Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Contact No. 022 26531320 Fax – 022 26531310, • Email: investor.communication@pplpack.com, website: www.pplpack.com
CIN No: L21011MH1950FLC145537

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Huhtamaki PPL Limited (Formerly The Paper Products Limited) (the Company) will be held on Monday, 29 December, 2014, at 4.00 P.M, at RAMA & SUNDRI WATUMULL AUDITORIUM, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 to transact the following:

SPECIAL BUSINESS

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED THAT** in furtherance of the resolution passed by the shareholders of the Company on August 6, 2014, wherein the shareholders, inter alia, approved: (a) investment of funds of the Company for acquisition of securities of other companies (including acquisition of 100% of shares of Positive Packaging Industries Limited (PPIL)), together with securities already acquired, up to a total amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores Only); and (b) the issue and allotment of non-convertible debentures of up to an aggregate amount of Rs. 8,20,00,00,000/- (Rupees Eight Hundred and Twenty Crores Only) on a private placement basis, within the overall borrowing limits of the Company, and pursuant to the provisions of Clause 49 of the Listing Agreement and other provisions of applicable law and subject to consents, approvals, permissions and sanctions as may be necessary, the Company be and is hereby authorized to issue and allot, in one or more tranches, series or issuances, up to 5,500 (Five Thousand Five Hundred) rated, listed or to be listed, unsecured, redeemable non-convertible debentures of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, of up to an aggregate amount of Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crores Only), by way of private placement to Huhtalux S.à r.l, being a related party, to be used primarily for the acquisition of shares and securities of PPIL and for other purposes permitted under applicable law and approved by the board of directors."

   "**RESOLVED FURTHER THAT** the Board of Directors or any committee constituted by the Board of Directors or any persons authorized by the Board of Directors to exercise such powers be and is hereby authorized to perform and execute all agreements, deeds to be entered by the Company and to do all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other approvals / permissions as may be required to be obtained in this regard, Mr. A. Venkatrangan is appointed as the Managing Director (Designate) and identified as a Key Managerial Person within the meaning of Section 203 of the Act, with effect from 7th October, 2014 as per the following terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company on 7th October, 2014:-

   I. Tenure: For a period of three years with effect from 7th October, 2014

   II. Remuneration:

      a. Base Salary

         i. Basic Salary: in the scale of Rs. 51,00,000/- to Rs. 1,02,00,000/- per annum.

         ii. Utilities Allowance: Rs. 42,00,000/- to Rs 86,40,000/- per annum.

         iii. Special Allowance: Rs. 57,60,000/- to Rs. 1,20,00,000/- per annum.

      b. Leave Travel Allowance: Rs. 4,25,000/- to Rs. 8,50,000/- per annum.

      c. At the discretion of the Board of Directors, the Company may pay:

         i. Bonus under the Management Incentive Programme (MIP) with a maximum of 40% of annual base salary (Aggregate of a (i) to a (iii) above) per calendar year of service.

         ii. Special Incentive within the maximum limit of Rs. 75,00,000/- per calendar year of service.

d. Annual Increment: as may be decided by the Board from time to time.

e. Other perquisites:

i. 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 phone and telephone at residence. However, personal long distance calls on telephone shall be reimbursed to the Company.

ii. The Company will provide him with a semi-furnished accommodation. In case, he does not opt for the Company accommodation then he will be entitled to house rent allowance at 50% of his Basic Salary.

f. The Company will reimburse the medical expenses 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. The membership of Club will be made available to meet business associates.

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 payable shall not exceed half month's basic salary for each completed year of service.

l. Leave entitlement and leave encashment as per rules of the Company.

III. The aggregate salary and perquisites in any one financial year shall not exceed the limits prescribed under Section 196, other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act provisions of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as may for the time being be in force.

IV. In the event of inadequacy of profits or loss in any financial year during the currency of tenure of service of the Managing Director (Designate), the payment of salary, perquisites and other allowances in excess of the limits prescribed under Section II of part II of Schedule V of the Companies Act, 2013 for the time being in force shall be paid subject to the sanction of the Central Government.

V. Mr. A. Venkatrangan is also entitled to participate in the Share Ownership Plan / Employee Stock Option Plan of Huhtamaki OYJ (ultimate Holding Company of the Company) for achieving targets set forth by the Huhtamaki Group, at the sole discretion of the Huhtamaki Group. The scheme detailed above are assessed, managed and administered by the Huhtamaki Group and there is no cost charged to the Company.

RESOLVED FURTHER THAT Mr. A. Venkatrangan - Managing Director (Designate) 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.

RESOLVED FURTHER THAT Board of Directors is hereby authorized to alter and vary the terms and conditions of appointment and remuneration of Mr. A. Venkatrangan as Managing Director (Designate)

RESOLVED FURTHER THAT 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. A. Venkatrangan, Managing Director (Designate), 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 and provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 be and is hereby granted.

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

Place : Mumbai
Date : 29th November, 2014

Parag Vyavahare
Chief Financial Officer

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

NOTES:

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

   A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 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 am to 1 pm on all working days, up to and including the date of the extraordinary general meeting of the Company and will also be available for inspection at the meeting.

5. Members/proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.

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

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

   In case of members receiving e-mail:

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

   (ii) Click on “Shareholders” tab.

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

   (iv) Now Enter your User ID

      a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- Non-Individual shareholders (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 they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

(B) The voting period begins at 10.00 a.m. (IST) on Monday, 22nd December, 2014 and ends at 6:00 P.M. (IST) on Wednesday, 24th December, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

General Information on e-voting:

A. S.N. Ananthasubramanian (C. P. No 1774) or failing him Malati Kumar (C P No. 10890) of S. N. ANANTHASUBRAMANIAN & Co., Practising Company Secretary has been appointed as (**Scrutinizer**) to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from conclusion of the e-voting period unlock the votes in the presence of atleast two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

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

The Company is proposing to issue and allot, in one or more tranches, series or issuances, up to 5,500 (Five Thousand Five Hundred) rated, listed or to be listed, unsecured, redeemable non-convertible debentures (NCDs) of face value of Rs. 10,00,000 (Rupees Ten Lakh Only) each, of up to an aggregate amount Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crores Only), by way of private placement to Huhtalux S.à r.l. to primarily fund acquisition of shares and securities of PPIL and for other purposes permitted under applicable law and approved by the board of directors. Pursuant to the resolution of the shareholders dated August 6, 2014, the shareholders approved (a) investment of funds of the Company, for acquisition of securities of other companies (including acquisition of 100% of shares of PPIL), together with securities already acquired, up to a total amount not exceeding Rs. 10,00,00,00,000/- (Rupees One Thousand Crores only), (b) issuance and allotment of 1,00,24,744 fully paid-up equity shares of Rs. 2/- each of the Company to Huhtavefa B.V. at a price of Rs 134.08 (Rupees One Hundred Thirty Four and Eight Paisa only) including premium of Rs. 132.08 (Rupees One Hundred and Thirty Two and Eight Paisa only), for part funding of acquisition of shares of PPIL, and (c) issuance and allotment of NCDs of up to an aggregate amount of Rs. 8,20,00,00,000/- (Rupees Eight Hundred and Twenty Crores Only) on a private placement basis subject to the borrowing limits of the Company.

The particulars of the proposed transaction are-

1. The NCD shall be unsecured and rank pari-passu with all unsecured creditors of the Company.
2. The NCDs are proposed to be listed on the National Stock Exchange of India Limited.
3. IDBI Trusteeship Services Limited shall be the debenture trustee, Sharepro Services (India) Pvt. Limited shall be the Registrar to the issue and NSDL and CDSL shall be the depositories.
4. The proceeds of the issue will be primarily utilized for acquisition of shares and securities of PPIL and for other purposes permitted under applicable law and approved by the board of directors.
5. The NCDs shall carry an interest of 7% per annum and payble six monthly.
6. The NCD are redeemable after 5 (five) years from the date of allotment. However, with the Debenture Trustee's consent the Company can redeem all or part of the NCDs any time after 365th day of the allotment.
7. The NCDs shall be transferable only to a foreign portfolio investor with an onward transmission condition that it may only be acquired or held by a foreign portfolio investor. If the Huhtalux S.à r.l transfers these NCDs to any person other than a foreign portfolio investor, Huhtalux S.à r.l must indemnify the Company (with a comfort letter from Huhtamäki Oyj) for the entire amount of NCDs that stands outstanding (including, interest and penalties) and funds so received shall be utilized by the Company to immediately buy out / redeem the non-eligible investor.

Huhtavefa B.V., a member of the Huhtamaki group, is the promoter of the Company, and the allotment is proposed to be made to Huhtalux S.à r.l., who is a member of the same group. Huhtalux S.à r.l. is a related party to the Company in terms of Clause 49 of the Listing Agreement, and as the aggregate value of the NCDs being allotted exceeds 10% of the annual consolidated turnover of the Company, as per its last audited financial statements, approval of the members for the allotment to Huhtalux S.à r.l, by way of a special resolution shall be required, with the related parties abstaining.

All the documents relevant to the resolution of the notice are open for inspection by the shareholders of the Company at the registered office of the Company between 11 am to 1 pm on all the working days until the Extra-Ordinary General Meeting of the Company.

The directors of the Company recommend the resolution of the accompanying notice, for the approval of the Members of the Company.

Item no. 2

The Board of Directors of the Company has appointed Mr. A. Venkatrangan as Managing Director (Designate) of the Company with effect from 7th October, 2014 for a period of Three years. The Nomination and Remuneration Committee of the Board of Directors at their Meeting held on 7th October, 2014, recommended to the Board, a revision in his remuneration with effect from that date, on the terms and conditions as set out in the Ordinary Resolution contained in the Notice attached hereto. Further, Mr. A. Venkatrangan will also be entitled to shares/ESOPs of Huhtamaki Oyj for achieving targets set forth by the Huhtamaki Group.

Detailed information about Mr. A. Venkatrangan is provided in Annexure to this notice.

Your Directors recommend the Ordinary Resolutions as set out in Item No. 2.

Excepting Mr. A Venkatrangan, none of the Directors, Key Managerial Personnel including their relatives are concerned or interested in this resolution. Mr. A. Venkatrangan holds 5000 Shares (0.007%) in your Company.

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

Place : Mumbai
Date : 29th November, 2014

Parag Vyavahare
Chief Financial Officer

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

ANNEXURE - DETAILS OF DIRECTOR SEEKING APPOINTMENT AT EGM
(In Pursuance of Clause 49 VIII (E) (1) of the Listing Agreement)

Name of Director	**Mr. A. Venkatrangan**
Date of Birth	22.02.1960
Date of Appointment	07.10.2014
Expertise in specific field	Mr. A. Venkatrangan has been with the Company since January, 1999 and has a total experience of 33 years, wherein he has worked in Corporate Planning, Costing, MIS, Budget Control, Operations, Internal Audit and Commercial functions at various levels with Murugappa Group and Essar Group.
Qualification	Graduate in Commerce and MBA in Finance and Marketing.
Name of other companies in which he holds Directorship*	Webtech Labels Private Limited.
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board$	Nil
No. of Shares held in Huhtamaki PPL Limited	5000 Shares (0.007%)
Relationship with other directors	None

Note:

* Details in this regard exclude directorships held in private limited companies which are not subsidiaries or holding companies of public limited companies, unlimited companies, foreign companies, associations not carrying on business for profit or which prohibits the payment of dividend, statutory entities.

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

Huhtamaki PPL Ltd.

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Contact No. 022 26531320 Fax – 022 26531310, • Email: investor.communication@pplpack.com, website: www.pplpack.com
CIN No: L21011MH1950FLC145537

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

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

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company on Monday, 29 December, 2014, at 4.00 P.M. at RAMA & SUNDRI WATUMULL AUDITORIUM, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

NAME & ADDRESS OF THE SHAREHOLDER (S)

_____

_____

_____

_____

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

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

Note:

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

Huhtamaki PPL Ltd.

(Formerly **The Paper Products Limited**)

Registered Office: Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051
Contact No. 022 26531320 Fax – 022 26531310, • Email: investor.communication@pplpack.com, website: www.pplpack.com
CIN No: L21011MH1950FLC145537

PROXY FORM

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

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

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

(1) Name: _____

Address: _____

E-mail Id:_____

Signature: _____or failing him

(2) Name: _____

Address: _____

E-mail Id:_____

Signature: _____or failing him

(3) Name: _____

Address: _____

E-mail Id:_____

Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the Extra-ordinary General Meeting of the Company, to be held on Monday, 29 December, 2014, at 4.00 P.M. at RAMA & SUNDRI WATUMULL AUDITORIUM, K. C. College Building, Vidyasagar Principal K. M. Kundnani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Particulars**		
	Special Business	For	Against
1	To approve issuance of Non-Convertible Debentures on Private placement basis		
2	To approve appointment of Mr. A.Venkatrangan as Managing Director (Designate)		

As witness my/our hand(s) this _____day of _____2014

Affix Re. 1 Revenue Stamp

Signature of Shareholder _____

Signature of proxy holder(s) _____

Note:

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

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

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