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

19th February, 2015

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 Postal Ballot Notice and Postal Ballot Form sent to the Shareholders. The physical copies of the same shall be forwarded to you separately. Kindly take the same on your record.

Thanking you.

Yours faithfully,

For Huhtamaki PPL Limited.,

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
Email: investor.communication@pplpack.com, website: www.pplpack.com
Contact No - 022 6174 0400 Fax – 022 6174 0401, CIN No: L21011MH1950FLC145537

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 ("The Rules") (Including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement executed by the Company with BSE Limited and the National Stock Exchange of India Limited the Ordinary Resolution/s appended below are proposed to be passed through Postal Ballot and accordingly your approval is sought in respect of following matters. The Resolutions and Statement pursuant to Section 102 of the Act, setting out the relevant material facts and the reasons pertaining to the said Resolutions, are appended herewith for your consideration along with a 'Postal Ballot Form' and self addressed postage pre-paid Business Reply Envelope("BRE")

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (For) or dissent (Against) in the attached self addressed postage pre-paid BRE, so as to reach the Scrutinizer on or before Monday 23rd March, 2015 by 6.00 P.M. Please note that any Postal Ballot form(s) received thereafter will be treated as not having received.

You have an option to participate in the Postal Ballot process through e-Voting too. For e-voting, please read carefully the **Procedure/ Instructions for e-Voting** enumerated in the notes to this Notice.

Item No. 1. Appointment of Mr. Arunkumar Gandhi (DIN:00007597) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Clause 49 of the Listing Agreement Mr. Arunkumar Gandhi (DIN:00007597) who has submitted the declaration that he meets the criteria of Independence under Section 149 (6) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (Two) years commencing from 31st March, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers herein conferred by above resolution as the Board at its discretion deems appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Item No. 2. Appointment of Mr. Ramesh Kumar Dhir (DIN: 00060141) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Clause 49 of the Listing Agreement Mr. Ramesh Kumar Dhir (DIN:00060141) who has submitted the declaration that he meets the criteria of Independence under Section 149 (6) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (Two) years commencing from 31st March, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers herein conferred by above resolution as the Board at its discretion deems appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Item No 3: Appointment of Mr. P.V. Narayanan (DIN:00060084) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Clause 49 of the Listing Agreement Mr. P.V. Narayanan (DIN: 00060084) who has submitted the declaration that he meets the criteria of Independence under Section 149 (6) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (Two) years commencing from 31st March, 2015."

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers herein conferred by above resolution as the Board at its discretion deems appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Item No 4: Appointment of Mr. S. K. Palekar (DIN: 01723670) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Clause 49 of the Listing Agreement Mr. S.K. Palekar (DIN: 01723670) who has submitted the declaration that he meets the criteria of Independence under Section 149 (6) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (Two) years commencing from 31st March, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers herein conferred by above resolution as the Board at its discretion deems appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Item No 5: Appointment of Mr. Nripjit Singh Chawla (DIN: 00105481) as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary 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 Clause 49 of the Listing Agreement Mr. Nripjit Singh Chawla (DIN: 00105481) who has submitted the declaration that he meets the criteria of Independence under Section 149 (6) of the Act and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (Two) years commencing from 31st March, 2015.

RESOLVED FURTHER THAT the Board be and is hereby authorised to further delegate all or any of the powers herein conferred by above resolution as the Board at its discretion deems appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

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

Parag Vyavahare
Chief Financial Officer & Compliance Officer

Place: Mumbai
Date: 6th February, 2015

REGISTERED OFFICE
12A-06, B-wing, 13th Floor, Parinee Crescenzo,
C-38/39. G-Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

NOTES:

1. The Explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed, M/s. S.N. ANANTHASUBRAMANIAN & Co., Practising Company Secretary, (C.P.No 1774), having office at 10/26, Brindaban, Thane - 400601, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statement of beneficial ownership maintained by the Depositories i.e National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 13th February, 2015
4. All documents referred to in this Postal Ballot 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 23rd March, 2015
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in Physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
6. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investors.communication@pplpack.com. The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the Member.
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. Please note that e-voting is optional.

8. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

9. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

i. Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.

ii. The Postal Ballot form duly completed and signed by the members should be returned in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 23rd March, 2015 before 6:00 P.M. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.

B. E- Voting Facility

The procedure to be followed by the members for e-voting is as follows:

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

ii. Click on "Shareholders" tab.

iii. Now, select the "Huhtamaki PPL Limited" from the drop down menu and click on " SUBMIT"

iv. Now, enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 character DP ID followed by 8 digits Client ID), 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 last 8 digits of the folio number or demat account number in the PAN Field. • In case the folio 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 folio 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 the Company, please enter the client 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 options "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 "Resolution File Link" if you wish to view the entire Resolutions details.

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

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

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

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

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

General Instructions on e-voting:

A. The voting period begins on 20th February, 2015 at 10:00 A.M. (IST) and ends on 23rd March, 2015 at 6:00 P.M (IST) During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

C. The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cutoff date of 13th February, 2015.

D. The Scrutinizer will submit its report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 26th March, 2015 at 5:00 P.M. at the Registered office of the Company. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Company's website viz.,

E. The date of declaration of the result shall be deemed to be the date of passing of the said resolutions.

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1,2,3, 4 & 5

Appointment of Mr. Arunkumar Gandhi (Din 00007597), Mr. Ramesh Kumar Dhir (Din 00060141), Mr. P.V. Narayanan (Din 00060084), Mr. S. K. Palekar (DIN 01723670) and Mr. Nripjit Singh Chawla (DIN 00105481) as Independent Directors.

Mr. Arunkumar Gandhi (Din No.00007597), Mr. Ramesh Kumar Dhir (Din No. 00060141), Mr. P. V. Narayanan (Din No. 00060084), Mr. S. K. Palekar (DIN 01723670) and Mr. Nripjit Singh Chawla (DIN 00105481) are Independent Directors of the Company.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Arunkumar Gandhi, Mr. Ramesh Kumar Dhir, Mr. P. V. Narayanan, Mr. S. K. Palekar, and Mr. Nripjit Singh Chawla as Independent Directors under Section 149 of Companies Act, 2013 and Clause 49 of Listing Agreement for a term of 2 (Two) years beginning with effect from 31st March, 2015.

The Directors are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received declarations from the Directors that they fulfill the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, the Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing agreement.

Detailed information about the Directors is provided in Annexure to this notice.

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

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

None of the Directors, except Mr. Arunkumar Gandhi (Din No.00007597), Mr. Ramesh Kumar Dhir (Din No. 00060141), Mr. P. V. Narayanan (Din No. 00060084), Mr. S. K. Palekar (DIN 01723670) and Mr. Nripjit Singh Chawla (DIN 00105481) who are interested in their respective resolutions, Key Managerial Personnel including their relatives are concerned or interested in these resolutions.

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

Parag Vyavahare
Chief Financial Officer & Compliance Officer

Place: Mumbai
Date: 6th February, 2015

REGISTERED OFFICE
12A-06, B-wing, 13th Floor, Parinee Crescenzo,
C-38/39. G-Block, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

Annexure

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

Name of Director	Mr. Arunkumar Gandhi	Mr Ramesh Kumar Dhir	Mr. P.V.Narayanan	Mr. S. K. Palekar	Mr. Nripjit Singh Chawla
Date of Birth	15.03.1943	10.04.1938	10.03.1941	23.08.1949	25.12.1949
Date of Appointment	30.03.2002	30.03.2002	30.03.2002	16.03.2011	12.03.2013
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. He is on the Board of number of Companies in India. He has been Independent Director of the Company since March 2002.	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 42 years working with Peat Marwick, London and a US Multinational with operations in India and overseas. He is a 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 Independent Director of the Company since March 2002.	Mr. P. V. Narayanan is a Post-Graduate in Chemistry. He holds Diploma in Marketing Management and Diploma in Plastics Technology. He has 48 years of experience in the field of packaging covering various positions of eminence. He has also been conferred with the Honorary Membership by the Asian Packaging Federation. He has been awarded the Fellow membership of Institute of Packaging (F. Inst. Pkg) UK and Chartered Scientist (CS) by the Science Council, UK. He is an advisor of Cognizance Packaging Solutions Pvt. Ltd. He has been Independent Director of the Company since March 2002.	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 MSc (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 38 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 Industries. He retired as Senior Vice President of Marketing & Knowledge Management from Eureka Forbes Limited; after serving there for over a decade. He has been Independent Director of the Company since March 2011.	Mr. Nripjit Singh Chawla did his MBA from Indian Institute of Management, Calcutta. He has wide corporate management experience of over 45 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 serves as teaching faculty in many Business Schools and Management Institutes. He has been Independent Director of the Company since March 2013.

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	Fellow Member of the Institute of Chartered Accountants England & Wales and also a Fellow of the Institute of Management (U.K.).	Post-Graduate in Chemistry, Diploma in Marketing Management and Diploma in Plastics Technology.	M.Sc. (physics) from Mumbai University & MMS (Marketing) from Jamnalal Bajaj Institute of Management Studies	MBA from Indian Institute of Management, Calcutta
Name of other companies in which he holds Directorship*	Walchandnagar Industries Ltd, ACC Limited and Positive Packaging Industries Limited	None	None	Neelkamal Ltd and Positive Packaging Industries Limited	None
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board$	ACC Limited- Chairman Audit Committee	None	None	None	None
No. of Shares held in Huhtamaki PPL Ltd	Nil	Nil	Nil	Nil	Nil
Relationship with other directors	None	None	None	None	None

Note:

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

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

Huhtamaki PPL Ltd.

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

CIN No: L21011MH1950FLC145537

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

Email: investor.communication@pplpack.com , website: www.pplpack.com

Contact No. 022 6174 0400 Fax - 022 6174 0401

POSTAL BALLOT FORM

(Please read the instructions carefully before filing this form) Serial No.:

1.	Name and Registered Address of the Sole/ First Named Member / beneficial owner	
2.	Name(s) of the Joint Holder(S), if any	
3.	Registered Folio No. / DP ID No*. /Client ID* No	
4.	Number of share(s) held	

(*Applicable to investors holding shares in dematerialized form)

I/We hereby exercise my / our vote in respect of the Ordinary Resolutions to be passed through postal ballot for the Business stated in the Notice of Postal Ballot dated 6th February, 2015 issued by the Company by sending my / our assent / dissent to the said Ordinary Resolutions by placing the tick mark (√) in the appropriate column below:

Item No	Particulars	No of shares	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Mr. Arunkumar Gandhi (DIN: 00007597) as an Independent Director			
2.	Appointment of Mr. Ramesh Kumar Dhir (DIN: 00060141) as an Independent Director			
3.	Appointment of Mr. P.V. Narayanan (DIN: 00060084) as an Independent Director			
4.	Appointment of Mr. S.K. Palekar (DIN: 01723670) as an Independent Director			
5.	Appointment of Mr. Nripjit Singh Chawla (DIN: 00105481) as an Independent Director			

Place:
Date :

(Signature of the Member/ Beneficial owner)

Note: For E-Voting please refer the instructions under " Voting through electronic mode" in the notice attached herewith.

Notes: (i) If voting rights are exercised electronically, there is no need to use this form.
(ii) Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. A Shareholder /Member desiring to exercise his/her vote by Postal Ballot may complete his Postal Ballot Form and send it to the Scrutinizer in the attached self - addressed postage pre-paid envelope. However, envelopes containing Postal Ballot Forms if deposited in person or sent by courier at the expense of the shareholder will also be accepted.

2. Please convey your assent/ dissent in this Postal Ballot Form. The assent/dissent received in any other form will not be considered as valid.

3. This Postal Ballot Form should be completed and signed by the Shareholder/ Member. In case of joint- holding, this Form should be completed and signed as per the specimen signature registered with the Company/ Depository Participants by the first name Shareholder and in his/her absence, by the next named Shareholder/Member.

4. Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

5. In case of Shares held by Companies, Trusts Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority together with attested Specimen signature(s) of the authorized signatory(ies).

6. A Shareholder/Member need not use all his/ her votes nor he/she needs to cast all his/ her votes in the same manner.

7. Duly Completed Postal Ballot Forms should be received by the Scrutinizer not later than 6:00 p.m on Monday , 23rd March, 2015 . Postal Ballot Forms received after this date will be treated as if no reply from the Shareholder/ Member has been received.

8. Voting rights shall be reckoned on the basis of Shares registered in the name of the Shareholders/ Members as on 13th February, 2015.

9. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than 26th March, 2015.

10. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for e-voting , then he/she should not vote through postal ballot and vice-versa . However , in case members cast their votes both via physical ballot and e-voting , then voting though e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

11. Shareholders/ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope addressed to the Scrutinizer and the Scrutinizer may destroy any extraneous paper found in such envelope.