

November 14, 2024

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 November 14, 2024, along with the explanatory statement, seeking approval of the members of the Company, by way of Special Resolutions, through remote e-voting process ("e-voting") for:

- i) Re-appointment of Ms. Seema Modi (DIN: 05327073) as an Independent Director of the Company for a second term of 5 years commencing from January 01, 2025.
- ii) Re-appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a second term of 5 years commencing from April 01, 2025.

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 08, 2024 ('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 Saturday, November 16, 2024</b>
<b>End of e-voting:</b>	<b>5:00 p.m. (IST) on Sunday, December 15, 2024</b>

The Postal Ballot Notice is also available on the Company's website at:

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

**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, if any 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, each, 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 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 Sunday, December 15, 2024, (the last day to cast vote electronically).

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the

Company or any person authorized by him. The results of e-voting will be announced by the Company on or before Tuesday, December 17, 2024, 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. Re-appointment of Ms. Seema Modi (DIN: 05327073) as an Independent Director of the Company for a second term of 5 years commencing from January 01, 2025.**

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Seema Modi (DIN: 05327073) be and is hereby re-appointed as an Independent Director of the Company, for the second consecutive term of five years with effect from January 1, 2025 upto December 31, 2029 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Seema Modi shall be entitled to receive the remuneration/fees/commission as approved by the shareholders at the annual general meeting held on May 09, 2024.

**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.”

### **2. Re-appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a second term of 5 years commencing from April 01, 2025.**

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashok Kumar Barat (DIN: 00492930) be and is hereby re-appointed as an Independent Director of the Company, for a period of five years with effect from April 01, 2025 upto March 31, 2030 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197, and other applicable

provisions of the Act and the Rules made thereunder, Mr. Ashok Kumar Barat shall be entitled to receive the remuneration/fees/commission as approved by the shareholders at the annual general meeting held on May 09, 2024.

**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: November 14, 2024  
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 re-appointment of Non-Executive Independent Director 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 08, 2024 (“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. Link Intime India Private Limited. The above forms are available on the RTA's website at <https://liiplweb.linkintime.co.in/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 08, 2024 (cut-off date).
8. The e-voting period commences at 9:00 a.m. (IST) on Saturday, November 16, 2024 and ends at 5:00 p.m. (IST) on Sunday, December 15, 2024. 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. Sunday, December 15, 2024.
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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting</li> </ol>

Type of shareholders	Login Method
	<p>page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <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.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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>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> </ol>

Type of shareholders	Login Method
	<p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 22 55 33

**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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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).
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). 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**

#### **Re-appointment of Ms. Seema Modi (DIN: 05327073) as an Independent Director of the Company for a second term of 5 years commencing from January 01, 2025 (by way of a Special Resolution).**

Ms. Seema Modi was appointed as an Independent Director at the 70<sup>th</sup> AGM held on June 30, 2020, for a period of 5 years effective from January 01, 2020 until December 31, 2024. She is eligible to be reappointed for a second term of 5 years from January 01, 2025 upto December 31, 2029.

Following the performance evaluation of Ms. Modi and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Seema Modi as a Non-Executive Independent Director of the Company for a second term of five years, from January 01, 2025, to December 31, 2029, subject to the approval of the members.

The profile and specific areas of expertise of Ms. Seema Modi are provided in Annexure to this notice.

Ms. Modi has consented for such reappointment and has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. She also affirmed that she 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, Ms. Modi is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Modi has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms. Modi that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Ms. Modi has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received notice in writing from a member proposing her candidature for appointment as Independent Director of the Company, under Section 160 of the Act. As a Non-Executive Independent Director, Ms. Modi will be entitled to sitting fees and commission / remuneration in accordance with the approval granted by the members at the annual general meeting held on May 09, 2024.

The Board recommends the re-appointment of Ms. Modi as an Independent Director for a second term of 5 years, as proposed in Resolution no. 1 for approval by the Members as a Special Resolution.

Except for Ms. Seema Modi and/or her relatives, no other Directors, Key Managerial Personnel, or

their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.huhtamaki.com/en-in/flexible-packaging/investors/corporate-governance-and-policies/policies/> and are available for inspection.

## **Resolution No. 2**

### **Re-appointment of Mr. Ashok Kumar Barat (DIN: 00492930) as an Independent Director of the Company for a second term of 5 years commencing from April 01, 2025 (by way of a Special Resolution).**

Mr. Ashok Kumar Barat was appointed as an Independent Director at the 70<sup>th</sup> AGM held on June 30, 2020, for a period of 5 years effective from April 1, 2020 until March 31, 2025. He is eligible to be reappointed for a second term of 5 years from April 1, 2025 upto March 31, 2030.

Following the performance evaluation of Mr. Barat and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Ashok Kumar Barat as a Non-Executive Independent Director of the Company for a second term of five years, from April 01, 2025, to March 31, 2030, subject to the approval of the members.

The profile and specific areas of expertise of Mr. Ashok Kumar Barat are provided in Annexure to this notice.

Mr. Barat has consented for such reappointment and has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He also affirmed that 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. Barat is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Barat has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Furthermore, a declaration has been received from Mr. Barat that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Mr. Barat has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received notice in writing from a member proposing his candidature for appointment as Independent Director of the Company, under Section 160 of the Act. As a Non-Executive Independent Director, Mr. Barat will be entitled to sitting fees and commission /

remuneration in accordance with the approval granted by the members at the annual general meeting held on May 09, 2024.

The Board recommends the re-appointment of Mr. Barat as an Independent Director for a second term of 5 years, as proposed in Resolution no. 2 for approval by the Members as a Special Resolution.

Except for Mr. Ashok Kumar Barat and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company <https://www.huhtamaki.com/en-in/flexible-packaging/investors/corporate-governance-and-policies/policies/> and are available for inspection.

**Registered Office:**

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

Date: November 14, 2024  
Place: Thane

By Order of the Board of Directors:

For **Huhtamaki India Limited**

Sd/-

Abhijaat Sinha  
Company Secretary & Legal Counsel

**Annexure to the Postal Ballot Notice**

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

Name	Ms. Seema Modi	Mr. Ashok Kumar Barat
DIN	05327073	00492930
Date of Birth	09/02/1965	05/12/1956
Date of first appointment on the Board	01/01/2020	01/04/2020
Qualifications	Master's Degree in Chemistry and MBA	Graduate in Commerce and Fellow Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India, Associate member of Institute of Chartered Accountants of England and Wales and CPA (Australia)
Expertise in specific functional areas	<p>Ms. Seema Modi has over 35 years of experience in reputed organizations such as Heinz, Parle and Colgate.</p> <p>Ms. Modi was the first Woman Managing Director for Heinz India Private Limited. She is the recipient of the prestigious H.J. Heinz Chairman's Award 2010.</p> <p>Currently, she holds the position of Director – Commercial, Marketing, Supply Chain and Display at Trent Hypermarket Private Limited.</p>	<p>Mr. Ashok Kumar Barat has over 45 years of experience and distinguished executive career in the corporate sector until his retirement in 2016 as the Managing Director and Chief Executive Officer of Forbes &amp; Company Limited.</p> <p>Mr. Ashok Kumar Barat has held executive leadership roles in Hindustan Unilever, Pepsi, Telstra, Forbes &amp; Company Limited, etc.</p> <p>He is presently an Independent Director on the Boards of Bata India Limited, Alembic Pharmaceuticals Limited, Mahindra Accelo Limited, Everest Industries Limited, Aarti Industries Limited, GE Power India Limited and JSW Paints Limited. He is a member of the Managing Committee of ASSOCHAM and a Certified Mediator.</p>
Terms and Conditions of Re-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.
Remuneration (including sitting fees, if any) last drawn (FY 2023)	<p>FY 2023: Sitting fees: INR 16,50,000 Commission: INR 27,00,000</p>	<p>FY 2023: Sitting fees: INR 14,00,000 Commission: INR 27,00,000</p>

Remuneration proposed to be paid	Eligible for sitting fees and commission, as approved by the Board.	Eligible for sitting fees and commission, as approved by the Board.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	5/5	5/5
Directorships of other Boards as on date of Postal Ballot Notice.	1. THPL Support Services Limited	1. Mahindra Accello Limited 2. Bata India Limited 3. Alembic Pharmaceuticals Limited 4. GE Power India Limited 5. JSW Paints Limited 6. Everest Industries Limited 7. Aarti Industries Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice		<p><b>Bata India Limited</b></p> <p>a. Audit Committee - Member b. Risk &amp; Compliance Management Committee – Member c. Technology Committee – Member d. Real Estate Committee- Chairman</p> <p><b>Alembic Pharmaceuticals Limited</b></p> <p>a. Audit Committee - Member b. Risk Management Committee- Chairman c. Nomination &amp; Remuneration Committee – Member d. Corporate Social Responsibility Committee – Member e. Administrative Sub Committee- Member</p> <p><b>GE Power India Limited</b></p> <p>a. Audit Committee- Chairman b. Nomination &amp; Remuneration Committee- Member c. Risk Management- Member d. Strategy &amp; Innovation- Member</p> <p><b>Mahindra Accello Limited</b></p> <p>a. Audit Committee- Chairman b. Nomination &amp; Remuneration Committee –</p>

		<p>Member</p> <p><b>JSW Paints Limited</b></p> <ul style="list-style-type: none"> <li>a. Audit Committee – Member</li> <li>b. Nomination &amp; Remuneration Committee- Member</li> </ul> <p><b>Everest Industries Limited</b></p> <ul style="list-style-type: none"> <li>a. Audit Committee – Member</li> <li>b. Nomination &amp; Remuneration Committee – Chairman</li> <li>c. Risk Management Committee – Chairman</li> <li>d. Banking Facility Committee- Member</li> </ul> <p><b>Aarti Industries Limited</b></p> <ul style="list-style-type: none"> <li>a. Audit Committee – Chairman</li> </ul>
<p>Listed entities from which the Director has resigned in the past three years.</p>		<p><b>Birlasoft Limited</b> – ceased to be a director with effect from January 14, 2024.</p> <p><b>DCB Bank Limited</b>- ceased to be a director with effect from March 21, 2023</p> <p><b>Cholamandalam Investment and Finance Company Limited</b> ceased to be a director with effect from October 31, 2022</p>