

20<sup>th</sup> February, 2020

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

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

**Sub: Annual Secretarial Compliance Report for the Financial Year ended 31.12.2019**

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with **SEBI Circular No. CIR/CFD/CMD1/27/2019** dated **8<sup>th</sup> February, 2019**, enclosed herewith Annual Secretarial Compliance Report for the year ended 31.12.2019 issued by M/s S N Ananthasubramanian & Co., Company Secretaries.

Kindly take the same on your records.

Thanking you,

Yours faithfully,  
**For Huhtamaki PPL Ltd.,**

  
**D V Iyer**  
**Company Secretary & Head – Legal**



Encl: a/a

## Huhtamaki PPL Ltd.

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

Reg Off: 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, C-38/39, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India.  
Tel No.: +91 (22) 6174 0400 Fax No: +91 (22) 6174 0401 / 2653 1310, CIN No: L21011 MH1950FLC145537, Website: [www.ppl.huhtamaki.com](http://www.ppl.huhtamaki.com)



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10/25-26, 2nd Floor, Brindaban,  
Thane (W) - 400 601  
T: +91 22 25345648 | +91 22 25432704  
E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

To,  
The Board of Directors,  
**Huhtamaki PPL Limited**  
**CIN: L21011MH1950FLC145537**  
12A-06, B-Wing, 13<sup>th</sup> Floor, Parinee Crescenzo,  
C-38/39, G-Block, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051.

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2019**

We have been engaged by **Huhtamaki PPL Limited** (hereinafter referred to as 'the Company') bearing CIN: **L21011MH1950FLC145537** whose equity shares are listed on National Stock Exchange of India Limited (Symbol: PAPERPROD) and BSE Limited (Security Code: 509820) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**  
**Partner**  
**FCS: 4206 | COP No.: 1774**



**17<sup>th</sup> February, 2020**

**Thane**



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**Company Secretaries**

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ICSI Unique Code: P1991MH040400

**Secretarial Compliance Report**

**Huhtamaki PPL Limited for the year ended 31<sup>st</sup> December 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Huhtamaki PPL Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> December, 2019** ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as there was no reportable event during the Financial year under review;**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





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- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as there was no reportable event during the Financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable as there was no reportable event during the Financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- **The Company has redeemed all the Non-convertible Debentures aggregating to Rs. 385 Crore listed on National Stock Exchange of India Limited together with Interest thereon on 20<sup>th</sup> December, 2019;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as there was no reportable event during the Financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under;
- With regard to SEBI Circular **CIR/CFD/CMD1/114/2019** dated **18<sup>th</sup> October, 2019** with respect to changes in terms of appointment of Statutory Auditors, the Company has confirmed that they will suitably amend the terms of the appointment of Statutory Auditors to be appointed for the period commencing from the Financial Year 2020 to give effect to the said circular.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records;





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**Company Secretaries**

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
			NIL	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.**

For S. N. ANANTHASUBRAMANIAN & CO.  
Company Secretaries  
ICSI Unique Code: P1991MH040400

*S. N. Ananthasubramanian*



**S. N. Ananthasubramanian**  
**Partner**  
**FCS: 4206 | COP No.: 1774**  
**Peer Review Cert No. : 606/2019**  
**ICSI UDIN: F004206A000552710**  
**Date : 17<sup>th</sup> February, 2020**  
**Place : Thane**