

17th April, 2018

<p>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 Ref: Security Code No.: 509820</p>	<p>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 Ref: PAPERPROD</p>
--	--

Sub: Notice Convening Annual General Meeting to be held on 8th May, 2018.

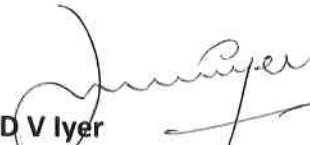
Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Please find enclosed herewith copy of Notice convening 68th Annual General Meeting of the Company to be held on Tuesday, 8th May, 2018 at 4.00 p.m.

Kindly take the same on your records.

Thanking You,

Yours Sincerely,
For Huhtamaki PPL Ltd


D V Iyer
Company Secretary & Head- Legal



Huhtamaki PPL Ltd. (Formerly **The Paper Products 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 / 5650

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

Huhtamaki PPL Limited

CIN: L21011MH1950FLC145537

Regd. Office: Unit No. 12A-06, B-Wing, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39,
"G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051

Email: investor.communication@ppl.huhtamaki.com. , website: www.ppl.huhtamaki.com

Contact No. 022 6174 0400 Fax – 022 61740401

NOTICE OF THE SIXTY EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Eighth Annual General Meeting of the members of Huhtamaki PPL Limited will be held on Tuesday, 8th May, 2018, 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 business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st December, 2017 together with the Reports of the Board of Directors and the Auditor's thereon.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Mr. Jukka Moisio (DIN: 02181396), who retires by rotation and being eligible offers himself for re-appointment.
4. To approve and ratify the appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 ("the Act") if any, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s R. Nanabhoy & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for financial year ending 31st December, 2018, at a remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only), plus applicable Goods and Service Tax and out of pocket expenses that may be incurred in the course of their audit, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, including any statutory modification(s) or re-enactment(s) thereof and pursuant to the recommendations of the Nomination & Remuneration Committee and Board of Directors and such other approvals/permissions as may be required to be obtained in this regard, approval of the Members is given to the re-appointment of Mr. A. Venkatrangan (DIN: 05294659) as the Managing Director of the Company, for the period 7th October, 2017 to 31st October, 2017, on the same terms and conditions relating to his previous term as Managing Director, including remuneration, as under–

(Amount in ₹)

I	I. Remuneration :
	a. Base Salary -
	i) Basic Salary: in the scale of ₹ 51,00,000/- to ₹ 1,02,00,000/- per annum.
	ii) Utilities Allowance: in the scale of ₹ 42,00,000/- to ₹ 86,40,000/- per annum.
	iii) Special Allowance: in the scale of ₹ 57,60,000/- to ₹ 1,20,00,000/- per annum.
	iv) Leave Travel Assistance: in the scale of ₹ 4,25,000/- to ₹ 8,50,000/- per annum.
	b. i) Bonus under the Management Incentive Programme (MIP) with a maximum of 40% of annual base salary (Aggregate of 1 to 3 above) per calendar year of service.
	ii) Special Incentive within the maximum limit of ₹ 75,00,000/- per calendar year of service.
	c. Annual Increment: as may be decided by the Board from time to time.

	d.	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.
	e.	The Company will reimburse the medical expenses for him and his family as per Company's policy.
	f.	The Company will pay Mediclaim insurance premium for him and his family as per Company's policy.
	g.	The membership of Club will be made available to meet business associates.
	h.	The Company will pay Personal accident insurance premium for him as per rules of the Company.
	i.	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.
	j.	Gratuity payable shall not exceed half month's basic salary for each completed year of service.
	k.	Leave entitlement and leave encashment as per rules of the Company.
II		Mr. A. Venkatrangan, is entitled to receive Phantom Stocks which shall not exceed in aggregate of 1,20,000 Phantom Stocks, over a period of 3 years or such adjusted numbers of such face value, as may be determined by the Board/Committee under Share Based Employee Benefit Scheme of the Company under the name and style of 'Huhtamaki PPL Limited Employee Phantom Stock Scheme 2015, ('PS Scheme') to be settled by way of payment, as per predetermined methodology, as may be decided by the Board/Nomination & Remuneration Committee.
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, 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 all actions done or caused to be done by Mr. A. Venkatrangan during the aforesaid period as the Managing Director be and is hereby ratified and that Board of Directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or any of the Key Managerial Personnel to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof and pursuant to the recommendations of the Nomination & Remuneration Committee and Board of Directors and such other approvals/permissions as may be required to be obtained in this regard, Dr. Arup Basu (DIN: 02325890), be and is hereby appointed as the Managing Director of the Company for a period of 5 (Five) years, with effect from 1st November, 2017 on the following terms & conditions :

I.	II. Remuneration :
	a. Base Salary i) Basic Salary: in the scale of ₹ 69,00,000/- to ₹ 1,38,00,000/- per annum. ii) House Rent Allowance: in the scale of ₹ 34,50,000/- to ₹ 69,00,000/- per annum. iii) Special Allowance: in the scale of ₹ 91,20,000/- to ₹ 1,82,40,000/- per annum. iv) Leave Travel Assistance: in the scale of ₹ 5,75,000/- to ₹ 11,50,000/- per annum.

b.	At the discretion of the Board of Directors of the Company (Board), the Company might pay Bonus under the Management Incentive Programme (MIP) with a maximum of 40% of annual base salary [80% of a (i) to a (iv) above] per calendar year of service or a proportionate part thereof for any incomplete year of service;
c.	At the discretion of the Board of Directors of the Company (Board), the Company might pay Special Incentive within the maximum limit of ₹ 1,25,00,000/- per calendar year of service;
d.	Annual Increment: As may be decided by the Board from time to time;
e.	The Company will provide him one car at Company's cost for official and personal use as per rules of the Company. Driver's salary will be reimbursed. Also a mobile (Handset will not be provided by the Company) for official use and telephone at residence. However, personal long distance calls on telephone shall be billed by the Company to appointee concerned;
f.	The Company will reimburse the medical expenses (in India and abroad) 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.	Corporate Club Membership of one club;
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, Leave entitlement and Leave Encashment as per rules of the Company;
l.	The employment can be terminated by either party by giving to the other party 90 days notice.
II.	The aggregate salary and perquisites in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the said Act.
III.	In the event of inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, perquisites and other allowances in excess of the limits prescribed under Section 197 of the Companies Act, 2013, for the time being in force, Dr. Arup Basu shall be paid remuneration in accordance with Schedule V of the Companies Act, 2013, and in case the Company is not able to comply with such provisions, remuneration will be paid with the previous approval of the Central Government.
IV.	Dr. Arup Basu is entitled to use car for his official/personal use under existing car leasing arrangement from his previous employer which is taken over by the Company, with the cost for lease rentals (or any increase thereof), including any related taxes & all costs pertaining to the said transfer and all running cost related to said car to be entirely borne by Dr. Arup Basu and no costs being charged to the Company. All expenses being incurred by the Company relating to the said lease will be entirely recovered from Dr. Arup Basu's salary. This arrangement is in addition to the car that the Company has agreed to provide to Dr. Basu as part of terms & conditions of his appointment.
V.	Dr. Arup Basu, Managing Director 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.
VI.	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 Dr. Arup Basu, Managing Director, 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, be and is hereby granted.
VII.	In the event the engagement with Dr. Arup Basu ceases to be the Managing Director of the Company he will also cease to be the Director of the Company forthwith.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter & vary the terms & conditions of his appointment & remuneration, within the overall limits as approved by the members in general meeting.

By Order of the Board of Directors
For **Huhtamaki PPL Limited**

Place: Mumbai
Date: 23rd March, 2018

D V Iyer
Company Secretary & Head - Legal
(ACS 13004)

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. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 27th April, 2018 to Tuesday, 8th May, 2018 (both days inclusive) for determining the shareholders who are entitled to receive dividend on equity shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as of Thursday, 26th April, 2018 as per details furnished by the Depositories for this purpose.
5. All correspondence relating to transfer of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agents (R&T Agents) only at their following address:

TSR Darashaw Ltd.

Address : 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E Moses Road,
Mahalaxmi, Mumbai, Maharashtra -400011
Tel: + 91 22 - 66568484 Fax : + 91 22 – 66568494
Website: www.tsrdarashaw.com, Email : csg-unit@tsrdarashaw.com

Unclaimed/Unpaid Dividend & Shares:

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remain unpaid or unclaimed for a period of 7 years from the date on which such dividend was due for the payment for the first time, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st December, 2010 or for any subsequent Financial Years are requested to send their claims to the Registrar and Share Transfer Agents of the Company at their address mentioned above as early as possible failing which it would be transferred to IEPF as per the tentative dates mentioned herein below:

Sr. No.	Financial Year	Tentative date of transfer to IEPF
1	2010	1 st June, 2018
2	2011	9 th June, 2019
3	2012	11 th June, 2020
4	2013	11 th June, 2021
5	2014	11 th June, 2022
6	2015	15 th June, 2023
7	2016	17 th July, 2023

Further, the Ministry of Corporate Affairs notified the IEPF Rules and amendment thereto. Pursuant to the provisions of the IEPF Rules read with Section 124(5) and Section 124(6) of the Companies Act, 2013, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to demat account of IEPF authority. It may be noted that once the unclaimed dividend/share is transferred to the IEPF as above, no claim shall lie in respect thereof with the Company. The Members/Claimants whose shares and unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on iepf.gov.in) along with requisite fee as decided by the Authority from time to time. Post making the online application the shareholder shall send the duly signed Form IEPF-5 along with requisite documents to the Registrar and Share Transfer Agents of the Company at their address mentioned above for verification of the claim and payment/transfer of the shares by IEPF Authority.

The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules and amendments thereto.

All corporate benefits on such shares viz Bonus shares, split of shares etc. including dividend shall be credited to the IEPF.

6. Members who hold shares in physical form -
 - a) are requested to inform R&T Agents of the Company, their email address, Permanent Account Number (PAN), if any, allotted to them by the Income Tax Authorities.
 - b) can avail the facility of nomination in the prescribed form. The nominee shall be the person in whom all rights of transfer shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is mentioned in the nomination form. The facility of nomination is not available to non-individual shareholders such as Societies, Trusts, Bodies Corporates, Partnership Firms, Kartas of Hindu Undivided Families and holders of Powers of Attorney. For further details members may please contact the Company's Secretarial Department at the Registered Office or the R&T Agents of the Company.
 - c) are requested to notify to the R&T Agents of the Company, any change in their addresses, quoting their folio numbers.
 - d) are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS), they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agents to enable them to print such details on the dividend warrants.
 - e) under multiple folios are requested to submit their application to R&T Agents for consolidation of folios into a single folio.
7. Members holding shares in dematerialised form:
 - a) may contact their Depository Participant(s) for recording nomination in respect of their shares;
 - b) are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records.
 - c) Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants;
 - d) Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
8. Members are requested to bring their copies of the Annual Report and attendance slip to the Annual General Meeting.
9. Route Map showing directions to reach to the venue of the 68th Annual General Meeting is given at the end of this Notice.
10. All Documents referred to in this Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 am to 12.00 noon up to the date of 68th Annual General Meeting.
11. The 68th Annual Report of the Company circulated to the Members, will be made available on the Company's website www.ppl.huhtamaki.com and also on the website of respective stock exchanges at www.bseindia.com and www.nseindia.com
12. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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:
 - (i) The voting period begins on Saturday, 5th May, 2018 at 10.00 a.m. and ends on Monday, 7th May, 2018 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 1st May, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
 - (ii) Shareholders who have already voted through remote e-voting would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com
 - (iv) Click on "Shareholders/Members" tab.
 - (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 or the demat account/folio 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Huhtamaki PPL Ltd> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten his password, then avail the option "forgot password" and reset the password.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians -
- Non-Individual shareholders/ Institutional members and custodians (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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on;
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote; and
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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:

1. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, 1st May, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or csg-unit@tsrdarashaw.com.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper / Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. “remote e-voting” or “Ballot Paper / Polling Paper”.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The Company has appointed Ms. Malati Kumar, Practising Company Secretary (COP 10980) or failing her Ms. Aparna Gadgil, Practising Company Secretary (COP 8430) of M/s S. N. ANANTHASUBRAMANIAN & CO., Company Secretaries, as Scrutinizer to scrutinize the voting and remote e-voting process and the voting at the Meeting in a fair and transparent manner.
5. The consolidated results of remote e-voting and voting at the meeting along with the Scrutinizers Report shall be placed on the Company’s website www.ppl.huhtamaki.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM 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. 5

The Board of Directors of the Company, on recommendations of the Audit Committee, approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 7464), as Cost Auditors to conduct audit of cost records of the Company for financial year ending 31st December, 2018.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor has to be approved by the members of the Company.

Accordingly, consent of the Members is being sought by way of an Ordinary Resolution as set out at item no. 5 of the Notice for approval of the remuneration amounting to ₹ 6,00,000/- (Rupees Six Lakhs only), plus applicable Goods and Service Tax and out of pocket expenses to the Cost Auditors.

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

None of the Directors or any of the Key Managerial Personnel including their relatives are concerned or interested in this resolution.

Item no. 6

Mr. A Venkatrangan was appointed as Managing Director of the Company for a period of 3 years and his term as Managing Director, expired on 6th October, 2017. The Board at its meeting held on 18th September, 2017, based on the recommendations of the Nomination and Remuneration Committee approved the re-appointment and remuneration of Mr. A. Venkatrangan as the Managing Director of the Company for the period 7th October, 2017 to 31st October, 2017, on the same terms & conditions, including remuneration, subject to approval of Members. The terms and conditions of Mr. A. Venkatrangan's appointment is as set out in the Ordinary Resolution contained in the Notice attached hereto. Further, Mr. A Venkatrangan had moved laterally within the Huhtamaki Group in the capacity of Vice President, Global Sourcing and Technology for the Flexible Packaging Segment, w.e.f. 1st November, 2017.

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

The Board recommends this resolution for ratification of the members of the Company as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in the passing of the said Ordinary Resolution.

Item no. 7

The Board at its meeting held on 18th September, 2017, based on the recommendations of the Nomination and Remuneration Committee approved the appointment of Dr. Arup Basu as Additional Director and designated him as the Managing Director of the Company w.e.f 1st November, 2017, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013. Dr. Arup Basu shall hold office up to the date of the Annual General Meeting to be held on 8th May, 2018. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director at the forthcoming Annual General Meeting of the Company.

Accordingly, it is proposed to appoint Dr. Arup Basu as a Director and Managing Director of the Company for a period of five years w.e.f. 1st November, 2017.

The terms and conditions of appointment of Dr. Arup Basu is as set out in the Ordinary Resolution contained in the Notice attached hereto.

Detailed information about Dr. Arup Basu is provided in Annexure to this notice.

The Board recommends this resolution for approval of the members of the Company as an Ordinary Resolution.

Dr. Arup Basu is interested in the resolution to the extent as it concerns his appointment. None of the other Directors, Key Managerial Personnel or their relatives are interested in the passing of the said Ordinary Resolution.

By order of the Board of Directors
For **Huhtamaki PPL Limited**

Place: Mumbai
Date: 23rd March, 2018

D V Iyer
Company Secretary & Head-Legal
(ACS 13004)

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

Profile of the Director being appointed/re-appointed as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 –

Name of Director	Mr. Jukka Moisio (DIN: 02181396)	Dr. Arup Basu (DIN: 02325890)	Mr. A. Venkatrangan (DIN: 05294659)
Date of Birth	04/05/1961	02/10/1967	22/02/1960
Date of Appointment	23/04/2008	01/11/2017	07/10/2017
Expertise in specific field	He has worked with Ahlstrom Corp (1991-2008) before joining Huhtamaki Oyj in the year 2008. He is holding the position of CEO and Chairman of Group Executive Team of Huhtamaki Oyj.	He has worked with Tata Chemicals Ltd (TCL) where he was holding the position of President and Chief Technology Officer and was responsible for new business, technology and innovation. At TCL, Dr. Arup Basu also served as the Chief Operating Officer of Chemicals – Indian Operations and also served as its Vice President of Manufacturing and Head of the Haldia Works, West Bengal. During this tenure, he was Member of Board for the Magadi Soda Company, Kenya and member of the Global Chemicals Council with manufacturing operations spread across Kenya, UK and USA. Prior to this Dr. Basu worked for Accenture, where he was responsible for business development and managing large-scale projects for clients in the industrial space. Before his tenure with Accenture, he worked in a variety of roles at the Indian Aluminium Company and at Tata Motors.	Mr. A. Venkatrangan has been with the Company since January, 1999 and has a total experience of 36 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.
Qualifications	He holds a Masters Degree in Science and Economics and MBA	He has a Ph.D in Technology, Composite Materials from the University of Manchester, Institute of Science and Technology (UMIST), UK, a Bachelors Degree in Material Science and Engineering from Imperial College, London, UK and a International Baccalaureate Diploma from United World College (UWC) of Atlantic, Wales, UK	Graduate in Commerce and MBA in Finance and Marketing.
Name of other companies in which he holds Directorship*	Nil	Nil	Nil
Name of other companies in which he holds Chairmanship/ Membership of Committees of Board\$	Nil	Nil	Nil
No. of shares held in the Company	Nil	Nil	5,000 shares (0.007%)
Relationship with other Directors	None	None	None

Note:

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

\$ includes Chairmanship/ membership of the Audit Committee and the Stakeholders Relationship Committee of only public limited companies, whether listed or not.

THIS PAGE IS INTENTIONALLY LEFT BLANK

Huhtamaki PPL Limited

CIN : L21011MH1950FLC145537

Regd. Office: Unit No. 12A-06, B-wing, 13th Floor, Parinee Crescenzo, Plot Nos.

C-38 & C-39, "G" Block, Behind MCA, BKC, Bandra (E), Mumbai – 400051

Email: investor.communication@ppl.huhtamaki.com, website: www.ppl.huhtamaki.com

Contact No. 022 6174 0400 Fax – 022 61740401

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) holding shares of Huhtamaki PPL 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/belhalf at the 68th Annual General Meeting of the Company, to be held on Tuesday, 8th May 2018, 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	For	Against
Ordinary Business			
1	Adoption of the Audited Financial Statements of the Company for the financial year ended December 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.		
2	Declaration of Dividend on equity shares.		
3	Re-appointment of Mr. Jukka Moisia as Director, who retires by rotation.		
4	Ratification of appointment of S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company.		
Special Business			
5	Approval of remuneration of Cost Auditors.		
6	Ratification of appointment of Mr. A. Venkatrangan as the Managing Director of the Company from 7 th October, 2017 to 31 st October, 2017.		
7	Appointment of Dr. Arup Basu as Managing Director of the Company w.e.f. 1 st November, 2017.		

As witness my/our hand(s) this ___ day of _____, 2018

Affix
 Revenue
 stamp of
 Re. 1/-

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 Annual General Meeting.
- (2) A proxy need not be a member of the Company.
- (3) * Applicable for shareholders holding shares in dematerialized form.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE

Location: Rama and Sundri Watumull Auditorium at Kishinchand Chellaram College

(K.C. College), 124, Dinshaw Wacha Road, Churchgate, Mumbai-400 020

Landmark: Oval Maidan

