

# 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 & Corp. 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

22<sup>nd</sup> June, 2016

BSE Limited  
Phiroze Jeejeeboy Towers  
Mumbai – 400 001  
**Security Code No – 509820**

National Stock Exchange of India Ltd  
Exchange Plaza Bandra Kurla Complex  
Bandra (East) Mumbai 400 051  
**Security Code PAPERPROD**

Dear Sir,

**Sub.: Proceedings/Outcome of the Court Convened Meeting (CCM) of the Equity Shareholders of the Company for approval of the Scheme of Arrangement of WEBTECH LABELS PRIVATE LIMITED with the Company held at 2.30 p.m. -**

**Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please take note that the Court Convend Meeting (CCM) of the Equity shareholders of the Company for approval of the Scheme of Arrangement of **WEBTECH LABELS PRIVATE LIMITED** with the Company was held on Tuesday, 21<sup>st</sup> June, 2016 at 2.30 p.m. at Rama & Sundri Watumull Auditorium, K. C. College Building, Vidyasagar Principal K. M. Kundhani Chowk, 124, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

Accordingly, please find enclosed herewith following disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

1. Proceedings of the Court Convened Meeting held @ 2.30 p.m. (Annexure A)
2. Scrutinizer Report on Consolidated Results dtd. 22<sup>nd</sup> June, 2016 (Annexure B)
3. Voting Results pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure C).

Please note that pursuant to the Report submitted by the Scrutinizer, the equity shareholders of the Company have approved the resolutions as per the Notice of the Court Convened Meeting, with requisite majority, as prescribed under applicable laws & as per the Order of the Hon'ble Bombay High Court.

You are requested to take the same on your records and acknowledge receipt.

For Huhtamaki PPL Limited

  
D.V. Iyer  
Company Secretary & Head – Legal



Encl: As above

Annexure A

**Proceedings/Outcome of the Court Convened Meeting (CCM) of the Equity Shareholders of the Company held on Tuesday, 21<sup>st</sup> June, 2016, at 2.30 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.**

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**Present:**

Mr. Suresh Gupta, Chairman  
Mr. Arunkumar Gandhi, Independent Director  
Mr. S. K. Palekar, Independent Director  
Mr. R. K. Dhir, Independent Director  
Mr. Nripjit Singh Chawla, Independent Director  
Mr. A. Venkatrangan, Managing Director

**In Attendance:**

Mr. D V Iyer, Company Secretary & Head- Legal  
Mr. Parag Vyavahare, Chief Financial Officer  
Mr Mahadevan Krishanan, S R B C & CO LLP, Statutory Auditors  
Mr. S. N. Ananthasubramanian, Practising Company Secretary – Scrutinizer  
Mr. Dara Kalyaniwala, Vice President - Investment Banking, PL Capital Markets Pvt. Ltd  
Mr. Yuvraj Choksey, Advocate - Veritas Legal  
Mr. Amrish Shah, Partner, E & Y  
Mr. Pinkesh Billimoria, Deloitte Haskins & Sells

95 members were present at the meeting in person and none by proxy. Requisite quorum being present, the Meeting commenced at 2.30 p.m. and Mr. Suresh Gupta, Chairman occupied the Chair and welcomed all the members to the Court Convened Meeting (CCM) of the Company.

The Chairman then introduced all the Board members on the dais. He further informed the members that the Statutory Registers, Proxy Register and documents for inspection pursuant to the said Scheme of Arrangement were available for inspection of the members, during the meeting.



The Chairman then informed the members that in compliance with the provisions of the Companies Act, 2013, the Company had provided to its members, the facility to exercise their right to vote on the business items to be transacted at the Court Convened Meeting, by electronic means (E-Voting), between 16<sup>th</sup> June, 2016 and 20<sup>th</sup> June, 2016, in proportion to their shareholding, as on the cut-off date of 14<sup>th</sup> June, 2016. He further informed that, members who have NOT cast their votes through e-voting can cast their votes through Ballot Forms, which have already been distributed to the members, after the resolutions have been moved. He further informed that members who have already voted through e-voting shall not be eligible to participate in the voting through ballot.

Further, the members were informed that the Company has appointed Mr. S. N. Ananthasubramanian & Co., Practising Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Chairman then took up the formal proceedings of the Court Convened Meeting and with the concurrence of the shareholders, the Notice of the said meeting was taken as read.

The Chairman thereafter called upon the members who would like to ask questions, seek clarifications pertaining to the agenda items as contained in the CCM and then answered all the queries/clarifications to the satisfaction of the members.

He then proceeded with the Agenda Items as per the Notice convening the CCM, as under, which was proposed and seconded by the members :

Sr. No.	Particulars	Type of Resolution	Mode of Voting
<b>Special Business :</b>			
1	Approval of Scheme of Arrangement between the Company and Webtech Labels Pvt Limited.	Special Resolution	E-Voting and Poll at CCM
2	Approval for Reduction of Securities Premium Account of Huhtamaki PPL Limited, pursuant to Scheme of Arrangement of Webtech Labels Pvt Ltd with the Company.	Special Resolution	E-Voting and Poll at CCM

  


The members present at the venue then cast their vote by ballot and after voting the Ballot Box was taken in custody by the Scrutinizer.

Further, he informed the members that the results of the Poll aggregated with results of e-voting will be placed on the website of the Company, [www.pplpack.com](http://www.pplpack.com) and also on the websites of National Stock Exchange of India Ltd (NSE), BSE Ltd., and Central Depository Services Limited (CDSL) "the Agency" appointed by the Company for facilitating e-voting, within 2 working days.

Having concluded the meeting, the Chairman then thanked all the members for their participation and the meeting concluded with a vote of thanks to the Chair.

**For Huhtamaki PPL Limited**

  
D V Iyer  
Company Secretary & Head – Legal



**S. N. ANANTHASUBRAMANIAN & CO.  
COMPANY SECRETARIES**

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 - email [сна@snaco.net](mailto:сна@snaco.net) - website [www.snaco.net](http://www.snaco.net)

**Consolidated Results**

Item No. 1: Approval of the proposed amalgamation and arrangement embodied in the Scheme of Amalgamation and Arrangement of Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders

Particulars	Remote e-Votes		Voting at the CCM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	28	44,65,948	55	5,00,26,623	83	5,44,92,571	99.71
Dissent	01	1,54,636	06	79	07	1,54,715	0.29
Total	29	46,20,584	61	5,00,26,702	90	5,46,47,286	100.00

Based on the aforesaid results, I report that, the Special Resolution as contained in Item No. 1 of the Notice dated 10<sup>th</sup> May, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P No. 10980

Date : 22<sup>nd</sup> June, 2016

Place : Thane



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**Consolidated Results**

Item No. 2: Reduction of the Securities Premium of Huhtamaki PPL Limited, pursuant to the Scheme of Amalgamation and Arrangement Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders.

Particulars	Remote e-Votes		Voting at the CCM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	28	46,60,249	55	5,00,26,623	83	5,46,86,872	100.00
Dissent	01	10	06	79	07	89	0.00
Total	29	46,60,259	61	5,00,26,702	90	5,46,86,961	100.00

Based on the aforesaid results, I report that, the Special Resolution as contained in Item No. 2 of the Notice dated 10<sup>th</sup> May, 2016, has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar

C.P No. 10980

Date : 22<sup>nd</sup> June, 2016

Place : Thane





HUHTAMAKI PPL LIMITED - Voting Results Court Convened Meeting (CCM) of the Company held on 21st June, 2016 at 2.30 p.m.

Date of the CCM	21st June, 2016 at 2.30 p.m.
Total number of shareholders on record date	14848
No. of shareholders present in the meeting either in person or through proxy:	95
Promoters and Promoter Group:	1
Public:	94
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NIL
Public:	NIL

Approval of Scheme of Arrangement of Webtech Labels Pvt Ltd with Huhtamaki PPL Limited Special									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		50,003,997	100.00	50,003,997	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Tab		0	0.00	0	0	0.00	0.00	
Public – Institutional holders	Total	50,003,997	50,003,997	100.00	50,003,997	0	100.00	0.00	
	E-Voting		4,605,644	92.01	4,451,008	154,636	96.64	3.36	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		5,005,366	0.00	0	0	0.00	0.00	
Public-Others	Tab		0	0.00	0	0	0.00	0.00	
	Total	5,005,366	4,605,644	92.01	4,451,008	154,636	96.64	3.36	
	E-Voting		14,940	0.08	14,940	0	100.00	0	
	Poll		22,705	0.13	22,626	79	99.65	0.35	
Total	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00	0.00	
	Tab		0	0.00	0	0.00	0.00	0.00	
	Total	17,702,571	37,645	0.21	37,566	79	99.79	0.21	
	Total	72,711,934	54,647,286	75.16	54,492,571	154,715	99.72	0.28	



Resolution 2 Approval of Reduction of Securities Premium of the Huhtamaki PPL Limited pursuant to scheme of Arrangement of Webtech Labels Pvt ltd with Huhtamaki PPL Limited.		Special									
Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100			
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00			
	Poll	50,003,997	50,003,997	100.00	50,003,997	0	100.00	0.00			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Tab		0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>50,003,997</b>	<b>50,003,997</b>	<b>100.00</b>	<b>50,003,997</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
Public – Institutional holders	E-Voting		4,645,319	92.81	4,645,319	0	100.00	0.00			
	Poll	5,005,366	0	0.00	0	0	0.00	0.00			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Tab		0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>5,005,366</b>	<b>4,645,319</b>	<b>92.81</b>	<b>4,645,319</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
Public-Others	E-Voting		14,940	0.08	14,930	10	99.93	0.07			
	Poll	17,702,571	22,705	0.13	22,626	79	99.65	0.35			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Tab		0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>17,702,571</b>	<b>37,645</b>	<b>0.21</b>	<b>37,556</b>	<b>89</b>	<b>99.76</b>	<b>0.24</b>			

