

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Huhtamaki PPL Limited**
 2. Quarter ending - **31-Dec-2017**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Suresh Gupta	00235354	AAJPG3254B	C & ED	20-Mar-1992			1	1	0
Mr.	Arun Kumar R Gandhi	00007597	AA DP G1145R	ID	31-Mar-2017		0.9	3	2	1
Mr.	Ramesh K. Dhir	00060141	AAC PD7458H	ID	31-Mar-2017		0.9	1	1	1
Mr.	S K Palekar	01723670	AF MP P7851H	ID	31-Mar-2017		0.9	2	2	1
Mr.	Nripjit Singh Chawla	00105481	AA GPC9915J	ID	31-Mar-2017		0.9	1	0	0
Ms.	Sukanya Kripalu	06994202	AA APK9658A	ID	07-May-2017		0.7	3	4	0
Mr.	Jukk	02	ZZZ	NED	23-Apr-			1	0	0

	a Mois io	18 13 96	ZZ9 999 Z		2008					
Mr.	Olli Kopo nen	07 37 09 27	ZZZ ZZ9 999 Z	NED	17-Dec- 2015			1	0	0
Mr.	Dr. Arup Basu	02 32 58 90	ABF PB4 604 F	ED	01-Nov- 2017			1	0	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Arunkumar R Gandhi	ID	Member
2	Suresh Gupta	C & ED	Member
3	S K Palekar	ID	Chairperson

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Ramesh K. Dhir	ID	Chairperson
2	S K Palekar	ID	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
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Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Olli Koponen	NED	Member
2	Arunkumar R Gandhi	ID	Chairperson
3	Sukanya Kripalu	ID	Member
4	Suresh Gupta	C & ED	Member
5	Nripjit Singh Chawla	ID	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
18-Sep-2017	07-Nov-2017	49
11-Aug-2017	19-Dec-2017	

IV. Meeting of Committees

Name of the committee	Date(s) of meeting of the committee in the relevant	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous	Maximum gap between any two consecutive (in number of days)
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	<i>quarter</i>		<i>quarter</i>	87
Audit Committee	07-Nov-2017	Yes	11-Aug-2017	
Nomination & Remuneration Committee	07-Nov-2017	Yes	12-Jul-2017	
Nomination & Remuneration Committee	07-Nov-2017	Yes	18-Sep-2017	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

Then report of previous quarter was placed before the Board at its meeting held on 7 November, 2017. The report for this quarter will be placed in ensuing Board Meeting

Name : **D V Iyer**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **D V Iyer**
Designation : **Company Secretary**