

13<sup>th</sup> May, 2022

<p>The Department of Corporate Services <b>BSE Limited</b> P J Towers, Dalal Street, MUMBAI – 400 001 Fax No.: (022) 2272 3121/3719/2037 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> <b>Ref: Security Code No.: 509820</b></p>	<p>Listing Department, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 Fax. No. (022) 26598237 / 8 <a href="mailto:cmlist@nseindia.com">cmlist@nseindia.com</a> <b>Ref: HUHTAMAKI</b></p>
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Dear Sir(s),

**Sub.: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Proceedings/Outcome of the 72<sup>nd</sup> Annual General Meeting (AGM) of the Company.**

Pursuant to Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations, we are submitting herewith the Proceedings/Outcome of the 72<sup>nd</sup> Annual General Meeting (“AGM”) of the Company held on Thursday, 12<sup>th</sup> May 2022 at 2.15 p.m. and concluded at 4.20 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM). – **Annexure A.**

The voting results of remote e-voting and e-voting during the AGM, on the resolutions Item Nos. 1 to 10 of the Notice of the AGM, will be forwarded separately on declaration of voting results, in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same will be placed on the website of the Company [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in) and also on the websites of National Stock Exchange of India Ltd (NSE), BSE Ltd., and National Securities Depository Limited (NSDL), “the Agency” appointed by the Company for facilitating remote e-voting and e-voting, within 48 hours of conclusion of this meeting. Further, the consolidated report of the Scrutinizer on remote e-voting prior & during the AGM shall also be submitted along with voting results.

You are requested to take the above information on your records.

**For Huhtamaki India Limited**

  
**D V Iyer**  
**Company Secretary & Legal Counsel**



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## Annexure A

**Proceedings/Outcome of the 72<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Thursday, 12<sup>th</sup> May 2022 at 2.15 p.m. by Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).**

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### Present:

Mr. Murali Sivaraman, Chairman  
Mr. Ashok Kumar Barat, Independent Director  
Ms. Seema Modi, Independent Director  
Mr. Sami Pauni, Non- Executive Director  
Mr. Marco Hilty, Non- Executive Director  
Mr. Stefan Lotz, Non- Executive Director

### By Invitation:

Mr. Jagdish Agarwal, Chief Financial Officer  
Ms. Ramya Mohan, VP General Counsel, Asia Pacific  
Mr. Amar Sunder, Partner, BSR & Co. LLP, Statutory Auditors  
Mr. S N Vishwanathan (Practicing Company Secretary of M/s S. N. Ananthasubramanian & Co.) – Scrutinizer

### In Attendance:

Mr. D V Iyer, Company Secretary & Legal Counsel

DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Thursday, 12 <sup>th</sup> May 2022 at 2.00 p.m.
2.	Total number of shareholders as of Cut-off date	<b>35,523</b> (As of Cut-off date i.e. 5 <sup>th</sup> May, 2022)
3.	No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Not Applicable
4.	No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public:	1 43



# Huhtamaki

Due to technical glitches and for want of quorum, the meeting commenced at 2.15 p.m. Mr. Murali Sivaraman, Chairman occupied the Chair and welcomed all the members to the 72<sup>nd</sup> Annual General Meeting of the Company. Requisite quorum being present, the Chairman called the meeting to order and started the proceedings of the meeting and then introduced all fellow Board members, Chief Financial Officer, Company Secretary and VP – General Counsel, Asia Pacific. He also made a note that representatives of Statutory Auditors and Secretarial Auditors of the Company were also present for the meeting. The Chairman then stated that pursuant to the exemptions given by the Ministry of Corporate Affairs (MCA) and SEBI, Companies have been allowed to conduct their AGM through Video Conference (VC)/Other Audio Visual Means (OAVM) during the calendar year 2022. Hence, this meeting was conducted through Video Conferencing facility.

The Chairman then informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for providing facility for dispatching Annual Reports and Notices electronically to the requisite shareholders, hosting this AGM through Video Conferencing facility and providing remote e-voting and e-voting facility at the AGM. The Chairman, further informed the members that in compliance with the provisions of the Companies Act, 2013/MCA and SEBI Circulars, the Company had provided the facility to exercise their right to vote on the business items to be transacted at the 72<sup>nd</sup> Annual General Meeting, by way of remote e-voting, between Monday, 9<sup>th</sup> May, 2022 starting at 9.00 a.m. and ending at 5.00 p.m. on Wednesday, 11<sup>th</sup> May, 2022, in proportion to their shareholding, as on the cut-off date i.e. Thursday, 5<sup>th</sup> May, 2022.

The Chairman informed that the Notice of the 72<sup>nd</sup> Annual General Meeting and Annual Report for the Financial Year ended 31<sup>st</sup> December 2021 has been sent by the Company on 13<sup>th</sup> April 2022, by electronic mode to those members, whose e-mail IDs were registered with the Company/Depositories. For those members, who have not registered their email address, hard copies of the Notice of the 72<sup>nd</sup> Annual General Meeting and Annual Report for the Financial Year ended 31<sup>st</sup> December 2021 have been sent at their registered address in permitted mode, which has been completed on 16<sup>th</sup> April 2022. The electronic and physical dispatches done in accordance with MCA and SEBI Circulars issued in this behalf, from time to time. Also, Notice of the 72<sup>nd</sup> AGM & Annual Report for the Financial Year ended 31<sup>st</sup> December 2021 had already been uploaded on the Company's website, [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in). Further, the same was also available on the website of BSE, NSE and NSDL.

The Chairman then informed the members that since holding of general meetings under the framework of VC/OAVM, where physical attendance of members has been dispensed with, there was no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by members was not available for this meeting. The members were further informed that Register of Directors and Key Managerial Personnel and Register of Contracts and Arrangements in which Directors are interested were made available for inspection at NSDL e-voting system at <https://www.evoting.nsdl.com>.

He further informed the members that only those members, who were present in the meeting through VC or OAVM facility and had not cast their votes on resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote at the AGM through e-voting facility. He further informed that the members may vote at their convenience during the course of the meeting.



At the request of the Chairman, Mr. Marco Hilty, Non-Executive Director and President – Flexible Packaging – Huhtamaki Group made a presentation to the members on the Company's performance during the Financial Year 2021.

Mr. D V Iyer, Company Secretary & Legal Counsel, then explained the members about the voting process and informed that the Company has appointed Ms. Malati Kumar, Practicing Company Secretary or failing her Ms. Ashwini Vartak, Practicing Company Secretary as the Scrutinizer for scrutinizing the remote e-voting and e-voting process. He further informed that the Company had registered 12 (Twelve) Speakers & then gave the instructions related to manner in which questions would be asked by the registered speakers.

The Chairman then asked Moderator to call upon the registered speakers, one by one, to ask their questions.

Before answering the questions raised by the speakers, the Chairman briefed the members on the resolutions, approval for which was being sought from the Members in the AGM :

Sr. No.	Agenda	Resolution required (Ordinary/Special)	Business (Ordinary/Special)	Mode of Voting
1.	Adoption of the Audited Financial Statements of the Company for the Financial Year ended December 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon;	Ordinary	Ordinary	Remote e-voting prior and during the AGM.
2.	Declaration of Dividend on Equity Shares @ Re. 1/- per equity share (50%).	Ordinary	Ordinary	Remote e-voting prior and during the AGM.
3.	Re- appointment of Mr. Sami Pauni (DIN: 08112919) as a Director.	Ordinary	Ordinary	Remote e-voting prior and during the AGM.
4.	Alteration in Articles of Association of the Company.	Special	Special	Remote e-voting prior and during the AGM.
5.	Payment of Commission to Independent Directors of the Company.	Ordinary	Special	Remote e-voting prior and

				during the AGM.
6.	Ratification of remuneration paid to Mr. Sudip Mall (DIN:01681697) as Managing Director.	Special	Special	Remote e-voting prior and during the AGM.
7.	Ratification of remuneration paid to Mr. Ranjeev Lodha (DIN:07478890) as Executive Director & Chief Financial Officer.	Special	Special	Remote e-voting prior and during the AGM.
8.	Ratification of Cost Auditors' Remuneration.	Ordinary	Special	Remote e-voting prior and during the AGM.
9.	Appointment of Mr. Marco Hilty (DIN:09332097) as a Non-Executive Director of the Company.	Ordinary	Special	Remote e-voting prior and during the AGM.
10.	Appointment of Mr. Stefan Lotz (DIN:09511913) as a Non-Executive Director of the Company.	Ordinary	Special	Remote e-voting prior and during the AGM.

The Chairman then answered the queries to the satisfaction of the members and also noted the suggestions and comments given by them. The Chairman then informed the members that e-voting was available for a period of 15 minutes from the conclusion of the AGM to those members who had still not voted on the resolutions and the meeting shall stand closed thereafter.

Further, he informed the members that the results of the remote e-voting aggregated with results of e-voting will be placed on the website of the Company, [www.flexibles.huhtamaki.in](http://www.flexibles.huhtamaki.in) and also on the websites of National Stock Exchange of India Ltd (NSE), BSE Ltd., and National Securities Depository Limited (NSDL) "the Agency" appointed by the Company for facilitating remote e-voting and e-voting, within 48 hours of conclusion of this meeting.



The Chairman then thanked all the members for taking their time out to join the 72<sup>nd</sup> AGM of the Company. He also thanked to all Directors and other invitees for attending the meeting, which concluded at 4.20 p.m.

**For Huhtamaki India Limited**



**D V Iyer**

**Company Secretary & Legal Counsel**

