

Notice of Annual General Meeting

Notice is hereby given that the 63rd Annual General Meeting of the Members of Akzo Nobel India Limited will be held on Monday, 14 August 2017 at 1400 hours at Hotel Hyatt Regency, JA-1, Sector III, Salt Lake City, Kolkata 700 098, to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statements for the year ended 31 March 2017 and the reports of the Directors and Auditors thereon.
2. To declare a Dividend on equity shares for the year ended 31 March 2017.
3. To appoint a Director in place of Mr Amit Jain who retires by rotation. Being eligible, he has offered himself for re-appointment as a Director of the Company. Accordingly, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“Resolved that Mr Amit Jain (DIN 01770475) be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”
4. To appoint Auditors for the year 2017-18 and to fix their remuneration and for this purpose to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“Resolved that M/s Price Waterhouse Chartered Accountants LLP, (ICAI FRN 012754N/ N500016), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual

General Meeting of the Company at the remuneration as given below:

Statutory audit ₹ 5.5 million

Statutory certification ₹ 1.8 million

In addition, reasonable out-of-pocket expenses and taxes as applicable may also be reimbursed to the Auditors on actuals. Any other fees for certification and other permissible services may be billed by the Auditors at such rates as may be agreed between the Auditors and the Company.”

Special Business

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

“Resolved that Mr Nihal Kaviratne CBE, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed a Director of the Company.”

“Resolved further that the vacancy, so created on the Board of Directors of the Company, be not filled.”
6. To ratify payment of remuneration to Cost Auditors: To consider and if thought fit, pass the following resolution as an ordinary resolution:

“Resolved that the remuneration of ₹ 0.75 million, in addition to reimbursement of travel and out-of-pocket expenses, to M/s Chandra Wadhwa & Co., Practicing Cost Accountants, holding registration number 00239 allotted by The Institute of Cost Accountants of India,

appointed as the Cost Auditors of the Company for the year 2017-18 by the Board of Directors, be and is hereby ratified.”

By order of the Board

Rajasekaran Guha
Company Secretary

Mumbai
18 May 2017

Registered office:
Geetanjali Apartment
8 B, Middleton Street
Kolkata 700 071

Notes

- i) **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him but the Proxy shall not have any right to speak at the meeting. A Proxy need not be a member of the Company.**

The Proxy form, in order to be effective, should be received at the registered office of the Company or at the office of its Registrar and Share Transfer Agent M/s C B Management Services (P) Ltd., (the 'RTA'), P-22, Bondel Road, Kolkata 700 019 not later than 48 hours before the commencement of the Meeting.

- ii) The Register of Members and Share Transfer books of the Company will remain closed from 8 August 2017 to 14 August 2017 both days inclusive.
- iii) Dividend, if approved at the Meeting, will be paid on or around 30 August 2017 by means of direct bank credit or dividend warrants;
- a. In respect of shares held in electronic form, to the beneficial owners of shares as on 7 August 2017 as per the downloads furnished to the Company by the depositories for this purpose;
- b. In respect of shares held in physical form, to those members whose names appear on the Company's Register of Members after giving effect to all valid stock transfers lodged with the Company before closing hours on 7 August 2017.
- iv) As per current SEBI Regulations, dividend is required to be credited to shareholders using any of the electronic modes of payment approved by the Reserve Bank of India, wherever the requisite details/mandates have been provided by the Members. Members who

are yet to provide their bank details are requested to send the details of their bank account (account number, bank name, bank address, MICR Code and IFSC Code) to their Depository Participants (in case of shares held in dematerialized form) or to the RTA (in case of shares held in physical form) at the earliest.

- v) Members holding shares in physical form and are desirous of making nomination in terms of Section 72 of the Companies Act, 2013, may write to the RTA for the prescribed form.
- vi) Members/Proxy holders must bring the Attendance Slip to the Meeting and hand it over at the entrance, duly signed. A blank format is appended to the Annual Report.
- vii) Members who wish to obtain any information on the Company or the Accounts may visit the Company's website: www.akzonobel.co.in or may send their queries at least 10 days before the date of the Meeting to the Company Secretary at the Company's Corporate Office at DLF Epitome, Tower A, 20th Floor, Cyber City, DLF Phase III, Gurgaon 122 002.
- viii) Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund. Shareholders who have not encashed the dividend warrants so far, for the financial year ended 31st March 2010 or any subsequent financial years, are requested to send un-encashed dividend warrants, to the RTA for necessary action. Separate intimations have been sent to those Members whose dividend warrants remain outstanding as on 31 March 2017.

Further, pursuant to Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which have become effective from 28 February 2017, all shares in respect of which dividend has remained unpaid or unclaimed for 7 consecutive years are liable to be transferred to the IEPF Authority.

Once the aforesaid shares/dividend are transferred to IEPF, the concerned shareholders can claim both the unclaimed dividend and the shares from the IEPF Authority by making an application in the prescribed form and manner to the IEPF Authority.

- ix) Pursuant to section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

Complete details of e-voting are annexed to this notice.

Brief profile of Directors to be appointed/ re-appointed

Item No. 3

Mr Amit Jain

Mr Amit Jain is a business professional with three decades of experience in leadership roles across Asia & Europe. He served as the Managing Director of ICI India & Akzo Nobel India from 2009-2013 and is continuing on the Board as a Non-Executive Director since 2014. He is a member of the Audit and Nomination & Remuneration Committees of the Board.

Mr Amit Jain started his career in ICI. He has since served in leadership roles, both in Coca-Cola across Asia and Viacom/ MTV Asia. Effective 2014, he is the Managing Director for AkzoNobel Decorative Paints business in North & Western Europe, and operates out of Amsterdam.

Mr Amit Jain holds a management degree from the FMS, Delhi and has attended an Advanced Management Program from the Wharton Business School. An avid reader, wildlife photographer and golfer, Mr Jain is passionate about sustainability and wildlife conservation.

Apart from Akzo Nobel India Limited, Mr Jain is the Chairman/ Director on the boards of ICI India Research & Technology Centre and Navya Advisors Pvt Ltd.

Mr. Jain is not related to any Director of the Company, nor does he hold any shares of the Company.

The Board recommends the resolution for approval by the shareholders. Except Mr Amit Jain, no other Director has any interest or concern in this resolution.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of 'Special Business'

Item No. 5

Mr N Kaviratne CBE joined the Company's Board in March 2009 as a non executive director and nominated as the Chairman with effect from 1 October 2010. He is also member of the Nomination & Remuneration Committee.

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr Kaviratne is due to retire by rotation at this meeting. However, he has not offered himself for re-election due to other commitments, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled.

The Board recommends the resolution for approval by the shareholders. None of the Directors has any concern or interest in this resolution.

Item No. 6

Payment of Remuneration to Cost Auditors

The Board, at its meeting held on 18 May 2017, appointed M/s Chandra Wadhwa & Co., practicing cost accountants, holding registration number 00239 allotted by The Institute of Cost Accountants of India, as cost auditors of the Company, in terms of section 148 of the Companies Act 2013 and fixed a sum of ₹ 0.75 million as remuneration payable, for the financial year 2017-18.

The remuneration, as recommended above is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Companies Act, 2013.

The Board recommends the resolution for ratification by the shareholders. None of the Directors has any concern or interest in this resolution.