



Akzo Nobel India Limited

CIN: L24292WB1954PLC021516

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NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 AND SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2016

Dear Members,

NOTICE is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the “**Management Rules**”), and other applicable provisions, if any, that the resolutions appended below are proposed to be passed by the members of the Company (the “**Members**”) through postal ballot / electronic voting.

Explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the reasons therefor, is appended along with a postal ballot form. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr Atul Kumar Labh (FCS-4848/CP-3238) and failing him, Mr. Asit Kumar Labh (ACS-32891/CP-14664) of M/s A.K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Management Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of voting by electronic means (“**e-voting**”) as an alternate mode of voting to all Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited

(“**NSDL**”) as its agency for providing e-voting facility to the Members of the Company. The period for voting through physical Ballot and e-voting starts from September 27, 2018 at 9.00 am IST and ends on October 26, 2018 at 5.00 pm IST.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope to reach the Scrutinizer not later than 17:00 hours IST on October 26, 2018. Postage will be borne and paid by the Company. Postal Ballot Form(s) by any other mode, (e.g. by courier etc.) if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the Member. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced by the Chairman or in his absence by any of the Directors duly authorised by the Company or in their absence by the Company Secretary of the Company on or before October 28, 2018 at the Registered Office of the Company. The results of the postal ballot along with the Scrutinizer’s Report will be displayed at the Registered Office of the Company and communicated to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website (www.akzonobel.co.in) and on the website of NSDL (i.e. www.evoting.nsdl.com).

The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

Resolutions

Item no. 1 – Appointment of Mr Hemant Sahai as an Independent Director

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

RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr Hemant Sahai (DIN: 00088238) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 3, 2018 to August 2, 2023, and that he shall not be liable to retire by rotation.

Item no. 2 – Appointment of Mr Rajiv Rajgopal as the Managing Director

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

RESOLVED THAT, pursuant to the provisions of sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), if any, approval of Members of the Company be and is hereby accorded to the appointment of Mr Rajiv Rajgopal (DIN: 06685599) as the Managing Director of the Company for a period of five (5) years from November 1, 2018 to October 31, 2023, not liable to retire by rotation, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

Item no. 3 – Appointment of Mr Rajasekaran Guha as a Whole-time Director

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

RESOLVED THAT, pursuant to the provisions of sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the appointment of Mr Rajasekaran Guha (DIN: 00160830) as a Whole-time Director of the Company, liable to retire by rotation, for the period 10 September 2018 to 8 February 2019, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

By Order of the Board of Directors
For **Akzo Nobel India Limited**

Rajasekaran Guha
Company Secretary
Membership No.: ACS 3838

Place: Gurugram
Date: September 7, 2018

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out material facts in respect of the Resolutions to be passed through postal ballot/e-voting is annexed hereto along with Postal Ballot Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the register of members/list of beneficial owners, as on the close of working hours on September 14, 2018 ("**Cut Off Date**"), as received from NSDL and Central Depository Services (India) Limited ("**CDSL**") and those members holding physical shares, whose details as available with the Company/ the registrar and share transfer agent. Any person who is not a Member of the Company as on date specified above shall treat the Notice for information purposes only.
3. Members who have registered their e-mail IDs with depositories / with the Company/ with the registrar and share transfer agent are being sent this Notice by e-mail and the Members who have not registered their e-mail IDs will receive Notice along with the Postal Ballot Form by Registered Post or any other prescribed mode.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor.india@akzonobel.com or rta@cbmsl.com. The registrar and share transfer agent/ Company shall forward the same along with self-addressed postage-prepaid business reply envelope to the Member.
5. A Member cannot exercise his vote by proxy on postal ballot.
6. In case of any grievance / clarification about the postal ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company Secretary at the contact details given hereinabove or at investor.india@akzonobel.com.
7. The Notice and Postal Ballot Form are also placed on the website of the Company, www.akzonobel.co.in and website of NSDL www.evoting.nsdl.com.
8. Instructions for voting are given at the end of this Notice.

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EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Notice

Item no. 1 – Appointment of Mr Hemant Sahai as an Independent Director

The Board, at its meeting held on August 2, 2018, appointed Mr Hemant Sahai as an Additional Director of the Company with effect from August 3, 2018, pursuant to Section 161 of the Companies Act, 2013, with the intent to nominate him as an Independent Director for a five year term subject to approval of the Members. The Company has also received (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013 and (iv) intimation to the effect that he is not disqualified from being appointed a Director of a Listed company in terms of SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and (v) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr Hemant Sahai fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent.

The resolution seeks the approval of Members for the appointment of Mr Hemant Sahai as an Independent Director of the Company up to August 2, 2023 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The Board recommends the resolution set forth in item no. 1 for the approval of the Members.

Item no. 2 – Appointment of Mr Rajiv Rajgopal as the Managing Director

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on September 7, 2018, appointed Mr Rajiv Rajgopal with the intent to designate him as the Managing Director for a period of five years with effect from November 1, 2018 to October 31, 2023, subject to approval of the Members.

As per the Articles of Association of the Company, the Managing Director is not subject to retirement by rotation during his tenure of appointment.

The Company has received from Mr Rajiv Rajgopal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013 and (iv) intimation to the effect that he is not disqualified from being appointed a Director of a Listed company in terms of SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

The key terms and conditions of appointment as the Managing Director of the Company to be reflected in the Agreement between the Company and Mr Rajiv Rajgopal are as follows :

1. Term

From November 1, 2018 to October 31, 2023, subject to the rules of the Company.

2. Emoluments

Mr Rajiv Rajgopal shall be entitled to receive from the Company the following remuneration, subject to the overall limits specified herein and as laid down in sections 197 and 198 of the Companies Act, 2013:

a) Base Salary

Total Base Salary: INR 12,790,698/- per annum including Basic Salary of INR 6,395,349/- per annum.

The Board or the Nomination & Remuneration Committee of the Board may review and determine from time to time grant of/revision in the salary and allowances during the term of his appointment. He shall also be entitled to such other allowances as per the rules of the Company and as approved by the Board or the Nomination & Remuneration Committee of the Board.

b) Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan)

As may be approved by the Board for each financial year based on the net profit of the Company for that year, computed in the manner laid down in section 198 of the Act and after considering all relevant circumstances.

Max Variable Pay (as % of Base salary) - at target is 30% and Max is 55.5%.

Mr Rajiv Rajgopal will be eligible to participate in the Restricted Share Plan for Executives of Akzo Nobel NV as may be notified from time to time, as applicable.

c) **Perquisites**

The following perquisites would be provided by the Company, subject to tax as applicable:

- i) **Accommodation:** Provision of residential accommodation subject to the Rules of the Company.
- ii) **Car and Telephone:** Provision of car for use on Company's business and telephone at residence as per rules of the Company. These will not be considered as perquisites.
- iii) **Contribution to Retiral Benefit Funds**
 - a) Mr Rajiv Rajgopal will continue to be a member of the Alkali & Chemical Corporation of India Provident Fund with the Company's contribution not exceeding the limit permissible under law (currently 12% of Basic salary).
 - b) Mr Rajiv Rajgopal will be entitled to pension benefits in accordance with the Pension Fund Rules applicable to the Company's Management Staff, but the contributions therefor shall not, together with the Company's contribution to the Provident Fund, exceed the maximum limit permissible under law.
 - c) Mr Rajiv Rajgopal will be entitled to gratuity in accordance with the Gratuity Fund Rules applicable to the Company's Management staff not exceeding half a month's salary for each completed year of service.
- iv) **Club Fees:** Fees of a maximum of one club.
- v) **Leave:** Leave on full pay and allowances, as per rules of the Company, but not exceeding 22 days leave for every 12 months of service.
- vi) **Encashment of Leave:** In accordance with the Company's rules.
- vii) **Medical Benefits:** Reimbursement of expenses actually incurred for self and family.
- viii) **Personal Accident/Medical Insurance:** As per Company policy.

For calculating the monetary value of the perquisites, they shall be valued as per Income Tax Rules wherever applicable and in the absence thereof, at cost.

Mr Rajiv Rajgopal shall have the option to forego any of the perquisites as above and opt for an allowance in lieu thereof, as per rules of the Company and as approved by the Board.

The Board may review and determine from time to time any revision and/or modification in the above perquisites during the tenure of his appointment.

The aforesaid remuneration shall be subject to the limit of Rs 2.5 million per month plus perquisites and Commission/ Annual Bonus/ Deferred Performance Pay (Long Term Incentive Plan), which taken together shall not exceed 250% of the aforesaid limit, as specified in the resolution approved by the shareholders at the Annual General Meeting held on 22 July 2011.

For the purpose of calculating the ceiling as above, encashment of leave at the end of tenure, expenses on account of car and telephone for official duties, Company's contribution to Retiral Benefit Funds to the extent not taxable under the Income Tax Act, shall not be taken into account.

3. The Board while approving any change in the remuneration of Mr Rajiv Rajgopal in his Base Salary, Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan) and Perquisites, may take into account the recommendations of the Nomination & Remuneration Committee.

4. **Minimum Remuneration**

In the event of absence or inadequacy of profit of the Company in any financial year, Mr Rajiv Rajgopal will be entitled to receive such minimum remuneration as is permissible under the provisions of the Act.

5. **Termination**

The Agreement provides that either party may terminate the appointment by giving to the other three months' previous notice in writing or such other shorter period as may be mutually agreed between the Board and Mr Rajiv Rajgopal.

6. **Duties and Obligations**

The Agreement also sets out the duties and obligations of Mr Rajiv Rajgopal.

7. **Sitting Fees**

Mr Rajiv Rajgopal will not be entitled to receive Sitting Fees from the Company for attending Meetings of the Board of Directors or any Committee thereof.

8. **Approval of the Company**

Mr Rajiv Rajgopal's appointment as the Managing Director and the remuneration payable to him, as aforesaid, is subject to the approval of the Members and to the extent any of the provisions herein are inconsistent with or contrary to the terms of such approval, the latter shall prevail.

If and when this Agreement expires or is terminated for any reason whatsoever, Mr Rajgopal will cease to be the Managing Director and also cease to be Director of the Company. If at any time, Mr Rajgopal ceases to be Director

of the Company for any reason whatsoever, he will cease to be the Managing Director and this agreement will forthwith terminate. If at any time, Mr Rajgopal ceases to be in the employment of the Company for any reason whatsoever, he will cease to be Director and Managing Director of the Company.

The resolution seeks the approval of the Members in terms of sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr Rajiv Rajgopal as the Managing Director effective November 1, 2018.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest, if any, as shareholders of the Company.

The Board recommends the resolution set forth in item no. 2 for the approval of Members.

Item no. 3 – Appointment of Mr Rajasekaran Guha as a Whole-time Director

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on September 7, 2018 appointed Mr Rajasekaran Guha as an Additional Director with the intent to designate him as a Whole-time Director for the period September 10, 2018 to February 8, 2019, subject to approval of the Members.

The Company has received from Mr Rajasekaran Guha (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and other applicable provisions of the Companies Act, 2013 and (iv) intimation to the effect that he is not disqualified from being appointed a Director of a Listed company in terms of SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018.

The key terms and conditions of appointment as a Whole-time Director of the Company to be reflected in the Agreement between the Company and Mr Rajasekaran Guha are as follows:

1. Term

From September 10, 2018 to February 8, 2019, subject to the rules of the Company.

2. Emoluments

Mr Rajasekaran Guha shall be entitled to receive from the Company the following remuneration, subject to the overall limits specified herein and as laid down in sections 197 and 198 of the Companies Act, 2013:

- a) **Base Salary**
Total Base Salary: INR 7,975,813/- per annum including Basic Salary of INR 2,675,881/- per annum.

The Board or the Nomination & Remuneration Committee of the Board may review and determine from time to time grant of/revision in the salary and allowances during the term of his appointment. He shall also be entitled to such other allowances as per the rules of the Company and as approved by the Board or the Nomination & Remuneration Committee of the Board.

- b) **Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan).**

As may be approved by the Board for each financial year based on the net profit of the Company for that year, computed in the manner laid down in section 198 of the Act and after considering all relevant circumstances.

Max Variable Pay (as % of Base salary) - at target is 20% and Max is 34%.

- c) **Perquisites**

The following perquisites would be provided by the Company, subject to tax as applicable:

- i) **Accommodation:** Provision of residential accommodation subject to the Rules of the Company.

- ii) **Car and Telephone:** Provision of car for use on Company's business and telephone at residence as per rules of the Company. These will not be considered as perquisites.

- iii) **Contribution to Retiral Benefit Funds**

- a) Mr Rajasekaran Guha will continue to be a member of the Alkali & Chemical Corporation of India Provident Fund with the Company's contribution not exceeding the limit permissible under law (currently 12% of the Basic salary).

- d) Mr Rajasekaran Guha will be entitled to pension benefits in accordance with the Pension Fund Rules applicable to the Company's Management Staff, but the contributions therefor shall not, together with the Company's contribution to the Provident Fund, exceed the maximum limit permissible under law.

- e) Mr Rajasekaran Guha will be entitled to gratuity in accordance with the Gratuity Fund Rules applicable to the Company's Management staff not exceeding half a month's salary for each completed year of service.

- iv) **Club Fees:** Fees of a maximum of one club.

- v) **Leave:** Leave on full pay and allowances, as per rules of the Company, but not exceeding 22 days leave for every 12 months of service.

- vi) **Encashment of Leave:** In accordance with the Company's rules.
- vii) **Medical Benefits:** Reimbursement of expenses actually incurred for self and family.
- viii) **Personal Accident/Medical Insurance:** As per Company policy.

For calculating the monetary value of the perquisites, they shall be valued as per Income Tax Rules wherever applicable and in the absence thereof, at cost.

Mr Rajasekaran Guha shall have the option to forego any of the perquisites as above and opt for an allowance in lieu thereof, as per rules of the Company and as approved by the Board.

The Board may review and determine from time to time any revision and/or modification in the above perquisites during the tenure of his appointment.

The aforesaid remuneration shall be subject to the limit of Rs 1.2 million per month plus perquisites and Commission/ Annual Bonus/ Deferred Performance Pay, which taken together shall not exceed 250% of the aforesaid limit, as specified in the resolution approved by the shareholders at the Annual General Meeting held on 22 July 2011.

For the purpose of calculating the ceiling as above, encashment of leave at the end of tenure, expenses on account of car and telephone for official duties, Company's contribution to Retiral Benefit Funds to the extent not taxable under the Income Tax Act, shall not be taken into account.

3. The Board while approving any change in the remuneration of Mr Rajasekaran Guha in his Base Salary, Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan) and Perquisites, may take into account the recommendations of the Nomination & Remuneration Committee.

4. **Minimum Remuneration**

In the event of absence or inadequacy of profit of the Company in any financial year, Mr Rajasekaran Guha will be entitled to receive such minimum remuneration as is permissible under the provisions of the Act.

5. **Termination**

The Agreement provides that either party may terminate the appointment by giving to the other three months' previous notice in writing or such other shorter period as may be mutually agreed between the Board and Mr Rajasekaran Guha.

6. **Duties and Obligations**

The Agreement also sets out the duties and obligations of Mr Rajasekaran Guha.

7. **Sitting Fees**

Mr Rajasekaran Guha will not be entitled to receive Sitting Fees from the Company for attending Meetings of the Board of Directors or any Committee thereof.

8. **Approval of the Company**

Mr Rajasekaran Guha's appointment as a Wholetime Director and the remuneration payable to him, as aforesaid, is subject to the approval of the Members and to the extent any of the provisions herein are inconsistent with or contrary to the terms of such approval, the latter shall prevail.

If and when this Agreement expires or is terminated for any reason whatsoever, Mr Guha will cease to be the Wholetime Director and also cease to be Director of the Company. If at any time, Mr Guha ceases to be Director of the Company for any reason whatsoever, he will cease to be the Wholetime Director and this agreement will forthwith terminate. If at any time, Mr Guha ceases to be in the employment of the Company for any reason whatsoever, he will cease to be Director and Wholetime Director of the Company.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr Rajasekaran Guha as a Whole-time Director effective September 10, 2018.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest, if any, as shareholders of the Company.

The Board recommends the resolution set forth in Item no. 3 for the approval of Members.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, October 26, 2018.

By Order of the Board of Directors
For **Akzo Nobel India Limited**

Rajasekaran Guha
Company Secretary
Membership No.: ACS 3838

Place: Gurugram
Date: September 7, 2018

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

	Mr Hemant Sahai	Mr Rajiv Rajgopal	Mr Rajasekaran Guha
Personal profile/ Qualifications/ Experience	<p>Mr Hemant Sahai is the Founding Partner of the law firm HSA Advocates.</p> <p>Mr Sahai has done his B Com (H) and LLB from Delhi University. He has served as adviser to several working groups and committees formed by top government bodies/institutions including certain extra ministerial policy advisory bodies from time to time.</p> <p>Mr. Sahai was recently recognised as one of the top 100 lawyers in India by a leading international publication - IBLJ and was also awarded the "Infrastructure Lawyer of the Year" by a reputed international legal publication – "American Lawyer's Emerging Markets Awards", in Singapore.</p>	<p>Mr Rajiv Rajgopal is a Chemical Engineer from University of Mumbai and MMS (Marketing) from SP Jain, Mumbai of the 1993 Batch. He has attended programs at INSEAD Singapore and Harvard Business School and Centre for Creative Leadership.</p> <p>Mr Rajgopal joined AkzoNobel in 2013 as Head of Sales and Marketing, Decorative Paints, AkzoNobel India and was appointed Country General Manager India in 2014.</p> <p>Mr Rajgopal has been the Regional Director, Performance Coatings, Middle East & Africa since January 2017 and serves on the Boards of several AkzoNobel group companies in the Middle-East and Africa.</p> <p>Prior to joining AkzoNobel India, Mr Rajgopal worked as the CEO - Broadband & Data at Airtel India. He has also worked with multinational organizations such as Hindustan Unilever and BP/ Castrol India primarily in Sales, Marketing and Business Leadership roles.</p>	<p>Mr Rajasekaran Guha is a finance and corporate professional and has qualifications on Chartered Accountancy, Management Accountancy and Corporate Secretary-ship, after graduating from the University of Madras.</p> <p>Mr Guha joined the company in 1983 and has handled several aspects of finance, control and governance functions in a career spanning over three decades. Prior to joining the Board, he was the Company Secretary and General Manager - Corporate Affairs with responsibility in areas of:</p> <ul style="list-style-type: none"> • Corporate Governance • Investor Relations • CSR • Risk Management & Corporate Treasury. <p>Over the years, Mr Guha has played key role in the mergers, acquisitions, share buybacks and business re-structuring to support the corporate objective of becoming a focused Paints and Coatings company.</p>
Age	55 years	51 years	59 years
Nature of expertise in specific functional areas	Law	Sales & Marketing and Business Management	Finance & Corporate Governance
Inter-se relationships between directors and Key Managerial Personnel	Nil	Nil	Nil

	Mr Hemant Sahai	Mr Rajiv Rajgopal	Mr Rajasekaran Guha
Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Key terms and conditions of appointment	As per the resolution at item no. 1 of this Notice read with the explanatory statement thereto.	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto.	As per the resolution at item no. 3 of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	Mr Hemant Sahai will be paid sitting fees of Rs 50,000 per meeting for attending Board/ Committee meetings and commission as approved by the Board/ shareholders from time to time.	As per the resolution at item no. 2 of this Notice read with the explanatory statement thereto	As per the resolution at item no. 3 of this Notice read with the explanatory statement thereto
Date of first appointment on board, last drawn remuneration and number of board meetings attended	It is proposed to appoint Mr Hemant Sahai as Director for his first term on the Board of the Company; hence these details are not applicable.	It is proposed to appoint Mr Rajiv Rajgopal as Director for his first term on the Board of the Company; hence these details are not applicable.	It is proposed to appoint Mr Rajasekaran Guha as Director for his first term on the Board of the Company; hence these details are not applicable.

By Order of the Board of Directors
For **Akzo Nobel India Limited**

Rajasekaran Guha
Company Secretary
Membership No.: ACS 3838

Place: Gurugram
Date: September 7, 2018

INSTRUCTIONS FOR VOTING

- For the purpose of offering e-voting facility, the Company has entered into an agreement with NSDL. e-voting is optional for Members. A Member who wishes to vote by Postal Ballot Form (instead of e-voting) can use the enclosed Postal Ballot Form or download it from akzonobel.co.in.

A. Casting of Vote in Electronic Form (e-voting)

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- The remote e-voting period commences on 27.09.2018 (9:00 am) and ends on 26.10.2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- The process and manner for remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b)	For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.

- c) How to retrieve your “initial password”?
 - (i) If your email ID is registered in your demat account or with the company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.
 - (ii) If your email ID is not registered, your “initial password” is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 6. Upon confirmation, the message “Vote cast successfully” will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines to Members

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- d. 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 may obtain the login ID and password by sending a request to evoting@nsdl.co.in or rta@cbmsl.com.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

B. Casting of Vote through Postal Ballot Form

- (1) Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self addressed postage prepaid envelope.
 - (2) The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
 - (3) The Member need not use all the votes nor needs to cast all the votes in the same way.
2. Kindly note that the Members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote by Postal Ballot Form also and vice versa. However, in case a Member has voted both by Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
 3. The Scrutinizer's decision on the validity of the postal ballot will be final.
 4. The period for voting through physical Ballot and e-voting starts from September 27, 2018 at 9.00 am IST and ends on October 26, 2018 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by NSDL.
 5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
 6. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours (5.00 pm IST) on October 26, 2018. No other request / details furnished in the self-addressed envelope will be entertained. The Postal Ballot Forms received after close of working hours (5.00 pm IST), will be treated as if the same has not been received from the Member.
 7. The Scrutinizer will submit his report, to the Chairman or in his absence to any other person authorized by him, after completion of scrutiny of postal ballot in a fair and transparent manner. The Scrutinizer's report will be displayed on the Company's website: akzonobel.co.in. The results of the postal ballot will be announced on or before October 28, 2018 and will be displayed at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: akzonobel.co.in and website of NSDL.
 8. The last date specified by the Company for receipt of the duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
