

## REPORT OF SCRUTINIZER [E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

**The Chairman**  
**Akzo Nobel India Limited**  
**“Geetanjali Apartment”, 1<sup>st</sup> Floor,**  
**8-B, Middleton Street,**  
**Kolkata-700 071**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 60<sup>th</sup> Annual General Meeting of the members of “**Akzo Nobel India Limited**” (“*Company*”) to be held on Monday, 11<sup>th</sup> August, 2014 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700 017 at 2.30 PM for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (3) (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM IST on Monday, the 4<sup>th</sup> day of August, 2014 up to 6.00 PM IST on Wednesday, 6<sup>th</sup> day of August, 2014.
2. The Shareholders holding shares as on the “cut off” date, i.e. 20<sup>th</sup> day of June, 2014 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the notice dated 16<sup>th</sup> day of May, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 7<sup>th</sup> day of August, 2014 around 3.00 PM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>)
5. The result of the e-voting [EVEN : 100412] is as under:

<A> **ORDINARY BUSINESS ::**

**a) Resolution 1**

***Adoption of Financial Statements for the year ended 31.03.2014***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,50,97,723	3,50,97,651 (99.99%)	72 (0.01%)	Carried by Majority

**b) Resolution 2**

***Declaration of Dividend***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,609	3,57,59,537 (99.99%)	72 (0.01%)	Carried by Majority

**c) Resolution 3**

***Re-appointment of Mr. Nihal Kaviratne CBE as a Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,559	3,57,59,441 (99.99%)	118 (0.01%)	Carried by Majority

**d) Resolution 4**

***Re-appointment of Mr. Robert Molenaar as a Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,463	3,56,66,758 (99.74%)	92,705 (0.24%)	Carried by Majority

**e) Resolution 5**

***Appointment of Dr. Sanjiv Misra as an Independent Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,307	3,54,44,886 (99.12%)	3,14,421 (0.88%)	Carried by Majority

**f) Resolution 6**

***Appointment of Auditors***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,50,96,932	3,50,96,860 (99.99%)	72 (0.01%)	Carried by Majority

<A> **SPECIAL BUSINESS :**

**g) Resolution 7**

***Appointment of Mr. Amit Jain as a Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,309	3,54,44,888 (99.12%)	3,14,421 (0.88%)	Carried by Majority

**h) Resolution 8**

***Appointment of Mr. Raj Kapur as an Independent Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,463	3,57,59,345 (99.99%)	118 (0.01%)	Carried by Majority

**i) Resolution 9**

***Appointment of Mr. Jayakumar Krishnaswamy as the Managing Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,463	3,54,45,833 (99.12%)	3,13,630 (0.88%)	Carried by Majority

**j) Resolution 10**

***Appointment of Mr. Himanshu Agarwal as a Wholetime Director***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,459	3,54,45,679 (99.12%)	3,13,780 (0.88%)	Carried by Majority

**k) Resolution 11**

***Payment of remuneration to Non Executive Directors***

***Type of Resolution : Special Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,609	3,57,59,308 (99.99%)	301 (0.01%)	Carried by Requisite Majority

**l) Resolution 12**

***Ratification of the Remuneration payable to the Cost Auditor for the Financial Year 2014-2015***

***Type of Resolution : Ordinary Resolution***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
3,57,59,609	3,57,59,537 (99.99%)	72 (0.01%)	Carried by Majority

- 6) The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

Yours truly

For **A. K. LABH & Co.**

*Company Secretaries*

**(CS A. K. LABH)**

*Practicing Company Secretary*

**FCS – 4848 / CP No. - 3238**

**Place: Kolkata**

**Dated:**