

Notice of Annual General Meeting

Notice is hereby given that the 64th Annual General Meeting of the members of Akzo Nobel India Limited will be held on Thursday, 2nd August 2018 at 1400 hours at Bharatiyam, IB-201, Sector III, Salt Lake City, Kolkata 700 106, to transact the following business:

Ordinary Business

1. To consider and adopt the audited financial statements for the year ended 31 March 2018 and the reports of the Directors and Auditors thereon.
2. To declare a Dividend on equity shares for the year ended 31 March 2018.
3. To appoint a Director in place of Mr Pradip Menon 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 Pradip Menon (DIN 07417530) be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

4. In continuation of the resolution passed in the previous Annual General Meeting held on August 14, 2017, to consider and, if thought fit, pass the following as an ordinary resolution:

“Resolved that the Auditors, M/s Price Waterhouse Chartered Accountants LLP, (ICAI Firm Registration No: 012754N/ N500016), shall continue to hold the office as Auditors of the Company from the conclusion of the 64th Annual General Meeting ('AGM') (i.e. this AGM) until the conclusion of the 67th AGM (i.e. the third AGM of the Company following this AGM), at such remuneration to be agreed between the Auditors and the Board of Directors of the Company, subject to the Auditors complying with the legal and regulatory provisions and

the eligibility criteria laid down under Section 139 of the Companies Act, 2013.”

In addition, reasonable out-of-pocket expenses and taxes as applicable may be reimbursed to the Auditors. 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 Board of Directors of the Company.”

Special Business

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

“Resolved that Mr Jeremy Paul Rowe, (DIN 08099126) be appointed as a Director of the Company, liable to retire by rotation.”

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

“Resolved that the remuneration of Rs 0.60 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 2018-19 by the Board of Directors, be and is hereby ratified.”

By order of the Board

Gurugram
10 May 2018

Rajasekaran Guha
Company Secretary

Registered office:
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 27 July 2018 to 2 August 2018 both days inclusive.
- iii) Dividend, if approved at the Meeting, will be paid on or around 16 August 2018 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 26 July 2018 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 26 July 2018.
- 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 IFS 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 financial statements 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, Gurugram 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 2011 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 2018.

Further, pursuant to Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, 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 the same 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 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 Pradip Menon

Mr Pradip Menon joined the Board in 2016 and was appointed as the Wholetime Director and Chief Financial Officer with effect from February 1, 2016.

Born in 1968, Mr Menon is a Chartered Accountant and a Cost & Management Accountant by qualification, with over 25 years of excellent track record and diverse experience in Finance across geographies within and outside India.

Prior to his joining the Company, he was the Vice President Finance, Global Procurement of Unilever and a member of Global Procurement Leadership team based out of Switzerland before which he was the CFO for the Unilever Gulf business during 2009-2012. He has also worked in Singapore as the Unilever Regional lead for the Sarbanes Oxley implementation across Asia and Africa as

well as setting up the first Information Management office for Unilever in Bangalore. He joined Hindustan Unilever as a Management Trainee in 1992 and has moved across various roles in finance function before his expatriation.

As required under the Companies Act, Mr Menon retires by rotation at the forthcoming Annual General meeting and has offered himself for re-appointment.

Mr Menon 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 Pradip Menon, no other Director or KMPs has any interest or concern in this resolution.

Item No. 4

Auditors

Section 139 of the Companies Act 2013 requires auditor's appointment for a period 5 years. The present Auditors were appointed in the 62nd AGM of the company held in 2016 and re-appointed at the 63rd AGM. The first term of 5 years as Auditors shall accordingly be reckoned from conclusion of 62nd AGM to the conclusion of the sixth AGM from the said 62nd AGM (i.e. 67th AGM).

The requirement to place the matter relating to the appointment of Auditors for ratification by members at every Annual General Meeting has been dispensed with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

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

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

Item No. 5

Mr Jeremy Rowe

Mr Jeremy Rowe joined the Company's Board on 6 April 2018 as a non executive additional director. He will hold office upto the date of the forthcoming Annual General Meeting.

Born in 1965, Mr Rowe has an MBA with Distinction from the London Business School specialized in Strategy,

Marketing and Finance, and a B Sc. (Hons) in Physics from the University of Southampton in the United Kingdom.

Mr Rowe is the Managing Director of AkzoNobel Decorative Paints, South East & South Asia, Middle East (SESAME). He has been with AkzoNobel since 2009 and is currently a board member of several AkzoNobel Group companies in the Asia Pacific Region.

Prior to AkzoNobel Mr Rowe had a long career in Management Consulting, working at Accenture from 1994-2003 in their Strategy and Business Transformation division in London, Kuala Lumpur, Manila and Singapore. From 2003-2005 he worked in a project position for ICI Paints Asia Pacific as Business Transformation Director, and between 2005-2009 worked as a freelance Consultant and Management Development Partner where he worked across many industries as one-on-one, partner to CEO's and Leaders in Asia to help them develop and implement their business strategies and align and shape their organization.

Mr Rowe 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 Jeremy Rowe, none of the Directors or KMPs has any concern or interest in this resolution.

Item No. 6

Payment of remuneration to Cost Auditors

The Board, at its meeting held on 10 May 2018, 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.

Taking into account the divestment of Specialty Chemicals business, the Board had fixed a sum of Rs 0.60 million as remuneration payable, for the financial year 2018-19, subject to ratification by the shareholders of the Company, as required under 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 or KMPs has any concern or interest in this resolution.

E-Voting Instructions

1. 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 at the Annual General Meeting 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 from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 30.07.2018 (9:00 am) and ends on 01.08.2018 (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 of 26.07.2018 may cast their vote by remote e-voting. The remote voting module shall be disabled by NSDL for voting thereafter.
5. 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL

b) For Members who hold shares in demat account with CDSL

c) For Members holding shares in Physical Form

Your User ID is:

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*****.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

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***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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.
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 for shareholders

- 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
6. 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 of 26.07.2018.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 26.07.2018 may obtain the login ID and password by sending a request to evoting@nsdl.co.in or rta@cbmsl.com.
8. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
10. Mr A K Labh, Practising Company Secretary (Membership No. FCS4848, C.P. No. 3238) and sole proprietor M/s A K Labh & Co. Company Secretaries, 40 Weston Street, 3rd Floor, Kolkata 700 013 has been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.
11. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “ballot paper” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.akzonobel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.