AkzoNobel

25th August, 2017

The Secretary
Bombay Stock Exchange Ltd.
Market Operations Department
1st floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai - 400 001
Fax 022 22723121, 3719, 2037

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400051
Fax No 022 26598237/38

Dear Sir,

Minutes of Annual General Meeting held on 14 August 2017

Attached please find a copy of Minutes of Annual General Meeting of Members of Akzo Nobel India Limited held on 14th August 2017 at Kolkata.

Yours faithfully,
For Akzo Nobel India Limited

R. Guha
Company Secretary

Encl. a/a

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Akzo Nobel India Limited

Minutes of 63rd Annual General Meeting of Members of Akzo Nobel India Limited held on 14th August, 2017 at Hotel Hyatt Regency, Salt Lake City, Kolkata- 700 098

Present on the dais

Mr Nihal Kaviratne CBE	Chairman
Mr Jayakumar Krishnaswamy	Managing Director – also representing Imperial Chemical Industries Limited, UK
Mr Pradip Menon	Wholetime Director
Mr Amit Jain	Non Executive Director – also representing Akzo Nobel Coatings International B.V., The Netherlands
Mr AB Ghosh	Non Executive Director -- also representing Akzo Nobel Chemicals International B.V., The Netherlands
Mr R Gopalakrishnan	Independent Director
Dr S Misra	Independent Director
Mr R S Kapoor	Independent Director
Mr A Uppal	Independent Director
Mr R Guha	Secretary

The attendance of members at the Meeting was as follows:

Members	No	No of shares
Members present in person	417	8908
Members present by Proxy	50	2,577
Representation u/s 113	6	340,44,039
Total	**473**	**340,55,524**

Mr Anurag Khandelwal, Partner, Price Waterhouse Chartered Accountants LLP, the Auditors of the Company for the financial year 2016-17, was present at the meeting.

Following documents were open for inspection by the members at the meeting:

a) Register of Directors' Shareholding.
b) Minute Book containing inter alia the Minutes of the previous Annual General Meeting held on 26 July 2016.
c) Agreement dated 3 March 2014 between Mr Jayakumar Krishnaswamy, Managing Director and the Company.

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1. **Chairman's address**

The quorum being present, the Chairman called the 63rd Annual General Meeting ("AGM") of the Company to order at 14:00 hours and extended a warm welcome to the Members and Proxy holders present.

On invitation from the Chairman, the Security Officer at Hyatt Regency Hotel announced the administrative guidelines to be followed at the AGM venue and the steps to be taken in case of any safety or health emergency. Those present were requested to keep their mobile phones switched off to avoid any disturbance to the proceedings at the meeting.

After the safety announcement, the Chairman introduced the Directors seated on the dais. He informed that Ms K Narasimhan, Independent Director, could not attend the meeting due to prior commitments and has sent her apologies.

Thereafter, the Chairman shared his thoughts on the business environment in India and outlined the progress made by the Company during the year 2016-17, details of which are attached as **Annexure 1** to these minutes.

Thereafter, at the request of the Chairman,

- Mr Amit Jain, the Chairman designate, in a brief speech, shared his ideas and plans to take the Company forward; and
- Mr Jayakumar Krishnaswamy, Managing Director, made a presentation giving an overview of the Company, its businesses and market conditions. He also highlighted the investments and efforts made to pursue sustainable growth for the Company.

The Chairman then proceeded to take up the formal business of the meeting.

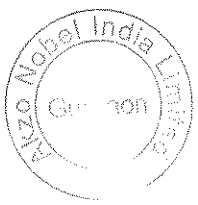
2. **Notice of the Meeting**

Notice of the Annual General Meeting ('AGM') dated 18 May 2017, which had been circulated to all the members, was taken as read with the consent of the members present. A copy of the said Notice is attached as **Annexure 2** to these minutes.

3. **E-voting and Physical Ballot**

The Chairman stated that under provisions of Companies Act 2013:

- shareholder approval for the resolutions proposed in the Notice for the AGM need to be obtained through remote E-voting ('e-voting') process;



- Instructions for e-voting have been circulated to all shareholders along with the Notice of the AGM;
- The Company had utilized the e-voting platform provided by National Securities Depository Limited (NSDL) for the purpose;
- Mr AK Labh, Practising Company Secretary, Kolkata had been appointed as the scrutinizer for the E-voting process;
- E-voting window for the resolutions proposed in the Notice of AGM dated 18 May 2017 was open from 11th August 2017 to 13th August 2017; and,
- In addition to e-voting, physical ballots were also made available at the AGM venue to facilitate voting by those Members who could not make use of the e-voting facility.

4. With the permission of the Chairman, some of the members present, as listed in **Annexure 3**, sought certain clarifications and explanations relating to the accounts. The Chairman answered the pertinent questions from the members, and took up the items on Notice convening the AGM.

The Chairman stated that:

a. Items 1 to 4 of the Notice of AGM are Ordinary Business; and Items 5 to 6 are 'Special Business';

b. All items on the Notice have been proposed as 'Ordinary Resolutions';

and proceeded to take them up in sequence.

4.1 **Adoption of financial statements**

It was noted that the Auditors report on the financial statements for the year ended was an unqualified report and did not contain any observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.

The following resolution was proposed as an Ordinary Resolution:
"Resolved that the audited statement of Profit and Loss for the financial year ended 31 March 2017, the audited Balance Sheet as at that date and the cash flow statement, for the standalone entity and the consolidated entity, the Reports of the Directors and Auditors thereon be adopted."

4.2 **Dividend**

The following resolution was proposed as an Ordinary Resolution:

"Resolved that dividend on the Equity Shares of the Company for the financial year ended 31st March, 2017 be and is hereby declared at the rate of Rs.22.00 per equity share payable to those members whose names appear on the Register of Members as on the last date of Book Closure in

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respect of their equity shareholding or the corresponding Ex-Dividend date for the Demat shareholders."

4.3 **Re-appointment of Mr Amit Jain as a Director**

The following resolution was proposed 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."

4.4 **Appointment of Auditors**

While taking up this item, the Chairman highlighted that M/s Price Waterhouse Chartered Accountants LLP have been appointed as the Auditors of the Company in the previous annual general meeting held in 2016 and the company intends to continue their appointment for such tenure as envisaged in the Companies Act subject to:

a. the Auditors consenting to such appointment; and,
b. their meeting the criteria laid down in that regard.

In this background, the following resolution was proposed as an Ordinary Resolution:

"Resolved that the Auditors, M/s Price WaterHouse Chartered Accountants LLP, (ICAI Firm Registration No: 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	Rs 5.5 million
Statutory Certification	Rs 1.8 million

In addition, reasonable out-of-pocket expenses and service tax as applicable may also 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 Company."

4.5 **Retirement of Mr Nihal Kaviratne CBE and not filling up casual vacancy**

The following resolution was proposed 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."

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"Resolved further that the vacancy so created on the Board of Directors of the Company be not filled."

4.6 Ratification of payment of remuneration to Cost Auditors

The following resolution was proposed as an Ordinary Resolution:

"Resolved that the remuneration of Rs 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."

5. Voting process and Results announcement

The Chairman then invited the shareholders who had not participated in the remote e-voting to collect Ballot Paper from Mr A K Labh, Scrutinizer, to cast their vote.

He further announced that:

- the results of the voting will be compiled by Mr A K Labh, Scrutinizer, after considering the valid votes polled at this meeting together with the votes polled through remote e-voting; and
- the results will be announced at the registered office of the Company by 16 August 2017;
- the same will also be available at the Company's website as well as the website of NSDL; and
- The results will also be filed with the stock exchanges as required under the regulations.

6. Vote of Thanks

Mr Manoj Kumar Gupta (folio no MKG044) proposed and Mr Biswendra Narayon Kundu (folio no BNK 024) seconded the vote of thanks to the chair.

The Chairman once again thanked the Members and the meeting ended at 1630 hrs.

N Kaviratne CBE
Chairman

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Annexure 1

63rd Annual General Meeting of Akzo Nobel India Limited

Address by Mr Nihal Kaviratne CBE, Chairman

Distinguished Shareholders,

On behalf of the Board of Directors of the company, it is my pleasure to once again welcome each one of you in this distinguished gathering, to the 63rd Annual General Meeting of your company.

The Annual report of your company has been circulated sometime back. You would have noticed that the financial statements of the Company have been presented in a modified format compared to the previous year – This is on account of the fact that as required under law, your company has adopted the Indian Accounting Standards (Ind AS), which are aligned to IFRS the global standards in financial reporting, with the previous year's comparable figures being re-stated. This shift also marks a major milestone for financial reporting in India.

The year under review was one which saw significant progress in your company's performance, even as we continued to create everyday essentials to make people's lives more livable and inspiring. The key element of what has been driving your company is the **Passion to Excel**, notwithstanding the challenges posed by the environment and distractions at the operating level.

Passion to Excel is the theme we have chosen for this year's AGM.

With your company stepping into the tenth year since it became part of the AkzoNobel Group, I think it is appropriate to take stock of our progress over these 10 years. I would ask you to please recall a couple of thoughts I had shared with you a few years ago:

"In the life of an organization, there are always moments which test its strength and determination to grow. Such occasions call for two attributes:

- One is the fortitude and long sightedness of those leading the organization.
- And the other equally important element is the faith of those who have invested in the organization and in the vision set out by its management."

Looking at the performance during the past 10 years, especially after the merger in 2012, one can derive great satisfaction that both the above attributes have been well-served, as reflected by the following milestones achieved by your company:

1. For the first time in its history, your company has crossed the total revenue mark of Rs 3000 cr in a year, with profit before tax exceeding Rs 300 cr.

2. The composition of the Profit Before Tax has changed over these years, with the Business performance now contributing 85% of the PBT – which is a significant change from where we were 5 years ago, when the contribution was just 55%.

3. The total shareholder return (Dividend + Capital appreciation) for the past 5 years since the merger (May 2012 to May 2017) was an impressive 140%, double of the growth in NSE Nifty 500 Index during the same period.

As you would have noticed, your Board has been following a prudent and at the same time liberal Dividend payout policy. During the year under review, the Board has also put in place a formal document defining the policy, as required under the Listing regulations. I am glad to share with you that your Board, with growing confidence, has further raised the normal dividend from 20 rupees to 22 rupees a share. In

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addition, as you will recall, in three of the last five years, the shareholders have been rewarded with special dividends totaling to 170 rupees per share in addition to the normal dividend.

What this reflects is the company's ability to deploy its resources in a judicious manner to support growth, while at the same time sharing the value created with its shareholders.

With a simplified and customer-centric organization, prudent cost management and emphasis on operational excellence, your company has enhanced its profitability and earned the right to grow. Having earned the 'right to grow' and comfortably placed in terms of resources and access to right type of R&D and technology, and supported by a conducive macro-economic environment, it is now for us to leverage our resources and strengths to consolidate the gains and move forward.

Your company, therefore, is continuing with its investment plans in line with its growth strategy, without getting unduly concerned by near term worries and developments. Our acquisition and integration of the Industrial coatings business from BASF India during the year, commissioning of a small facility in Noida to maintain service level to a key customer, ongoing brown-field investment in the Powder coating capacity at Thane etc are all bearing evidence to such an approach.

Your company has also been a fertile ground for breeding top-notch leadership talent, with several senior leaders moving into larger global roles within AkzoNobel. This has indeed deepened my belief that in times to come your company will be seen even more as an employer of choice, which in turn can help in making the company more prosperous. A good demonstration of the inherent strength of the planning and execution capabilities is your company's smooth transition to the new Goods & Services Tax – GST-regime, which passed off without any hitch or hold-up.

Your company's environmental and community initiatives have been taken to a higher level to help create a sustainable future.

Looking ahead, India's long-term potential continues to be robust. We expect the positive reforms from the government – e.g., the Goods and Services Tax, the 'make in India' campaign, social sector investment on skill development etc, to name a few- will further propel the country's economic growth. But, as you all know well, the global economy is by no means stabilised – it continues to be vulnerable to economic cycles, geo-political risks and commodity cycles and one needs to be watchful of the macro developments.

You would also have read in the press about AkzoNobel NV's global announcements regarding its decision to separate the Chemicals and the Paints & Coatings businesses. Your Board is keeping track of the developments in this regard and will take necessary steps in the interests of the company's shareholders / stakeholders. As it stands now, the future path of the AkzoNobel India chemicals business has not yet been decided. It may be that the path forward requires your approval for the proposal, but this is not yet clear.

At this juncture, with a great sense of fulfilment and a tinge of sadness, I want to share with you, that I have decided to retire from the Board at the end of this Meeting, having served your company as Chairman for 7 years, and not seeking re-election.

The Board has chosen Mr Amit Jain, who has been a member of the Board since 2009 (including as Managing Director during 2009-2013) to take over as the Chairman post my retirement; Mr Jain's re-election to the Board is being placed for your approval. I am confident that the company is in safe hands with a competent and thoroughly professional Board and management team which can lift it to even greater heights on the platform built over the years with your unflinching encouragement and support.

I would like to thank all those who have been with us on this journey – our valued shareholders, loyal customers, banks, supply chain partners and all other stakeholders –for their support and faith, which made this success possible.

Thank you once again for being here by sparing your valuable time. God bless you all.

AkzoNobel India Limited Gurgaon

Annexure 2

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	Rs 5.5 million
Statutory certification	Rs 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 Rs 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

Mumbai
18 May 2017

Rajasekaran Guha
Company Secretary

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

Akzo Nobel India Limited Gurgaon

Annexure 3

Members who spoke at the AGM

Sl no.	Name	DP- Client/Folio
1	Mr Binoy Kumar Ghosh	IN301774-18643749
2	Mr Anindya Sunder Roy	1203450000668221
3	Mr Suyash Kapoor	IN300966 10765694
4	Mr Biswendra Narayon Kundu	BNK024
5	Mr Sarbananda Gattani	IN30044110570834
6	Mr Manoj Kumar Gupta	MKG044
7	Mr S K Shroff	IN30125013269754
8	Mr Sunil Modak	IN30210510578970
9	Mr Kalyan Kumar Das	IN30021417355960
10	Mr Amit Kumar Banerjee	IN30032710068402
11	Mr Aribanda Basu	IN30044110745793
12	Mr Jaydip Bakshi	IN30210510613696
13	Mr Gautam Nandi	GIN035
14	Mr Krishnendu Das	IN30026310064688
15	Mr AK Paul	1203450000752611
16	Mr Mahesh Kumar Bubna	IN30210510742943
17	Mr S S Bhattacharya	IN301250-10275240
18	Mr A K Chatterjee	IN301549-14946724

