AkzoNobel

24 September 2019

The Secretary
BSE Limited
Market Operations Department
1st floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai - 400 001

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

Dear Sirs,

Minutes of Annual General Meeting held on 08 August 2019

Attached please find a copy of Minutes of Annual General Meeting of Members of Akzo Nobel India Limited held on 08 August 2019 at Kolkata.

Yours faithfully
For Akzo Nobel India Limited

R Guha
Company Secretary

Encl: As above

DLF Epitome, Building No. 5, Tower A
20th Floor, DLF Cyber City, Phase III
Gurgaon - 122 002
Haryana, India

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Akzo Nobel India Limited

Minutes of 65th Annual General Meeting of Members of Akzo Nobel India Limited held on 8th August, 2019 at Bharatiyam, IB-201, Sector III, Salt Lake City, Kolkata- 700 106

Present on the dais

Mr Amit Jain	Chairman (also representing Imperial Chemical Industries Limited, UK)
Mr Rajiv Rajgopal	Managing Director (also representing Akzo Nobel Coatings International B.V., The Netherlands)
Mr Lakshay Kataria	Wholetime Director
Mr Oscar Wezenbeek	Non-executive Director
Mr Raj Kapur	Independent Director
Mr Arvind Uppal	Independent Director
Mr Hemant Sahai	Independent Director
Mr R Guha	Secretary

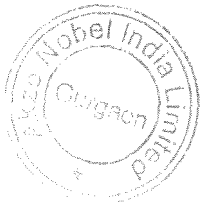
The attendance of members at the Meeting was as follows:

Members	No	No of shares
Members present in person	345	7,992
Members present by Proxy	6	6
Representation u/s 113	2	3,40,44,335
Total	**353**	**3,40,52,333**

Mr Anurag Khandelwal, Partner, Price Waterhouse Chartered Accountants LLP, the Auditors of the Company for the financial year 2018-19, 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 2 August 2018.
c) Agreement dated 1 November 2018 between Mr Rajiv Rajgopal, Managing Director and the Company.
d) Agreement dated 5 February 2019 between Mr Lakshay Kataria, Wholetime Director and the Company.



1. **Chairman's address**

Quorum being present, the Chairman called the 65th 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, Mr Ishwar Lal Khemani 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 and informed that Ms Kimsuka Narsimhan, 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 2018-19, details of which are attached as **Annexure 1** to these minutes.

Thereafter, at the request of the Chairman, Mr Rajiv Rajgopal, Managing Director, made a presentation giving an overview of the Company's performance, its businesses and market conditions. He also highlighted the investments and efforts made to pursue sustainable growth for the Company. The presentation will be available for viewing on the Company's website www.akzonobel.co.in

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

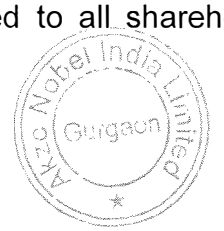
2. **Notice of the Meeting**

Notice of the Annual General Meeting dated 3 May 2019, 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 as well as through Ballot form at the AGM;
- 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 A K Labh, Practicing Company Secretary, Kolkata had been appointed as the scrutinizer for the voting process, including E-voting;
- E-voting window for the resolutions proposed in the Notice of AGM dated 3 May 2019 was open from 5th August 2019 to 7th August 2019; 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 Annual report and financial statements. 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 3 of the Notice of AGM are Ordinary Business; and Items 4 to 7 are 'Special Business';

b. Items 1 to 5 and 7 on the Notice are 'Ordinary Resolutions' and item 6 is a Special Resolution;

and proceeded to take them up in sequence.

Ordinary Business

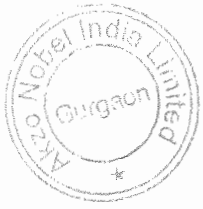
4.1 **Adoption of financial statements**

It was noted that the Independent Auditors' report on the financial statements for the year ended 31 March 2019 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 standalone audited statement of Profit and Loss for the financial year ended 31 March 2019, the audited Balance Sheet as at that date and the cash flow statement of Akzo Nobel India Limited and the Reports of the Directors and Auditors thereon be adopted.

Resolved that the consolidated audited statement of Profit and Loss for the financial year ended 31 March 2019, the audited Balance Sheet as at that date and the cash flow statement of Akzo Nobel India Limited and its



subsidiary and 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, 2019 be and is hereby declared at the rate of Rs.24.00 per equity share payable to those members whose names appear on the Register of Members as on the last date of Book Closure in respect of their equity shareholding (for the holders of shares in physical form) or the corresponding Ex-Dividend date (for the holders of shares in Dematerialised form)."

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."

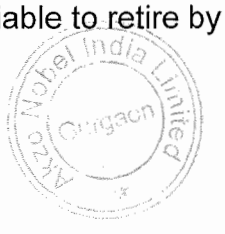
Special Business

4.4 **Appointment of Mr Lakshay Kataria as a Wholetime Director of the Company and approve his remuneration**

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on 1 February 2019, has appointed Mr Lakshay Kataria as an Additional Director of the Company with effect from 1 February 2019 (to be designated as a Wholetime Director) for a period of five years with effect from 1 February 2019, subject to the approval of the members. The term as Additional Director would run upto the date of this Annual General Meeting and extend thereafter as a Director liable to retire by rotation on receipt of shareholders' approval.

Accordingly, the following resolution was proposed as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Lakshay Kataria (DIN 08345477), be and is hereby appointed a Director of the Company, liable to retire by rotation."



"RESOLVED further that in accordance with the provisions of sections 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Lakshay Kataria (DIN 08345477), Director of the company, be and is hereby appointed as Whole time Director of the Company for a period of 5 (five) years with effect from 1 February 2019 to 31 January 2024 as per the terms set out in the agreement dated 5 February 2019 entered into between him and the Company, a copy of which was placed before the Meeting."

4.5 **Appointment of Mr. Oscar Christian Maria Jozef Wezenbeek as a Director of the Company**

Mr Oscar Christian Maria Jozef Wezenbeek joined the Company's Board on 4 May 2019 as an Additional Director to hold office upto the date of this Annual General Meeting and continue thereafter as a Non Executive Director, subject to the approval of the members.

Accordingly, the following resolution was proposed as an Ordinary Resolution:

"Resolved that Mr Oscar Christian Maria Jozef Wezenbeek, (DIN 08432564) be appointed as a Director of the Company, liable to retire by rotation."

4.6 **Appointment of Mr Arvind Uppal as an Independent Director for a second term:**

The present term of appointment of Mr Arvind Uppal as an Independent Director of the Company ends on 13 August 2019. Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on 3 May 2019, resolved to recommend his re-appointment for another term of five years.

Accordingly, the following resolution was proposed as a special resolution:

"RESOLVED that pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Arvind Uppal (DIN: 00104992), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of



the Company to hold office for a second term of five consecutive years with effect from 14 August 2019 to 13 August 2024 and he shall not be liable to retire by rotation".

4.7 Ratification of remuneration to Cost Auditors

The Board, at its meeting held on 3 May 2019, 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 for the year ending 31 March 2020, in terms of section 148 of the Companies Act 2013.

As required under the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Companies Act, 2013, the remuneration to Cost Auditors needs to be ratified by the shareholders of the Company.

Accordingly, the following resolution was proposed 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 2019-20 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 votes.

He further announced that:

a. 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

b. the results will be announced at the registered office of the Company by 09 August 2019;

c. the same will also be available on the Company's website; and

d. also, be filed with the stock exchanges as required under the regulations.



Annexure 1

65th Annual General Meeting of Akzo Nobel India Limited

Address by Mr Amit Jain, Chairman

Dear Shareholders,

On behalf of the Board of Directors of the Company, I would like to welcome each one of you to our Annual General Meeting 2019. Your presence is indeed a true testimony to your involvement with and support for the Company.

Your Board

Let me take this opportunity to introduce and welcome Mr Oscar Wezenbeek, who has joined the Board of your company on May 04, 2019. He is currently the Managing Director of AkzoNobel Decorative Paints, South East & South Asia (SESA) and has been with AkzoNobel for nearly three decades. I am delighted to share with you that Oscar has, during his long career, run all the businesses of AkzoNobel, be it Automotive Paints, Powder Coatings, Marine & Protective or Decorative Paints, from different parts of the world. I am confident that Oscar's strong global perspective will help generate and sustain the growth momentum for the India business in the years to come.

Sadly, in this meeting, we bid farewell to some of our distinguished Directors:

Mr Raj Kapur who will be retiring from the Board on 13 August 2019 on completion his five-year tenure as an Independent Director; and

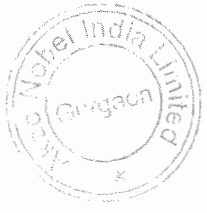
Ms Kimsuka Narsimhan, Chair of the Audit Committee, who has requested to be relieved from the Directorship of your company due to her other commitments.

At a personal level, as well as from a corporate point of view, we have immensely benefited from their business acumen, experience and wise counsel during their tenure on the Board. I would like to place on record the Board's appreciation of the contribution made by both of them and wish them well.

I also wish to thank Mr R Guha, who stood in as a Director during Sep 2018-Feb 2019, when the search process for appointing the Managing Director and Chief Financial Officer was underway.

The year also saw the entry of Mr Rajiv Rajgopal as the Managing Director of the Company in Nov 2018 and Mr Lakshay Kataria as the Chief Financial Officer in Feb 2019. They bring in a wealth of experience from both within and outside AkzoNobel Group.

Rajiv joined AkzoNobel in 2013 and was appointed General Manager Decorative Paints India in 2014 and as Cluster GM- South Asia in 2015. Rajiv has also served as the Regional Director, Performance Coatings, Middle East & Africa since January 2017, till he moved back to India in Nov 2018.



6. Vote of Thanks

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

The Chairman once again thanked the Members and the meeting ended at 1700 hrs.

Amit Jain
Chairman
AGM 2019– Minutes



know that your Company had anticipated such opportunities and has enhanced its product range to cater to such ancillary segments.

Rationalization of GST rates on Paints around this time last year has led to a shift in consumer preference towards branded products offered by the organized part of the industry. Having said that, we need to factor in the ever- increasing intensity of competition in the Indian market over the years; it is therefore imperative that we carve out our own niche areas for growth by playing to our strength.

The growth driver for Paints and Coatings sector are multifarious; let me briefly touch upon the key one which is Urban Development:

India has been witnessing the fastest growth in urbanization (~416 million households to be added by 2050), with 'Housing for All' set to become a reality by 2022. At least 20 smart city projects are under implementation, with an estimated investment of Rs 25,000 cr.

An urban revival project called Atal Mission for Rejuvenation and Urban Transformation (AMRUT), for providing basic civic amenities like water supply, sewerage, urban transport, parks etc. has been initiated in 500 cities pan India.

BUSINESS DEVELOPMENTS

While the above factors provide a positive outlook in the medium to long term, there are quite a few challenges faced in the near term, particularly the slow- down seen in Real Estate, Automobile and Iron & Steel sectors. Plans are being made to tide over the impact of these developments by fine-tuning the sales mix, value creation, innovation and cost management.

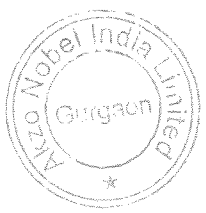
As we speed up with implementation of creating a fit-for-purpose organization post separation of the Specialty Chemicals business last year, we have been able to channelize our energies on our core competency of making and marketing paints and coatings. Your company's strategic ambition is to deliver leadership in innovation and a rich product portfolio. Therefore, our strategy is focused on delivering a combination of innovations that provide differentiated performance and value-driven benefits for our customers.

This focus means we can work on game-changing breakthroughs that transform our customers' lives. For us, innovation isn't limited to just products: it also incorporates process innovation, service innovation and innovative ways of thinking, particularly in the digital sphere.

BUSINESS PERFORMANCE

Total revenue for the financial year 2018-19 stood at Rs 29,184 million which is an 8% increase over previous year on a comparable basis.

Profit from business operations was Rs 2,772 million, an increase of 15% over the previous year. After considering exceptional income and tax, the net profit for the year at Rs 2,110 million grew ~3% over previous year's Rs 2,057 million.



Lakshay is a rank-holder Chartered Accountant with 17 years of experience with organizations like Unilever, GSK Consumer, Microsoft, 21st Century Fox (Star India). Lakshay's experience ranges across Finance and Commercial roles including business partnering, finance controllership, investor relations, commercial management, treasury and M&A. In his last assignment at ACG Associated Capsules, Lakshay was responsible for India and Global finance.

With their rich and varied experience, I am confident that the management team led by Rajiv will be successful in delivering the growth aspirations of your vibrant company.

As you all know, the Board needs to have at least 50% of its members as Independent Directors. In order to fulfil this requirement and also to strengthen the Board with different skill sets and expertise, I am pleased to share that the Board has initiated the appointment of Mr Rahul Bhatnagar and Ms Smriti Vijay Rekha as Independent Directors of the Company.

Mr Bhatnagar is a Chartered Accountant and a MBA from Wharton. He has had a long career in Finance and Strategy with reputed organisations like Nestle, Pepsi and Bharti Group. He has also had a global exposure in the finance domain and is a member of a few corporate Boards including Whirlpool of India Limited.

Ms Smriti is also a Chartered Accountant and is an Alumni of SOM, Yale University. She has a long experience of being a CFO of a Norwegian engineering services company, Aker Solutions. Apart from her specialisation in finance, she is also passionate about Risk Management and CSR.

Their appointment will be effective from 16th August, 2019, subject to your approval.

ECONOMIC ENVIRONMENT

Let me move on to a brief overview of the economy. Most recent estimates indicate cautious optimism, with significant downside risks in the form of volatile crude prices and effects of climate change.

India's economy is expected to grow around 7percent in the medium term. The Union Budget for 2019-20 presented in July 2019, focusses on building social infrastructure, digital India, pollution free India, Make in India, job creation in Micro, Small and Medium Enterprises (MSMEs), etc.

I strongly believe that Digital India will be a big enabler in India's progress in the coming years, with concepts like Artificial Intelligence. I am glad to share that your Company has been investing judiciously in the technology over the years in customer facing as well as in the R&D and manufacturing space.

Within the Indian economy, the Paints and Coatings sector seems well positioned to achieve robust growth, given the historical trends and the thrust being placed by the Govt in building housing and physical infrastructure in pursuance of its goal of becoming a USD 5 trillion economy in the next five years. Such encouragement and push from the Govt has also helped the business lines allied to Paints like water-proofing etc. grow in tandem. I am glad to let you

Sale of premium and value-added products across all segments saw robust growth. Marine & Protective Coating performance stood out with buoyancy in Power, Oil & Gas and New construction sub-segments. Auto Paints and some part of Powder Coating faced stiff challenge on the back of continued weakness in the automobile industry. However, metallic bonding products

manufactured out of the new facility in Thane site, which was commissioned last year, were well received in the market. Metal Coating segment was adversely impacted by its dependency on the Iron & Steel sector, with several companies struggling under heavy debt burden.

The financial year 2019-20 has started on a positive note with strong profit performance.

WAY FORWARD

Your company's progress as a focused paints and coatings company is driven by a clear strategy to step up its profitability. Many processes are being redesigned to deliver a more standard, simplified result and leverage the strengths of the global enterprise.

The short-term economic outlook is challenging with continued weakness in real estate and auto sectors. Lack of investment and credit growth has been a dampener to business performance and adding to the uncertainty in the environment.

Owing to uncertainties, your company's strategy is designed to enhance profitability while staying agile in these changing times. We are organized to develop globally and deliver locally with customer-facing research and development teams focused on the creation of technology and application platforms to come up with breakthroughs that offer value-driven benefits to our customers.

CSR

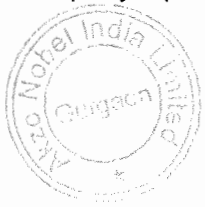
AkzoNobel cares about people and their communities. Over the years, we have supported and encouraged social development initiatives, which includes improving and enhancing infrastructure facilities in the healthcare, education, road safety and environment sectors. A key initiative taken during the year is the setting up of E-Health clinics in Bengaluru that has benefitted over 1,500 residents. Actions are on hand to scale this up to few other locations as well.

During the year, we launched the India chapter of our global partnership with SOS Children's Villages of India. This association supports the youth under the care of SOS India to enhance their employability by means of improving their communication skills through training. More than 300 youth are expected to benefit from this association.

As a testimony of our consistent good work, AkzoNobel India won three awards by CMO Asia for best CSR Practice, Education and Skill Development.

CREATING VALUE FOR SHAREHOLDERS

We have always believed in sharing the fruits of your company's prosperity with all of you in a transparent and timely manner, and this time was no different. In line with the company's policy



of enhancing shareholder return, a dividend of Rs 24 per share has been recommended, which will be paid out post your approval at this meeting. During the past 8 years, i.e. since the merger of AkzoNobel group companies in India, the Total Shareholder Return (TSR) is 12%, out-performing the NSE 500 index which grew 10% during the same period. In absolute terms, your company's value grew 2.4 times.

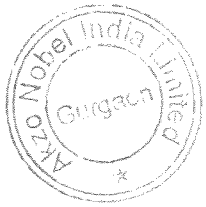
CONCLUSION

All our achievements were made possible by our dedicated teams and your continued support. The progress we've made, the improvements we've introduced and the innovations we've delivered, are all important in terms of accelerating growth. We are now a stronger, more agile company, with excellent brands, having a bright future ahead of us.

We must traverse the journey ahead with unwavering faith in our strategy, remain resilient in the face of every adversity and continue to innovate with vigour and passion. We are committed to increasing returns to shareholders while investing in innovation, sustainable solutions, organic growth, creating long-term value for all our stakeholders and becoming the reference in paints and coatings.

As always, I would like to convey my deepest appreciation of the relentless efforts put in by Team AkzoNobel. On behalf of the Akzo Nobel India Board, I would like to thank you, our valued shareholders, once again, for your continued support and encouragement.

Note: This does not purport to be a record of the proceedings at the Annual General meeting.



Annexure 2

Notice of Annual General Meeting

Notice is hereby given that the 65th Annual General Meeting (AGM) of the members of Akzo Nobel India Limited will be held on Thursday, 8 August 2019 at 1400 hours at Bharatiyam, Eastern Zonal Cultural Centre, 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 2019 and the reports of the Directors and Auditors thereon.

2. To declare a Dividend on equity shares for the year ended 31 March 2019.

3. To appoint a Director in place of Mr Amit Jain who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company

Special Business

4. To appoint Mr Lakshay Kataria as a Wholetime Director of the Company and approve his remuneration:

   Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on 1 February 2019, has appointed Mr Lakshay Kataria as an Additional Director of the Company with effect from 1 February 2019 (to be designated as a Wholetime Director for a period of five years with effect from 1 February 2019), subject to the approval of the members.

   Accordingly, the members may consider and, if thought fit, pass the following resolution as an ordinary resolution:

   "RESOLVED that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Lakshay Kataria (DIN 08345477), be and is hereby appointed a Director of the Company, liable to retire by rotation."

   "RESOLVED further that in accordance with the provisions of sections 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Lakshay Kataria (DIN 08345477), Director of the company, be and is hereby appointed as Whole time Director of the Company for a period of 5 (five) years with effect from 1 February 2019 to 31 January 2024 as per the terms set out in the agreement dated 1 February 2019 entered into between him and the Company, a copy of which was placed before the Meeting."

5. To appoint Mr Oscar Christian Maria Józef Wezenbeek as a Non-Executive Director:

   Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on 3 May 2019, has appointed Mr Oscar Christian Maria Józef Wezenbeek as an Additional Director of the Company with effect from 4 May 2019 to hold office till the date of the next Annual General meeting and continue thereafter as a Non-Executive Director, subject to the approval of the members.

   Accordingly, the members may consider and, if thought fit, pass the following resolution as an ordinary resolution:

   "Resolved that pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Oscar Christian Maria Józef Wezenbeek (DIN 08432564), be and is hereby appointed a Director of the Company, liable to retire by rotation."

6. To appoint Mr Arvind Uppal as an Independent Director for a second term:

   The present term of appointment of Mr Arvind Uppal as an Independent Director of the Company ends on 13 August 2019. Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on 3 May 2019, resolved to recommend his re-appointment for another term of five years.

   Accordingly, the members may consider and, if thought fit, pass the following resolution as a special resolution:

   "RESOLVED that pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Arvind Uppal (DIN: 00104992), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 14 August 2019 to 13 August 2024 and he shall not be liable to retire by rotation".



7. Ratification of remuneration to M/s Chandra Wadhwa & Co., Cost Auditors:

   The Board, at its meeting held on 3 May 2019, has re-appointed M/s Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors of the Company for the year ending 31 March 2020, subject to ratification of their remuneration by the members at the next general meeting of the Company.,

   Accordingly, the members may consider and, if thought fit, pass the following resolution as an ordinary resolution:

   "RESOLVED that the remuneration of ₹ 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 2019-20 by the Board of Directors, be and is hereby ratified."

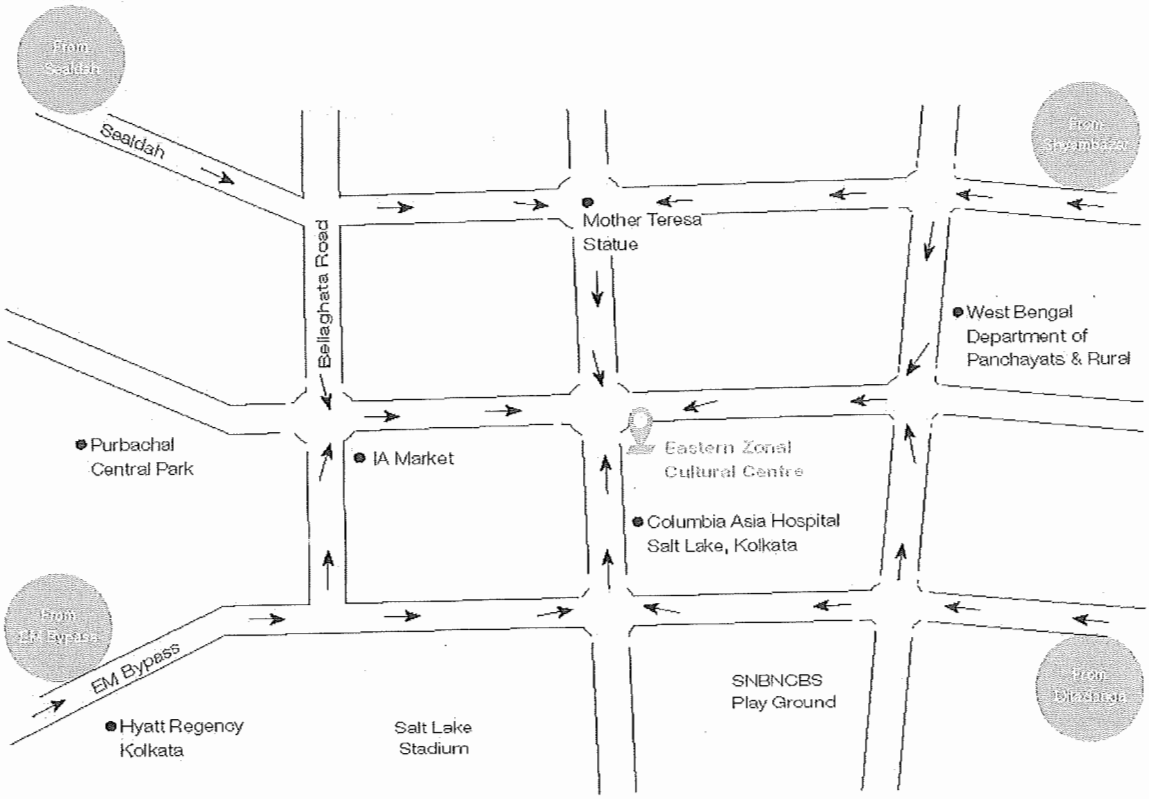
By order of the Board

Gurugram
3 May 2019

Rajasekaran Guha
Company Secretary
ACS 3838

Registered office:
8-B, Middleton Street
Kolkata 700 071

Route Map of AGM venue



Scan the QR code on your smartphone for directions on Google Maps

Akzo Nobel India Limited Gurgaon

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.

A person can act as Proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy of any other person or shareholder.

ii) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of items covered under Special Business is annexed hereto.

iii) Information under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2 relating to Directors proposed to be appointed / re-appointed are provided hereunder.

iv) The Register of Members and Share Transfer books of the Company will remain closed from 2 August 2019 to 8 August 2019 both days inclusive.

v) Dividend, if approved at the Meeting, will be paid on or around 22 August 2019 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 1 August 2019 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 as on 1 August 2019.

vi) As per 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.

vii) Members holding shares in physical form and are desirous of making nomination in terms of section 72 of the Act, may write to the RTA for the prescribed form.

viii) Members/Proxy holders must bring the Attendance Slip to the Meeting and hand it over at the entrance, duly signed. A blank format of the same is appended to the Annual Report.

viii) Corporate members intending to send their authorized representative to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.

ix) 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.

x) Pursuant to the provisions of section 124 of the Act, 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 31 March 2012 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 2019.

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.

xii) All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company between 10 am to 12 noon on all working days, except Saturday, upto and including the date of the AGM of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

xiii) Complete particulars of the Route Map showing prominent landmarks to reach the venue of the AGM is annexed with the Notice.

xiv) Pursuant to section 108 of the Act, 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.

AkzoNobel India Limited Gurgaon

Brief profile of Directors to be appointed/ re-appointed

Item No. 3

Mr Amit Jain

DIN 01770475

Mr Amit Jain ('Mr Jain') is the Chairman of the Company since 15 August 2017. Earlier he served as the Managing Director of the Company from 2009-2013 and continued as a Non-Executive Director from January 2014. He is currently the Managing Director of L'Oreal India Private Limited. He is also on the board of ICI India Research & Technology Centre and a member of the Nomination and Remuneration Committee.

Born in 1964, Mr Jain started his career with the Company, where he managed a diverse set of responsibilities in sales and marketing. He subsequently served in business leadership roles with Coca-Cola and Viacom & MTV across Asia. In 2009, he re-joined the Company as the Managing Director, before moving to Akzo Nobel NV to lead the Europe Decorative Paints Business in 2014.

He is an MBA from the Faculty of Management Studies, Delhi and has attended the prestigious Advanced Management Programme at Wharton Business School.

Mr Jain is not related to any of the Directors of the Company nor does he hold any shares of the Company. Further, it is affirmed that Mr Jain is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

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

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Mr Lakshay Kataria

DIN 08345477

Mr Lakshay Kataria ('Mr Kataria') joined the Board of the Company in February 2019.

Born in 1978, Mr Kataria is a rank-holder Chartered Accountant from ICAI and Bachelor in Commerce from Shriram College of Commerce, Delhi University. Mr Kataria has 17 years of experience with organisations like Unilever, GSK Consumer, Microsoft and 21st Century Fox (Star India). Mr Kataria's experience ranges across Finance and Commercial roles including business partnering, finance controllership, investor relations, commercial management, treasury and M&A. In his last assignment at ACG Associated Capsules, Mr Kataria was VP Finance reporting to the CEO and was responsible for India and Global finance.

The remuneration and other terms relating to Mr Lakshay Kataria's appointment as a Wholetime Director of the Company are contained in the agreement dated 1 February 2019 between Mr Lakshay Kataria and the Company (the 'Agreement'). The key terms of Mr Lakshay Kataria's appointment are set out below:

1. **Term**

   Five years with effect from 1 February 2019, subject to the rules of the Company.

2. **Emoluments**

   Mr Lakshay Kataria 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 Act, (the "Act"):

   a) Base Salary

      Basic Salary: ₹375,000 per month

      Allowances including Leave Travel Allowance: ₹375,000 per month

   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.

   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. These will not be considered as perquisites. However, personal long distance calls shall be billed by the Company.

      iii) Contribution to Retiral Benefit Funds

         a) Mr Lakshay Kataria shall become 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 salary).

         b) Mr Lakshay Kataria will be entitled to pension benefits in accordance with the Pension Fund Rules applicable to the Company's Management Staff under the Defined Contribution Scheme. The Company's contribution will be 15% of his Basic Salary.

         Provided however that the contributions to the Pension Fund shall not, together with the Company's contribution to the

Akzo Nobel India Limited Gurgaon

Provident Fund, exceed the maximum limit permissible under law.

c) Mr Lakshay Kataria 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 incurred for self and family.

viii) **Personal Accident/Medical Insurance:** As per Company policy.

The aforesaid perquisites shall be valued as per Income Tax Rules wherever applicable and in the absence thereof, at cost.

Mr Lakshay Kataria 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 ₹ 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 calculating the ceiling as above, encashment of leave at the end of tenure, expenses on 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 considered.

3. The Board while approving any change in the remuneration of Mr Lakshay Kataria in his Base Salary, Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan) and Perquisites, may consider 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 Lakshay Kataria 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 Lakshay Kataria.

6. **Duties and Obligations**

The Agreement also sets out the duties and obligations of Mr Lakshay Kataria.

7. **Sitting Fees**

Mr Lakshay Kataria 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 in General Meeting**

Mr Lakshay Kataria's appointment as a Wholetime Director and the remuneration payable to him, as aforesaid, is subject to the approval of the Members in General Meeting and to the extent any of the provisions herein are inconsistent with or contrary to the terms of such approval, the latter shall prevail.This resolution is intended for the purpose.

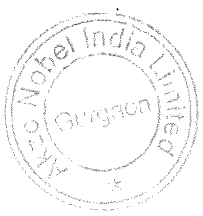
When this agreement expires or is terminated for any reason whatsoever, Mr Lakshay Kataria shall cease to be the Wholetime Director and shall also cease to be a Director of the Company. Similarly, if at any time, Mr Lakshay Kataria ceases to be a Director of the Company for any reason whatsoever, he will cease to be the Wholetime Director and this agreement will forthwith terminate. If at any time, Mr Lakshay Kataria ceases to be in the employment of the Company for any reason whatsoever, he will cease to be a Director and Wholetime Director of the Company.

The terms of Mr Lakshay Kataria's appointment are more fully set out in the said Agreement dated 1 February 2019, which will be available for inspection by any member at the registered office of the Company between 10 am to 12 noon on any working day (excluding Saturdays) prior to the date of the Annual General Meeting as well as at the Meeting.

Mr Kataria is also on the Board of ICI India Research & Technology Centre. He is a member of the Stakeholders Relationship Committee, CSR Committee and Risk Management Committee.

Mr Kataria is not related to any of the Directors of the Company nor does he hold any shares of the Company. Further, it is affirmed that Mr Kataria is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

The Board recommends the resolution for approval of the shareholders. Except Mr Lakshay Kataria, no other Director or KMP has any interest or concern in this resolution.



Item No. 5

Mr Oscar Wezenbeek

DIN 08432564

Mr Oscar Wezenbeek ('Mr Wezenbeek') joined the Board of the Company as an Additional Director (Non-executive) in May 2019. He is a member of the Audit Committee and Nomination and Remuneration Committee.

Born in 1964, Mr Wezenbeek is currently the Managing Director for Akzo Nobel Paints (Singapore) Pte Ltd and responsible for AkzoNobel Decorative Paints in South East & South Asia (SESA). He is also Chairman of Akzo Nobel Paints (Lanka) Pvt Ltd and President of PT ICI Paints Indonesia. Over the course of his 28-year career with AkzoNobel Group, he has successfully led various portfolios in the coatings and automobile departments. He is a passionate people manager, driving customer focus and performance improvement in all business areas. Other areas of his expertise include market research, business planning, strategy development and innovation.

With a key interest in Sustainability, Mr Wezenbeek also actively promotes painting the construction industry green and collaborates closely with the World Green Building Council in Asia in many initiatives and thought leadership platform.

Mr Wezenbeek has attended an Advanced Management Program at INSEAD in 2006 and Global Executive Leadership Program at Yale School of Management in 2016. He graduated from Technical University Eindhoven with a Masters in Business Engineering and Management Sciences in 1988.

Copy of the draft letter of appointment for Mr Wezenbeek as a Non-Executive Director setting out the terms and conditions will be open for inspection by any member at the registered office of the Company between 10 am to 12 noon on any working day (excluding Saturdays) prior to the date of the Annual General Meeting as well as at the Meeting.

Mr Wezenbeek is not related to any of the Directors of the Company nor does he hold any shares of the Company. Further, it is affirmed that Mr Wezenbeek is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

The Board recommends the resolution for approval by the shareholders. Except Mr Oscar Wezenbeek, none of the Directors or KMPs has any concern or interest in this resolution.

Item No. 6

Mr Arvind Uppal

DIN: 00104992

Mr Arvind Uppal ('Mr Uppal') joined the Board of the Company as a Non-Executive / Independent Director in April 2011. He is currently the Chairman of the Nomination and Remuneration Committee and the Risk Management Committee and is a member of the Audit Committee.

Under the provisions of the Act, a person can serve as an independent Director on the Board of a company for a maximum of two consecutive terms of five years each. In case the Board decides to recommend a Board member for a second term as an Independent Director, such appointment shall require approval of shareholders by means of a special resolution.

Mr Uppal's current term as an Independent Director coming to an end on 13 August 2019. The Board at its meeting held on 3 May 2019 decided to recommend a second term of five years as an Independent Director for Mr Arvind Uppal, subject to the approval of the shareholders by means of a special resolution.

Born in 1962, Mr Uppal is a Chemical Engineer from IIT, Delhi and holds a Master in Business Administration from the Faculty of Management Studies, Delhi. He has also attended a programme for Executive Development at IMD, Lausanne, Switzerland.

Mr Uppal is currently the Chairman of Whirlpool of India Ltd. He has worked with Nestle for over 18 years, having joined that company as a management trainee in 1987. He is also a Director on the Boards of Tuscan Capital, Whirlpool (Australia) and OneDegreeTurn (opc) Pvt Ltd

Copy of the draft letter of appointment for Mr Uppal as an Independent Director setting out the terms and conditions will be open for inspection by any member at the registered office of the Company between 10 am to 12 noon on any working day (excluding Saturdays) prior to the date of the Annual General Meeting as well as at the Meeting.

Mr Uppal is not related to any of the Directors of the Company nor does he hold any shares of the Company. Further, it is affirmed that Mr Uppal is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

The Board recommends the resolution for approval by the shareholders. Except Mr Arvind Uppal, none of the Directors or KMPs has any concern or interest in this resolution.

Item No. 7

Ratification of remuneration to Cost Auditors

The Board, at its meeting held on 3 May 2019, reappointed 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 Act, at a remuneration of ₹0.60 million, for the financial year 2019-20, as recommended by the Audit Committee, subject to ratification by the shareholders.

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

Akzo Nobel India Limited Gurgaon

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 05.08.2019 (9 am) and ends on 07.08.2019 (5 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 01.08.2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

5. 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 URL: https://www.evoting.nsdl.com/ either on a 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 :

   5. Your password 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***



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 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.

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 01.08.2019.

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 1 August 2019 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.

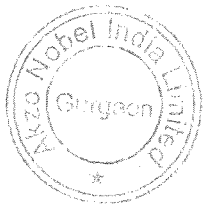
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

10. Mr A K Labh, Practicing 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, 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 results 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.



Annexure 3

Members who spoke at the AGM

Sl.No.	Name of the shareholder	DP- Client/Folio No.
1	Mr A S Roy	1203450000668221
2	Mr Manoj Gupta	MKG044
3	Mr Ashit K Pathak	IN30039410714090
4	Mr A K Paul	1203450000752611
5	Mr S S Gilra	SSG004
6	Mr K K Das	1306170000013259
7	Mr Kunal Thanvi	IN30051321639995
8	Mr Soumitra De	IN30295120137849
9	Mr Nikhil Upadhyay	IN30051313742799

