AkzoNobel

03 August 2018

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

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 Sir,

Details of voting results according to Regulation 44

Please find enclosed details of voting results in line with format specified as per Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), 2015, for your consideration.

Yours faithfully,
For Akzo Nobel India Limited

R Guha
Company Secretary

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

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A. K. LABH
FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary

A. K. LABH & Co.
Company Secretaries
40, Weston Street, 3rd Floor, Kolkata - 700 013
✆ (033) 2221-9381, Fax : (033) 2221-9381
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CONSOLIDATED SCRUTINIZER'S REPORT

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

The Chairman
of the 64th Annual General Meeting of
Akzo Nobel India Limited
Geetanjali Apartment, 1st Floor
8-B, Middleton Street
Kolkata - 700 071

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 64th Annual General Meeting of the members of ***"Akzo Nobel India Limited"*** (*"Company"*) held on Thursday, 2nd August, 2018 at Bharatiyam, IB-201, Sector III, Salt Lake City, Kolkata - 700106, at 02.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 10th May, 2018. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 30th July, 2018 up to 5.00 P.M. IST on Wednesday, the 1st August, 2018.

2. The Shareholders holding shares as on the "cut off" date, i.e. 26th July, 2018 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 10th May, 2018 of the Annual General Meeting of the Company.

3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.

4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

5. The votes were unblocked on Thursday, the 2nd August, 2018 around 04:15 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, who are not in employment of the Company.

6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.

7. The combined result of the remote e-voting [**EVEN : 108530**] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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<A> ***ORDINARY BUSINESS:***

a) Resolution 1

To consider and adopt the audited financial statements for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon

(i) Voted ***in favour*** *of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	141	13044065	
Voting by ballot	12	22977581	
Total	**153**	**36021646**	**99.99987%**

(ii) Voted ***against*** *the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	4	30	
Voting by ballot	1	18	
Total	**5**	**48**	**0.00013%**

(iii) ***Invalid*** *Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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b) Resolution 2

To declare a Dividend on equity shares for the year ended 31st March, 2018

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	149	13654818	
Voting by ballot	12	22977581	
Total	**161**	**36632399**	**99.99987%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	4	30	
Voting by ballot	1	18	
Total	**5**	**48**	**0.00013%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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c) Resolution 3 : Ordinary Resolution *

To appoint a Director in place of Mr. Pradip Menon (DIN: 07417530), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company

* *As informed to us by the management of the Company and also intimated to the Shareholders through newspaper publication as well as by the Chairman at the Annual General Meeting (AGM) of the Company, Resolution No. 3 regarding Appointment of Director in place of Mr. Pradip Menon (DIN: 07417530), who retires by rotation and, being eligible, offers himself for re-appointment as a Director of the Company has been dropped since the concerned Director has expressed his desire to resign from the services of the Company. The Board of Directors has resolved that Mr. Pradip Menon will retire from the Board at the AGM and the proposal for his re-appointment is withdrawn. The aforesaid information was provided to the concerned Stock Exchanges on 26.07.2018. Any voting cast against the aforesaid Resolution No. 3 whether through remote e-voting or through physical ballot at the venue of the AGM stands null and void.*

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d) Resolution 4 : Ordinary Resolution

Appointment of Auditors

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	137	13134549	
Voting by ballot	12	22977581	
Total	**149**	**36112130**	**98.58023%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	11	520074	
Voting by ballot	1	18	
Total	**12**	**520092**	**1.41977%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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<B> ***SPECIAL BUSINESS:***

e) Resolution 5 : Ordinary Resolution

Appointment of Mr. Jeremy Paul Rowe (DIN: 08099126) as a Director

(i) Voted ***in favour*** *of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	143	13654339	
Voting by ballot	12	22977581	
Total	**155**	**36631920**	**99.99919%**

(ii) Voted ***against*** *the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	6	279	
Voting by ballot	1	18	
Total	**7**	**297**	**0.00081%**

(iii) ***Invalid*** *Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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f) Resolution 6 : Ordinary Resolution

Ratification of remuneration to Cost Auditors for the year 2018-19

*(i) Voted **in favour** of the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	143	13654510	
Voting by ballot	12	22977581	
Total	**155**	**36632091**	**99.99952%**

*(ii) Voted **against** the Resolution:*

Mode of voting	*Number of Members voted*	*Number of votes cast by them*	*% of total number of valid votes cast*
Remote e-voting	7	158	
Voting by ballot	1	18	
Total	**8**	**176**	**0.00048%**

*(iii) **Invalid** Votes:*

Total number of members whose votes were declared invalid	*Total number of votes cast by them*
0	0

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8. All the resolutions proposed hereinabove have been passed with requisite majority.

9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238

A. K. LABH & CO. Kolkata Company Secretaries

Place: Kolkata
Dated: 03.08.2018

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Witness :

1. Amrita Sampat

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata – 700 050

2. Priti Priya Singh

(Priti Priya Singh)
8/A, Kailash Saha Lane
Kolkata – 700007

A. K. LABH & CO. Kolkata Company Secretaries

Received the Report of the Scrutinizer
For Akzo Nobel India Limited

(R. Guha)
Company Secretary