20 July 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

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

Notice of AGM and Newspaper notification

Further to our letter dated 8th June 2017 intimating the AGM date and venue, please find enclosed the following:

- AGM notice as circulated to the shareholders along with attendance slip and proxy form
- Copy of newspaper notification dated 19 July 2017 intimating dispatch of Annual Report and AGM notice to the shareholders

Thanking you,

Yours faithfully
for Akzo Nobel India Limited

R Guha
Company Secretary

Encl: aa

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

T +91 124 254 0400
F +91 124 254 0849
www.akzonobel.co.in

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	₹ 5.5 million
Statutory certification	₹ 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 ₹ 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

Notes

i) **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him but the Proxy shall not have any right to speak at the meeting. A Proxy need not be a member of the Company.**

The Proxy form, in order to be effective, should be received at the registered office of the Company or at the office of its Registrar and Share Transfer Agent M/s C B Management Services (P) Ltd., (the 'RTA'), P-22, Bondel Road, Kolkata 700 019 not later than 48 hours before the commencement of the Meeting.

ii) The Register of Members and Share Transfer books of the Company will remain closed from 8 August 2017 to 14 August 2017 both days inclusive.

iii) Dividend, if approved at the Meeting, will be paid on or around 30 August 2017 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 7 August 2017 as per the downloads furnished to the Company by the depositories for this purpose;

b. In respect of shares held in physical form, to those members whose names appear on the Company's Register of Members after giving effect to all valid stock transfers lodged with the Company before closing hours on 7 August 2017.

iv) As per current SEBI Regulations, dividend is required to be credited to shareholders using any of the electronic modes of payment approved by the Reserve Bank of India, wherever the requisite details/mandates have been provided by the Members. Members who are yet to provide their bank details are requested to send the details of their bank account (account number, bank name, bank address, MICR Code and IFSC Code) to their Depository Participants (in case of shares held in dematerialized form) or to the RTA (in case of shares held in physical form) at the earliest.

v) Members holding shares in physical form and are desirous of making nomination in terms of Section 72 of the Companies Act, 2013, may write to the RTA for the prescribed form.

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

vii) Members who wish to obtain any information on the Company or the Accounts 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, Gurgaon 122 002.

viii) Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund. Shareholders who have not encashed the dividend warrants so far, for the financial year ended 31st March 2010 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 2017.

Further, pursuant to Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which have become effective from 28 February 2017, 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 both the unclaimed dividend and the shares from the IEPF Authority by making an application in the prescribed form and manner to the IEPF Authority.

ix) Pursuant to section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

Complete details of e-voting are annexed to this notice.

Brief profile of Directors to be appointed/ re-appointed

Item No. 3

Mr Amit Jain

Mr Amit Jain is a business professional with three decades of experience in leadership roles across Asia & Europe. He served as the Managing Director of ICI India & Akzo Nobel India from 2009-2013 and is continuing on the Board as a Non-Executive Director since 2014. He is a member of the Audit and Nomination & Remuneration Committees of the Board.

Mr Amit Jain started his career in ICI. He has since served in leadership roles, both in Coca-Cola across Asia and Viacom/ MTV Asia. Effective 2014, he is the Managing Director for AkzoNobel Decorative Paints business in North & Western Europe, and operates out of Amsterdam.

Mr Amit Jain holds a management degree from the FMS, Delhi and has attended an Advanced Management Program from the Wharton Business School. An avid reader, wildlife photographer and golfer, Mr Jain is passionate about sustainability and wildlife conservation.

Apart from Akzo Nobel India Limited, Mr Jain is the Chairman/ Director on the boards of ICI India Research & Technology Centre and Navya Advisors Pvt Ltd.

Mr. Jain is not related to any Director of the Company, nor does he hold any shares of the Company.

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

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

Item No. 5

Mr N Kaviratne CBE joined the Company's Board in March 2009 as a non executive director and nominated as the Chairman with effect from 1 October 2010. He is also member of the Nomination & Remuneration Committee.

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr Kaviratne is due to retire by rotation at this meeting. However, he has not offered himself for re-election due to other commitments, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled.

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

Item No. 6

Payment of Remuneration to Cost Auditors

The Board, at its meeting held on 18 May 2017, appointed M/s Chandra Wadhwa & Co., practicing cost accountants, holding registration number 00239 allotted by The Institute of Cost Accountants of India, as cost auditors of the Company, in terms of section148 of the Companies Act 2013 and fixed a sum of ₹ 0.75 million as remuneration payable, for the financial year 2017-18.

The remuneration, as recommended above is required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Companies Act, 2013.

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

Akzo Nobel India Limited

CIN: L24292WB1954PLC021516
Regd Off. : Geetanjali Apartment, 1st Floor,
8-B, Middleton Street, Kolkata - 700 071
Tel: 033 - 222 67462 **Fax:** 033 - 222 77925

ATTENDANCE SLIP

63rd Annual General Meeting
Monday, 14 August, 2017

Name & Address of the Holders

Joint holder, if any

Folio / D.P. & Client I.D. No

No. of Equity Shares held

Name of the Proxy / Representative, if any

I/We hereby record my/our presence at the 63rd Annual General Meeting of the Company, being held at Hotel Hyatt Regency, JA-1, Sector-III, Salt Lake City, Kolkata - 700 098 on Monday, 14 August, 2017 at 1400 hours.

.....
(Signature of the Shareholder/Proxy/Authorised Representative)

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

E-VOTING PARTICULARS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Regulation 44 of the Listing Regulations.

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN

The e-voting period commences on 11 August, 2017 (9:00 A.M.) and ends on 13 August, 2017 (5:00 P.M.).
Please read the e-voting instructions printed overleaf before exercising the vote.These e-voting details and instructions form an integral part of the Notice of the 63rd AGM.

Akzo Nobel India Limited

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member: Folio no. / DP ID:
Registered Address : Client ID :
E-mail id :

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

1. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
2. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
3. Name:.....E-mail id:.....
   Address:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 63rd Annual General Meeting of the Company, to be held at Hotel Hyatt Regency, JA-1, Sector-III, Salt Lake City, Kolkata - 700 098 on Monday, 14 August, 2017 at 1400 hours and at any adjournment thereof in respect of resolutions as indicated below:

S.No.	Resolution	For*	Against*
1.	Adoption of audited financial statements for the year ended 31 March 2017 and the Reports of the Directors and Auditors thereon		
2.	Declaration of Dividend on equity shares for the year ended 31 March 2017		
3.	Re-appointment of Mr. Amit Jain as a Director		
4.	Appointment of Auditors for the year 2017-18 and fixation of remuneration		
5.	Retirement of Mr. Nihal Kaviratne and not filling up the Casual vacancy		
6.	Ratification of remuneration to Cost Auditors for the year 2017-18		

Signed this _____ day of _____ 2017

Affix Revenue Stamp

....
Signature of Proxy holder(s) Signature of Shareholder

Notes :

1. **This form of Proxy, in order to be effective, should be deposited at the Registered office of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 63rd Annual General Meeting.

*This is optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If the 'For' or 'Against' column is left blank against the resolution, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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 shall 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 11.08.2017 (9:00 am) and ends on 13.08.2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 07.08.2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

5. The process and manner for remote e-voting are as under:

   A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

   (i) Open email and open PDF file viz; "Akzo Nobel remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

   (ii) Launch internet browser and type URL: https://www.evoting.nsdl.com/. Press Enter

   (iii) Click on Shareholder - Login

   (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

   (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

   (vii) Select "EVEN" of "Akzo Nobel India Limited ".

   (viii) Now you are ready for remote e-voting as Cast Vote page opens.

   (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

   (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

   (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in

   B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

   (i) Initial password is provided under 'E-voting Particulars' overleaf.

   (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

9. 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 07.08.2017.

10. 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 07.08.2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rta@cbmsl.com .

11. Login to 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 "Forgot Password" option available on the site to reset the same.

12. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

13. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

14. 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 Annual General Meeting.

15. 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.

16. Mr. AK Labh, Practising Company Secretary (Membership No. FCS4848, C.P. No. 3238) and sole proprietor M/s. A K Labh & Co. Company Secretaries,40 Weston Street, 3rd Floor, Kolkata 700013 has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

17. 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 scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

18. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.akzonobel.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.

Business Standard MUMBAI | WEDNESDAY, 19 JULY 2017

Akzo Nobel India Limited

CIN : L24292WB1954PLC021516
Registered Office: Geetanjali Apartment,
8B Middleton Street, Kolkata – 700071
Tel. No.: 033 2226 7462; Fax No.: 033 2227 7925
Email: investor.india@akzonobel.com
Website: www.akzonobel.co.in

AkzoNobel

NOTICE OF ANNUAL GENERAL MEETING, E-VOTING AND BOOK CLOSURE DATES

NOTICE is hereby given that the 63rd Annual General Meeting (63rd AGM) of the Company will be held on Monday, 14th August, 2017 at 2.00 p.m. at Hyatt Regency, JA-1, Sector-III, Salt Lake City, Kolkata 700 098 to transact the businesses as set out in the Notice of the 63rd AGM.

The Annual Report, Notice of the 63rd AGM and e-Voting instructions have been sent to all the Shareholders, in electronic form to those who have registered their e-mail IDs, and in physical form to others on/during 14th July 2017 and 17th July, 2017 The Notice of 63rd AGM, Annual Report and e-voting instructions are also available on the Company's website **www.akzonobel.co.in**

The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 8th August, 2017 to Monday, 14th August 2017 (both days inclusive) for the purpose of determining the entitlement of dividend declared for the year ended 31st March, 2017, if approved at the 63rd AGM. The dividend will be paid to the Shareholders whose names stand on the Register of Members at the close of business hours of Monday, 7th August, 2017.

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 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). Members are requested to note the following:

a) Date and time of commencement of voting through electronic means: **Friday, 11th August, 2017 at 9.00 a.m.**
b) Date and time of end of voting through electronic means: **Sunday, 13th August, 2017 at 5.00 p.m.**
c) The Notice of 63rd AGM is available on the company's website: **www.akzonobel.co.in** and website of NSDL **https://www.evoting.nsdl.com**
d) For electronic voting instructions, Shareholders may go through the instructions in the Annexure to the Notice of 63rd AGM and in case of any queries/grievances connected with the electronic voting, Shareholders may refer the Frequently Asked Questions (FAQs) and e-voting user manual for the Shareholders available at **https://www.evoting.nsdl.com** or call on (022) 22049056.

The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary of M/s. A. K. Labh & Co, Company Secretaries, Kolkata, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The members may contact Mr. S. K. Mitra (Phone - (033) 22267462, Fax- (033) 22277925, e-mail: **swapan.mitra@akzonobel.com** for any query or grievances in the related matter during business hours.

for Akzo Nobel India Limited
R Guha
Company Secretary

Place: Gurugram
Date : 18 July 2017