21 July 2015

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

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

Dear Sir,

Notice of AGM

We hereby inform you that the Annual General Meeting of the Company will be convened as follows:

Date	14 August, 2015
Time	1430 Hrs
Venue	Crystal Hall, Taj Bengal, 34-B, Belvedere Road, Alipore, Kolkata - 700027

Attached please find a copy of the notice as circulated to the shareholders.

Thanking you,

Yours sincerely
For Akzo Nobel India Limited

R. Guha
Company Secretary

Encl: a/a

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

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Notice of Annual General Meeting

Notice is hereby given that the 61st Annual General Meeting of the Members of Akzo Nobel India Limited will be held on Friday, 14 August 2015 at 1430 hours at Crystal Hall, Taj Bengal, 34-B, Belvedere Road, Alipore, Kolkata - 700027 to transact the following business:

Ordinary business

1. To consider and adopt the audited financial statements for the year ended 31 March 2015 and the Reports of the Directors and Auditors thereon.

2. To declare a Dividend on equity shares for the year ended 31 March 2015.

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."

4. To appoint Auditors for the year 2015-16 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 the Auditors, M/s B S R & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/W100024), who retire at the conclusion of this Meeting, be and are hereby re-appointed 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	₹ 5.0 million
Tax audit	₹ 1.5 million
Statutory certification	₹ 1.5 million

   In addition, reasonable out-of-pocket expenses and service taxes as applicable may also be reimbursed to the Auditors. Any other fees for certification and other permissible services may be billed by the Auditors at such rates as may be agreed between the Auditors and the Company."

Special Business

5. To approve the appointment of Mr R Gopalakrishnan as an Independent Director of the Company:

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

   "Resolved that the appointment of Mr R Gopalakrishnan (DIN 00027858) as an Independent Director of the Company, within the meaning of section 149 of the Companies Act, 2013 for a term of five years commencing from 12 August 2014 be and is hereby approved."

6. To approve the appointment of Mr Arvind Uppal as an Independent Director of the Company:

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

   "Resolved that the appointment of Mr Arvind Uppal (DIN 0104992) as an Independent Director of the Company, within the meaning of section 149 of the Companies Act, 2013 for a term of five years commencing from 12 August 2014 be and is hereby approved."

7. To approve the appointment of Ms Renu S Karnad as an Independent Director of the Company:

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

   "Resolved that the appointment of Ms Renu S Karnad (DIN 00008064) as an Independent Director of the Company, within the meaning of section 149 of the Companies Act, 2013 for a term commencing from 12 August 2014 upto 8 September 2014 be and is hereby approved."

8. To approve the appointment of Ms Kimsuka Narasimhan as an Independent Director of the Company:

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

   "Resolved that the appointment of Ms Kimsuka Narasimhan (DIN 02102783) as an Independent Director of the Company, within the meaning of section 149 of the Companies Act, 2013 for a term of five years commencing from 30 January 2015 be and is hereby approved."

9. 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 2015-16 by the Board of Directors, be and is hereby ratified."

By order of the Board
R Guha
Company Secretary

28 May 2015
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.

ii) The Register of Members and Share Transfer books of the Company will remain closed from 10 August 2015 to 14 August 2015 both days inclusive.

iii) Dividend, if approved at the Meeting, will be paid on or around 28 August 2015 by means of direct bank credit (ECS) or dividend warrants;

a. In respect of shares held in electronic form, to the beneficial owners of shares as on 8 August 2015 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 8 August 2015.

iv) As per current SEBI Regulations, dividend is required to be credited to shareholders through Electronic Clearing Service (ECS) wherever the facility is available and 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 details (account number, bank name, bank address, MICR Code and IFS Code) to their Depository Participants (in case of shares held in dematerialised form) or to the RTA (in case of shares held in physical form) at the earliest.

v) Members having shares registered in the same name or in the same order of names but in several folios, may please write to the RTA for consolidation of the folios.

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

vii) Members/Proxy holders must bring the Attendance Slip to the Meeting and hand it over at the entrance, duly signed.

viii) 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.

ix) Pursuant to the provisions of the Companies Act, dividends which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund (the 'Fund') of the Central Government. Shareholders who have not en-cashed the dividend warrants so far, for the financial year ended 31 March 2008 or any subsequent financial years, are requested to send unencashed 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 2015. All unclaimed dividends in respect of financial year 2007-08 onwards are due for transfer to the Fund on expiry of seven years from the date they fell due. Any claim in respect of unclaimed dividend after the said transfer, shall be made to the relevant authority nominated by the Central Government for administration of the Fund.

x) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules issued thereunder and Clause 35B of the Listing Agreement, the members are provided with the facility to cast their vote 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 and explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3
Mr Amit Jain

Mr. Amit Jain is a non executive Director since January 2014. He had earlier served as the Managing Director of the Company during 2009-2013. In terms of section 152 of the Act, Mr Jain will retire by rotation at this AGM and is eligible for re-appointment.

Apart from Akzo Nobel India Limited, Mr Jain serves on the boards of the following companies:

1. ICI India Research & Technology Centre
2. Navya Advisors Pvt Ltd

Mr Jain is a member of the of the Audit, Risk Management and Nomination & Remuneration Committees of the Board. He does not hold any shares in the Company.

Born in 1964, Mr Jain holds a management degree from the Faculty of Management Studies, Delhi, and has completed an Advanced Management Program from the Wharton Business School. Mr Jain started his

career in the Company, where he managed a diverse set of responsibilities within sales & marketing (1987 – 1994). He has since served in leadership roles in Coca-Cola and MTV. Currently, he is the Managing Director for AkzoNobel's Decorative Paints business in North and West Europe and operates out of Amsterdam.

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

Item No. 5
Mr R Gopalakrishnan

Mr R Gopalakrishnan has joined the Board of Akzo Nobel India Limited on 19 May 1999 and was last re-appointed at the AGM held on 9 August 2012.

The Board had at its meeting held on 11 August 2014, appointed Mr Gopalakrishnan as an 'Independent Director' of the Company subject to shareholder approval.

Born in 1945, Mr Gopalakrishnan is a Bachelor of Science in Physics from the University of Calcutta and has a B.Tech from IIT, Kharagpur. He has also attended the Advanced Management Programme of the Harvard Business School. Before joining the Tata Group, he was with the Unilever Group for over 30 years in senior positions, including that of the Vice Chairman of Hindustan Lever Limited.

Apart from Akzo Nobel India Limited, Mr Gopalakrishnan serves on the boards of the following companies:

1. Rallis India Ltd
2. Tata AutoComp Systems Ltd
3. Tata Chemicals Ltd
4. Tata Sons Ltd
5. Tata Power Co. Ltd
6. Tata Technologies Ltd
7. Castrol India Limited
8. Advinus Therapeutics Ltd
9. Metahelix Life Sciences Pvt Ltd
10. ABP Pvt Ltd
11. Hemas Holdings PLC
12. Trust Energy Resources Pte Ltd

Mr Gopalakrishnan is the Chairman of the Nomination & Remuneration and Risk Management Committees and a member of the Audit Committee of the Board. He does not hold any shares in the Company.

In the opinion of the Board, Mr Gopalakrishnan meets the criteria prescribed in section 149 of the Companies Act, 2013 to be appointed as an Independent Director of the Company.

The Board recommends the resolution. Except Mr R Gopalakrishnan, no other Director has any interest or concern in this resolution.

Item No. 6
Mr Arvind Uppal

Mr Arvind Uppal has joined the Board of Akzo Nobel India Limited on 1 April 2011 and was re-appointed at the AGM held on 8 August 2013.

The Board had, at its meeting held on 11 August 2014, appointed Mr Arvind Uppal as an 'Independent Director' of the Company subject to shareholder approval.

Born in 1962, Mr Uppal is a Chemical Engineer from IIT, Delhi and holds a Masters in Business Administration from the Faculty of Management Studies, New Delhi. He has also attended a programme for Executive Development at IMD, Lausanne, Switzerland. He is currently President, Whirlpool Asia Pacific and Chairman & Managing Director, Whirlpool India. He has worked with Nestle for over 18 years, having joined that company as a management trainee in 1987.

Apart from Akzo Nobel India Limited, Mr Uppal serves on the boards of the following companies:

1. Whirlpool of India Limited
2. Tuscan Ventures Private Limited
3. Whirlpool (Australia) Pty Limited

Mr Uppal is the Chairman of the Stakeholder Relationship Committee and a member of the Audit, Risk Management and Nomination & Remuneration Committees of the Board. He does not hold any shares in the Company.

In the opinion of the Board, Mr Uppal meets the criteria prescribed in section 149 of the Companies Act, 2013 to be appointed as an Independent Director of the Company.

The Board recommends the resolution. Except Mr Arvind Uppal, no other Director has any interest or concern in this resolution.

Item No. 7
Ms Renu S Karnad

Ms Renu S Karnad has joined the Board of Akzo Nobel India Limited on 1 August 2003 and was re-appointed at the AGM held on 8 August 2013.

The Board had at its meeting held on 11 August 2014, appointed Ms Renu S Karnad as an 'Independent Director' of the Company subject to shareholder approval.

Born in 1952, Ms Karnad is a Law Graduate from the University of Bombay and a Post Graduate in Economics from the Delhi School of Economics. She is a Director on the Board of various companies and also holds the Pravin Fellowship from Woodrow Wilson School of International Affairs, Princeton, USA. She is currently the Managing Director of Housing Development Finance Corporation Ltd, which she joined in 1978.

Ms Karnad had subsequently resigned from the Board with effect from 9 September 2014 in order to comply with certain regulatory restrictions. During her tenure on the Board, she was the Chairperson of the Audit Committee and a member of the Nomination & Remuneration Committee.

Apart from Akzo Nobel India Limited, Ms Karnad serves on the boards of the following companies as per disclosures given to the Company upto 8 September 2014:

1. Bosch Limited
2. Credit Information Bureau (India) Limited
3. GRUH Finance Limited
4. HDFC Limited
5. HDFC Bank Limited
6. HDFC Asset Management Company Ltd
7. HDFC ERGO General Insurance Co Ltd
8. HDFC Property Ventures Limited
9. HDFC Standard Life Insurance Co. Ltd
10. Credila Financial Services Pvt Ltd
11. Indraprastha Medical Corporation Limited
12. EIH Limited
13. ABB Limited
14. HDFC PLC, Maldives
15. Feedback Infrastructure Services Pvt Ltd
16. G4S Corporate Services (India) Pvt Ltd
17. HIREF International LLC

In the opinion of the Board, Ms Karnad meets the criteria prescribed in section 149 of the Companies Act, 2013 to be appointed as an Independent Director of the Company. She did not hold any shares in the Company (as on 8 September 2014).

The Board recommends the resolution. Except Ms Karnad, no other Director has any interest or concern in this resolution.

Item No. 8
Ms Kimsuka Narasimhan

Ms Kimsuka Narasimhan joined the Board with effect from 30 January 2015 in the casual vacancy caused by the resignation of Ms Renu S Karnad.

The Board had at its meeting held on 29 January 2015, appointed Ms Kimsuka Narasimhan as an 'Independent Director' of the Company for a term of 5 years commencing from 30 January 2015, subject to shareholder approval.

Born in 1964, Ms Narasimhan is a chartered accountant and a cost accountant. She is currently the Senior Vice President - Finance & CFO of PepsiCo, India. Earlier, she was the CFO of the foods business of PepsiCo, India, followed by the role of Head of Planning in divisional headquarters at Dubai.

Prior to PepsiCo, Ms Narasimhan worked with the Unilever Group for 18 years. She actively participates in women's professional and leadership initiatives, including co-leading the Diversity and Inclusion Council in PepsiCo.

Apart from Akzo Nobel India Limited, Ms Narasimhan serves on the board of NourishCo Beverages Ltd.

Ms. Narasimhan is a member of Audit and Risk Management Committees. She does not hold any shares in the Company.

A notice under Section 160 of the Companies Act, 2013 has been received from a Member along with the requisite fees, proposing Ms Kimsuka Narasimhan's name for being appointed as a Director of the Company.

In the opinion of the Board, Ms Narasimhan meets the criteria prescribed in section 149 of the Companies Act, 2013 to be appointed as an Independent Director of the Company.

The Board recommends the resolution. Except Ms Narasimhan, no other Director has any interest or concern in this resolution.

Item No. 9
Payment of Remuneration to Cost Auditors

The Board, at its meeting held on 28 May 2015, 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 2015-16.

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 ordinary resolution for ratification by the shareholders of the Company. None of the Director has any concern or interest in the resolution.