AkzoNobel

27 July 2016

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,

Outcome of AGM

This is to inform you that the following resolutions were passed with requisite majority at the AGM held on Tuesday, 26 July 2016 at 1400 hours at Hotel Hyatt Regency, JA-1, Sector III, Salt Lake City, Kolkata- 700098 poll/ evoting. The Scrutinizers report is annexed for you reference.

Ordinary Business

(i) Consider and adopt the audited financial statements and the Report of the Directors and Auditors thereon
(ii) Declaration of Dividend at Rs 70 per equity share
(iii) Re-appointment Mr Arabinda Ghosh who retires by rotation

Special Business

(iv) Appoint M/s Price Waterhouse Chartered Accountants LLP as Auditors for the year 2016-17 and fix their remuneration
(v) Approve the appointment of Mr Pradip Kumar Menon as Wholetime Director of the Company and fix his remuneration
(vi) Ratification of payment of remuneration to Cost Auditors

Yours faithfully,
For Akzo Nobel India Limited

R Guha
Company Secretary
Camp: Kolkata

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
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Practicing Company Secretary

A. K. LABH & Co.
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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
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 62nd Annual General Meeting of the members of **"Akzo Nobel India Limited"** ("*Company*") held on Tuesday, 26th July, 2016 at Hotel Hyatt Regency, JA-1, Sector-III, Salt Lake City, Kolkata-700098 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 on remote e-voting and voting through physical ballot process carried out 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 the 13th May, 2016. My responsibility as a scrutinizer for the remote voting process through electronic means and 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 CB Management Services Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Saturday, the 23rd July, 2016 up to 5.00 P.M. IST on Monday, the 25th July, 2016.

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2. The Shareholders holding shares as on the "cut off" date, i.e. 20th July, 2016 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 13th May, 2016 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 caste the votes physically in case the same has not been casted by them through remote e-voting.

4. The votes were unblocked on Tuesday, the 26th July, 2016 around 6.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.

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

6. The combined result of the remote e-voting [**EVEN : 104121**] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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

a) Resolution 1

To consider and adopt the audited financial statements for the year ended 31st March, 2016 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	104	36928089	
Voting by ballot	14	104	
Total	**118**	**36928193**	**99.99999%**

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*(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	0	0	
Voting by ballot	2	5	
Total	**2**	**5**	**0.00001%**

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

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

b) Resolution 2

To declare a Dividend on equity shares for the year ended 31st March, 2016

*(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	111	37643760	
Voting by ballot	14	104	
Total	**125**	**37643864**	**99.9999%**

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*(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	1	30	
Voting by ballot	2	5	
Total	**3**	**35**	**0.0001%**

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

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

c) Resolution 3

To appoint a Director in place of Mr. Arabinda Ghosh (DIN : 07194797), who retires by rotation and, being eligible, offers himself for re-appointment 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	103	37637684	
Voting by ballot	14	104	
Total	**117**	**37637788**	**99.9842%**

A. K. LABH & Co. Company Secretaries Kolkata

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*(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	5940	
Voting by ballot	2	5	
Total	**9**	**5945**	**0.0158%**

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

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

d) Resolution 4 : Ordinary Resolution

To appoint Auditors for the year 2016-17 and to fix their remuneration

*(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	100	36923282	
Voting by ballot	14	104	
Total	**114**	**36923386**	**99.9831%**

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*(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	6238	
Voting by ballot	2	5	
Total	**6**	**6243**	**0.0169%**

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

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

<B> SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

To approve the appointment of Mr Pradip Kumar Menon as a Whole time Director of the Company and fix his remuneration

*(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	106	37643418	
Voting by ballot	14	104	
Total	**120**	**37643522**	**99.9995%**

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*(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	3	176	
Voting by ballot	2	5	
Total	**5**	**181**	**0.0005%**

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

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

f) Resolution 6 : Special Resolution

To ratify payment of remuneration to Cost Auditors for the year 2016-17

*(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	108	37640742	
Voting by ballot	14	104	
Total	**122**	**37640846**	**99.9919%**

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*(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	3	3028	
Voting by ballot	2	5	
Total	**5**	**3033**	**0.0081%**

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

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

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

8. 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: 27.07.2016

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Witness :

1. Raju Chowdhury.

(Raju Chowdhury)
The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata – 700 021

2. Biswarup Ganguly.

(Biswarup Ganguly)
27/2, Suren Tagore Road
Kolkata – 700 019

Verified the contents and received the Report of the Scrutinizer
For **Akzo Nobel India Limited**

R Guha

(R. Guha)
Company Secretary