

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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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, as amended]

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 61st Annual General Meeting of the members of **Akzo Nobel India Limited** ("Company") held on Friday, 14th day of August, 2015 at 02:30 P.M. at Crystal Hall, Taj Bengal, 34-B, Belvedere Road, Alipore, Kolkata – 700027 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 28th May, 2015. My responsibility as a scrutinizer for the 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 e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Tuesday, the 11th August, 2015 up to 5.00 PM IST on Thursday, the 13th August, 2015.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 8th August, 2015 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the notice dated 28th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Friday, the 14th day of August, 2015 around 6.00 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah - 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
5. The result of the remote e-voting [EVEN : 102175] is as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of audited financial statements for the year ended 31 March 2015 and the Reports of the Directors and Auditors thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
36878398	36878298	100

b) Resolution 2

Declaration of Dividend on equity shares for the year ended 31 March 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516089	37515999	90



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c) Resolution 3

Re-appointment of Mr. Amit Jain as a Director, who retires by rotation

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516049	37509786	6263

d) Resolution 4

Appointment of Auditors for the year 2015-16 and fixation of remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
36878353	36870112	8241

 SPECIAL BUSINESS:

e) Resolution 5

Appointment of Mr. R Gopalakrishnan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37515724	37511297	4427

f) Resolution 6

Appointment of Mr. Arvind Uppal as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516049	37510873	5176



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g) Resolution 7

Appointment of Ms. Renu S Karnad as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516044	37515869	175

h) Resolution 8

Appointment of Ms. Kimsuka Narasimhan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516044	37510908	5136

i) Resolution 9

Ratification of remuneration of Cost Auditors for the year 2015-16

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37515939	37512432	3507

6. 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.

7. The result of the voting through ballot forms are as under :



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<A> ORDINARY BUSINESS:**a) Resolution 1**

*Adoption of audited financial statements for the year ended 31 March 2015
 and the Reports of the Directors and Auditors thereon*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

b) Resolution 2

Declaration of Dividend on equity shares for the year ended 31 March 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

c) Resolution 3

Re-appointment of Mr. Amit Jain as a Director, who retires by rotation

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

d) Resolution 4

Appointment of Auditors for the year 2015-16 and fixation of remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0



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 SPECIAL BUSINESS:

e) Resolution 5

Appointment of Mr. R Gopalakrishnan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

f) Resolution 6

Appointment of Mr. Arvind Uppal as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

g) Resolution 7

Appointment of Ms. Renu S Karnad as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

h) Resolution 8

Appointment of Ms. Kimsuka Narasimhan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0



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i) Resolution 9***Ratification of remuneration of Cost Auditors for the year 2015-16***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
24	24	0

8. Thus, the combined result of the remote e-voting [EVEN : 102175] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1*****Adoption of audited financial statements for the year ended 31 March 2015 and the Reports of the Directors and Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
36878422	36878322 (99.9997%)	100 (0.0003%)

b) Resolution 2***Declaration of Dividend on equity shares for the year ended 31 March 2015***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516113	37516023 (99.9998%)	90 (0.0002%)



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c) Resolution 3

Re-appointment of Mr. Amit Jain as a Director, who retires by rotation

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516073	37509810 (99.9833%)	6263 (0.0167%)

d) Resolution 4

Appointment of Auditors for the year 2015-16 and fixation of remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
36878377	36870136 (99.9777%)	8241 (0.0223%)

** SPECIAL BUSINESS:****e) Resolution 5**

Appointment of Mr. R Gopalakrishnan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37515748	37511321 (99.9882%)	4427 (0.0118%)



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f) Resolution 6

Appointment of Mr. Arvind Uppal as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516073	37510897 (99.9862%)	5176 (0.0138%)

g) Resolution 7

Appointment of Ms. Renu S Karnad as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516068	37515893 (99.9995%)	175 (0.0005%)

h) Resolution 8

Appointment of Ms. Kimsuka Narasimhan as an Independent Director of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37516068	37510932 (99.9863%)	5136 (0.0137%)



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i) Resolution 9

Ratification of remuneration to Cost Auditors for the year 2015-16

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
37515963	37512456 (99.9907%)	3507 (0.0093%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

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

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



Place: Kolkata
Dated: 17.08.2015

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

(R Guha)
Company Secretary