

29 October 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 Sirs,

Result of Voting by Postal Ballot for Directors' Appointment

We refer to the Postal Ballot Notice dated 21st September 2018 seeking approval of the Members of the Company by way of Ordinary Resolution through Postal Ballot for appointment of following on the Board:

- Mr. Heman(Sahai as Independent Director,
- Mr. Rajiv Rajgopal as Managing Director, and
- Mr. Rajasekaran Guha as Whole-time Director.

In this connection and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Ordinary Resolutions mentioned in the aforesaid Postal Ballot notice has been **passed by the Members of the Company with requisite majority**. The approval is deemed to have been received on Friday, 26th October 2018 viz. the last date of receipt of duly completed Ballot Forms and remote e-voting. The result has been announced at the registered office of the Company 27th October 2018.

Please find enclosed the voting results in the specified format along with the report issued by the Scrutinizer.

Request you to kindly take the above information on your records.

Yours Faithfully,

For Akzo Nobel India Limited


R. Guha

Company Secretary

AKZO NOBEL INDIA LIMITED

Record Date of Postal Ballot	14th September,2018
Total number of shareholders on record date	40798
No.of Shareholders voted through e-voting or through physical ballot	
Promoters and Promoter Group	3
Public Institution	49
Public Others	228

Details of Agenda :

1.Ordinary Resolution Appointment of Hemant Sahai as an Independent Director.

Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter / Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34044335	34044039	99.999	34044039	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		34044039	99.999	34044039	0	100.001	0.000
Public - Institutions	E-Voting	4189907	2448625	58.441	2448625	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		2448625	58.441	2448625	0	100.000	0.000
Public -Non Institutions	E-Voting	7306072	12799	0.175	12563	236	98.156	1.844
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		4730	0.065	4665	65	98.626	1.374
	Total		17529	0.240	17228	301	98.283	1.717
Total		45540314	36510193	80.171	36509892	301	99.999	0.001

2.Ordinary Resolution Appointment of Rajiv Rajgopal as the Managing Director.

Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter / Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34044335	34044039	99.999	34044039	0	100.00	0.00
	Poll		0	0.000	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.000	0	0	0.00	0.00
	Total		34044039	99.999	34044039	0	100.00	0.00
Public - Institutions	E-Voting	4189907	2448625	58.441	2447834	791	99.97	0.03
	Poll		0	0.000	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.000	0	0	0.00	0.00
	Total		2448625	58.441	2447834	791	99.97	0.03
Public -Non Institutions	E-Voting	7306072	12698	0.174	12482	216	98.30	1.70
	Poll		0	0.000	0	0	0.00	0.00
	Postal Ballot (if applicable)		4730	0.065	4592	138	97.08	2.92
	Total		17428	0.239	17074	354	97.97	2.03
Total		45540314	36510092	80.171	36508947	1145	99.997	0.003

3.Ordinary Resolution Appointment of Rajasekaran Guha as a Whole-time Director.

Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		34044039	99.999	34044039	0	100.000	0.00
	Poll	34044335	0	0.000	0	0	0.000	0.00
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.00
	Total	34044335	34044039	99.999	34044039	0	0.000	0.00
Public - Institutions	E-Voting		2448625	58.441	2448625	0	100.000	0.00
	Poll	4189907	0	0.000	0	0	0.000	0.00
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.00
	Total	4189907	2448625	58.441	2448625	0	100.000	0.00
Public -Non Institutions	E-Voting		12776	0.175	12535	241	98.114	1.89
	Poll	7306072	0	0.000	0	0	0.000	0.00
	Postal Ballot (if applicable)		4730	0.065	4715	15	99.683	0.32
	Total	7306072	17506	0.240	17250	256	98.538	1.46
Total		45540314	36510170	80.171	36509914	256	99.999	0.001

Details of invalid votes		
Category	No of Votes	No. of cases
Promoter and Promoter Group	0	0
Public Institutions	0	0
Public Non Institutions	73	3

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
Akzo Nobel India Limited
Geetanjali Apartment, 1st Floor
8-B, Middleton Street
Kolkata - 700 071

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 7th September, 2018.
- (2) 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 postal ballot on the resolutions contained in the Notice of the postal ballot and e-voting dated the 7th September, 2018. Our responsibility as a scrutinizer for the voting process through electronic means and postal 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 received through postal ballots as provided by M/s. C B Management Services (P) Limited, Kolkata, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of Postal Ballot Notice and Postal Ballot forms (containing e-voting instructions) through e-mail / other permitted modes as applicable on 21st September, 2018 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 14th day of September, 2018.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5:00 p.m. on Friday, 26th day of October, 2018 in our presence.



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- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5:00 p.m. on Friday, 26th day of October, 2018 the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:00 p.m. on Friday, 26th day of October, 2018, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system (www.evoting.nsdl.com).
- (j) The e-voting period remained open from 9:00 A.M. IST on Thursday, the 27th day of September, 2018 up to 5:00 P.M. IST on Friday, the 26th day of October, 2018.
- (k) The Shareholders holding shares as on the "cut off" date, i.e. 14th day of September, 2018 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 7th day of September, 2018.
- (l) The result of the electronic voting was downloaded after 5:00 p.m. on Friday, the 26th day of October, 2018 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unblocked 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 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (**EVEN: 110074**) is as follows :-



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SPECIAL BUSINESS:

(a) Resolution 1 : Ordinary Resolution

Appointment of Mr. Hemant Sahai (DIN: 00088238) as an Independent Director of the Company for a period of 5 (five) years from August 3, 2018 to August 2, 2023

(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
E-voting	180	36505227	
Voting by ballot	89	4665	
Total	269	36509892	99.9992%

(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
E-voting	9	236	
Voting by ballot	2	65	
Total	11	301	0.0008%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	73



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(b) Resolution 2 : Ordinary Resolution

Appointment of Mr Rajiv Rajgopal (DIN: 06685599) as the Managing Director of the Company for a period of five (5) years from November 1, 2018 to October 31, 2023

(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
E-voting	178	36504355	
Voting by ballot	88	4592	
Total	266	36508947	99.9969%

(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
E-voting	9	1007	
Voting by ballot	3	138	
Total	12	1145	0.0031%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	73



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(c) Resolution 3 : Ordinary Resolution

Appointment of Mr Rajasekaran Guha (DIN: 00160830) as a Whole-time Director of the Company, liable to retire by rotation, for the period 10 September 2018 to 8 February 2019

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	179	36505199	
Voting by ballot	90	4715	
Total	269	36509914	99.9993%

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	9	241	
Voting by ballot	1	15	
Total	10	256	0.0007%

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

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
3	73



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4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, 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 of postal ballot and e-voting.

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: 27-10-2018

A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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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



Received the Report of the Scrutinizer

For Akzo Nobel India Limited

(R. Guha)
Company Secretary

27/10/2018

