

# Akzo Nobel India Limited

Registered Office: Geetanjali Apartment,  
1st Floor, 8-B, Middleton Street, Kolkata 700 071

## Notice of Annual General Meeting

Notice is hereby given that the 58th Annual General Meeting of the Members of Akzo Nobel India Limited will be held on Thursday, 9 August 2012 at 1430 hours at Mini Auditorium, Science City, JBS Halden Avenue, Kolkata 700 046 to transact the following business:

### Ordinary business

1. To consider and adopt the audited Profit and Loss Account for the financial year ended 31 March 2012, the audited Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend on equity shares for the year ended 31 March 2012.
3. To appoint a Director in place of Mr R Gopalakrishnan who retires by rotation. Being eligible, he has offered himself for reappointment as a Director of the Company. A brief resume of Mr Gopalakrishnan has been given in the Corporate Governance section of the Directors' Report.

Accordingly, to consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"Resolved that Mr R Gopalakrishnan be and is hereby re-appointed a Director of the Company."

4. To appoint a Director in place of Dr S Misra who retires by rotation. Being eligible, he has offered himself for reappointment as a Director of the Company. A brief resume of Dr Misra has been given in the Corporate Governance section of the Directors' Report.

Accordingly, to consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"Resolved that Dr Sanjiv Misra be and is hereby re-appointed a Director of the Company."

5. To appoint Auditors for the year 2012-13 and to fix their remuneration and for this purpose to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

"Resolved that the Auditors, M/s B S R & Associates, Chartered Accountants, 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	Rs 4.5 million
Tax audit	Rs 1.2 million
Statutory certification	Rs 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 services may be billed by the Auditors at such rates as may be agreed between the Auditors and the Company."

## Special business

6. To revise the remuneration of Statutory Auditors for the year 2011-12 and for this purpose to consider and, if thought fit, pass with or without modification, the following resolution as an ordinary resolution:

“Resolved that in partial modification of the resolution approved at the Annual General Meeting held on 22 July 2011, the remuneration of the Auditors, M/s B S R & Associates, Chartered Accountants, be revised as given below:

Statutory audit	Rs 4.5 million
Tax audit	Rs 1.0 million
Statutory certification	Rs 1.2 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 services may be billed by the Auditors at such rates as may be agreed between the Auditors and the Company.”

Gurgaon  
21 May 2012

By order of the Board  
**R Guha**  
Company Secretary

## Notes

- i) **A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll 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 1 August 2012 to 9 August 2012 both days inclusive.
- iii) Dividend, if approved at the Meeting, will be paid on or around 14 August 2012 by means of direct bank credit (ECS) or dividend warrants or cheques to those members whose names appear on the Company's Register of Members as on 9 August 2012 by means of direct bank credit (ECS) or dividend warrants or cheques
- a. In case of shares held in electronic form, to the beneficial owners of shares as on 31 July 2012 as per the downloads furnished to the Company by the depositories for this purpose;
- b. In case 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 31 July 2012.
- 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 desirous of availing of this facility may send the details of their bank account with the address and the MICR Code of their bank 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 nomination in terms of Section 109A of the Companies Act, 1956, 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. A blank format is appended to the Annual Report.

- viii) Members who wish to obtain any information on the Company or the Accounts may visit the Company's website: [www.akzonobel.co.in](http://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 Cyber Terraces, Block A, 20th Floor, Cyber City, DLF Phase III, Gurgaon 122 002.
- ix) Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, 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 encashed the dividend warrants so far, for the financial year ended 31st March 2005 or any subsequent financial years, are requested to send unencashed dividend warrants, to the RTA for necessary action. Separate intimation to those Members whose dividend cheques remain unencashed as on 31 March 2012, as per the Company's records, has been sent in this regard. All unclaimed dividends in respect of Financial Year 2004-05 onwards are due for transfer to the Fund on expiry of seven years from the date they fell due. Pursuant to the provisions of Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the Fund after the said transfer.

### **Explanatory Statement, pursuant to Section 173 for the Companies Act, 1956**

#### **Items 6**

As the Members are aware, M/s B S R & Associates, Chartered Accountants, were appointed as the Auditors of the Company at the AGM held on 22 July 2011, at the following remuneration:

Statutory Audit	Rs 2.2 million
Tax Audit	Rs 0.6 million
Statutory certification	Rs 1.2 million

Subsequently, with the merger of three Akzo Nobel Group Companies with the Company, which was approved by the Board in October 2011 and since been sanctioned by the jurisdictional High Courts, their work and responsibility has gone up to a considerable extent. With the Appointed Date for the merger fixed as 1 April 2011, the Audited Accounts for the year 2011-12 reflect the consolidated operations of the Company on post-merger basis. The Auditors have accordingly requested for a review of their remuneration for the year 2011-12 which was fixed at the 22 July 2011 AGM for the pre-merger Akzo Nobel India Limited.

The Board considered the above request and has recommended the resolution as proposed.

None of the Directors have any concern or interest in this resolution.