

11th December 2023

Department of Corporate Services
BSE Limited
1st floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 500710

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400051
Symbol: AKZOINDIA

Dear Sir,

**Sub.: Postal Ballot for appointment of Mr Rohit Ghanshyamdas Totla as Director/
Wholetime Director and fixing his remuneration as Wholetime Director**

Pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Mr Rohit Ghanshyamdas Totla as Director/Wholetime Director and fixing his remuneration as Wholetime Director of the Company effective from 16th November 2023.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Postal Ballot Notice is being circulated to all the members of the Company, whose email addresses are registered with the Company's Registrar and Transfer Agent or Depository Participant(s) as on Friday, 8th December, 2023. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

E-voting window will open at 9am on Wednesday, 13th December 2023 and will close at 5pm on Thursday, 11th January 2024.

You are requested to kindly take the above information on record.

Yours faithfully
for Akzo Nobel India Limited

Rajiv Jha
Company Secretary & Compliance Officer
Membership No. F5948

Encl: As above

AkzoNobel

Akzo Nobel India Limited

CIN: L24292WB1954PLC021516

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

Tel: 033 - 22267462 Fax: 033 - 22277925 Email: investor.india@akzonobel.com

Website: www.akzonobel.co.in

NOTICE OF POSTAL BALLOT (ONLY THROUGH E-VOTING)

Dear Members,

NOTICE is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the “**Management Rules**”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) including any amendment/s thereto and for the time being in force, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory amendment/s, modification/s or re-enactment/s thereof, for the time being in force), and the General Circular No. 09/2023 dated 25th September 2023 alongwith General Circular Nos. 10/2021 dated 23rd June 2021; 39/2020 dated 31st December 2020; 33/2020 dated 28th September 2020; 22/2020 dated 15th June 2020; 17/2020 dated 13th April 2020 and 14/2020 dated 8th April 2020, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) to transact the items as set out in this Postal Ballot Notice and seek approvals of the members by way of Ordinary Resolution(s) only through voting by electronic means (“**e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act pertaining to the said resolution(s) setting out the material facts and the reasons therefor for each agenda item/resolution is appended herewith.

Further, pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has

appointed Mr. Atul Kumar Labh (FCS-4848/CP-3238) and failing him, Mr. Asit Kumar Labh (ACS-32891/CP-14664) of M/s A.K. Labh & Co., Company Secretaries, Kolkata as the Scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot process (only through e-voting), in a fair and transparent manner.

In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Management Rules and MCA Circulars and further to Regulation 44 of the SEBI LODR, the Company is offering the facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions herein below for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as its agency for providing e-voting facility to the Members of the Company. The period for voting starts from Wednesday, 13th December 2023 at 9.00 am IST and ends on Thursday, 11th January 2024 at 5.00 pm IST.

The Scrutinizer will submit his report to the Chairman, or in his absence to the Company Secretary of the Company, after completion of scrutiny of postal ballots (e-voting) in a fair and transparent manner. The results of the postal ballot will be announced by the Chairman or in his absence by any of the Directors or the Company Secretary of the Company duly authorised by the Chairman on or before Saturday, 13th January 2024. The results of the postal ballot along with the Scrutinizer’s Report will also be displayed at the Registered Office of the Company and communicated to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s

website (www.akzonobel.co.in) and will be uploaded on the website of NSDL (www.evoting.nsdl.com).

The last date specified by the Company for e-voting, i.e. 11th January 2024, shall be the date on which the below mentioned resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

Item No. 1: Appointment of Mr. Rohit Ghanshyamdas Totla (DIN: 10391749) as a Director

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read in conjunction with Rules 8, 9, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions of the Act and rules thereunder (including any amendment/s or re – enactment/s thereof, from time to time and for the time being in force), Articles of Association of the Company, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any amendment/s or re – enactment/s thereof, from time to time and for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (“**Board**”) of the Company, consent of the Members of the Company, be and is hereby accorded to the appointment of Mr. Rohit Ghanshyamdas Totla (DIN: 10391749), who was appointed as an Additional Director on 16th November 2023 and for whose appointment the Company has received a valid nomination from a member, as a Director of the company, liable to retire by rotation, with effect from 16th November 2023.”

“RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in this regard.”

Item No. 2: Appointment of Mr. Rohit Ghanshyamdas Totla (DIN: 10391749) as a Wholetime Director and fixing his Remuneration as the Wholetime Director of the Company

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment/s or re – enactment/s thereof, from time to time and for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 including any amendment/s or re – enactment/s thereof, from time to time and for the time being in force, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the Members of the Company, be and is hereby accorded for the appointment of Mr. Rohit Ghanshyamdas Totla (DIN: 10391749) as the Wholetime Director of the Company (being in wholetime employment and designated as Director-Commercial Excellence) for a period of 5 (Five) years commencing from 16th November 2023 to 15th November 2028 (both days inclusive) on the terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to this Notice, with the liberty to the Board to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Rohit Ghanshyamdas Totla during the period of his appointment within the overall ceiling as mentioned therein.”

“RESOLVED FURTHER THAT in the event of absence of profits or inadequacy of profits in any financial year during his aforesaid term, the salary, perquisites and statutory benefits (as set out in the explanatory statement appended with this Notice) be paid as minimum remuneration to Mr. Rohit Ghanshyamdas Totla, even if

it exceeds the limits stipulated under various provisions of the Act or the rules thereunder during any financial year / period in between."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of his appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)."

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in this regard."

By Order of the Board of Directors
For **Akzo Nobel India Limited**

Sd/-

Rajiv L Jha
Company Secretary and Compliance Officer
Membership No.: F5948

Place: Gurugram

Date: 16th November 2023

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, SEBI LODR and SS-2, setting out material facts and reasons in respect of the Resolution/s set out in item Nos. 1 and 2 of this Notice to be passed through postal ballot (only through e-voting) is annexed hereto for your consideration.
2. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from 1st January, 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the

Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Mr. Rohit Ghanshyamdas Totla as a Director on the Board of the Company is required within a period of three months from the date of his appointment i.e. by 15th February 2024.

3. This Notice is being sent to all the Members, whose names appear in the register of members / list of beneficial owners, as on the close of working hours on 8th December 2023 ("**Cut-off Date**"), as received from NSDL and Central Depository Services (India) Limited ("**CDSL**") and those members holding physical shares, whose details are available with the Company/the registrar and share transfer agent. Any person who is not a Member of the Company as on the date specified above shall treat the Notice for information purposes only.
4. Members who have registered their e-mail IDs with depositories / with the Company/ with the registrar and share transfer agent are being sent this Notice by e-mail and the Members who have not registered their e-mail IDs are requested to update the same as early as possible. In terms of MCA Circulars, no Postal Ballot Notice in physical mode will be sent/ dispatched to the members.
5. In case of any grievance/clarification, Members may contact NSDL by e-mail at evoting@nsdl.com or the Company Secretary at the contact details given herein above or at investor.india@akzonobel.com
6. The Postal Ballot Notice will also be placed on the website of the Company, www.akzonobel.co.in and website of NSDL, www.evoting.nsdl.com
7. Instructions for voting are given on the next page of this Notice.

INSTRUCTIONS FOR VOTING

1. For the purpose of offering e-voting facility, the Company has entered into an agreement with NSDL.

2. Voting through electronic means (Electronic Voting):

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
- b) The e-voting period commences on Wednesday, 13th December 2023 (9:00 am) and ends on Thursday, 11th January 2024 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 8th December 2023, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.

3. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS users can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to investor.india@akzonobel.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to investor.india@akzonobel.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com
5. Mr A K Labh, Practicing Company Secretary (Membership No. FCS4848, C.P. No. 3238) of M/s A K Labh & Co., Company Secretaries, Kolkata has been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.
6. The Scrutinizer, after the conclusion of e-voting, will scrutinize the votes, make a Scrutiniser’s Report and submit the same to the Chairman. The results shall be declared within 48 hours from the conclusion of the e-voting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.akzonobel.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited.
7. The last date specified by the Company for e-voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013 forming part of the Notice

Item No. 1:

Appointment of Mr. Rohit Ghanshyamdas Totla as a Director

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 16th November 2023, inducted Mr. Rohit Ghanshyamdas Totla on the Board of the Company as an Additional Director. upto the date of next Annual General Meeting subject to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 17(1C) of the SEBI LODR, having specific applicability to the listed companies, effective from 1st January 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Mr. Rohit Ghanshyamdas Totla as a Director on the Board of the Company is required within a period of three months from the date of his appointment i.e. by 15th February 2024.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Rohit Ghanshyamdas Totla for the office of director.

Pursuant to Regulation 36(3) of SEBI LODR and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Rohit Ghanshyamdas Totla including his profile and specific areas of expertise are given in this Postal Ballot Notice as “Annexure 1”.

Mr. Totla does not hold any shares in Akzo Nobel India Limited and he does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

Except Mr. Rohit Ghanshyamdas Totla and his relatives, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or

otherwise, in the resolution set out at Item No. 1 of the appended Notice.

The Board of Directors recommends the said resolution for approval of the Shareholders.

Item No. 2:

Appointment of Mr. Rohit Ghanshyamdas Totla as the Wholetime Director and Fixing of his Remuneration as the Wholetime Director

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 16th November 2023, appointed Mr. Rohit Ghanshyamdas Totla as the Wholetime Director (being in the wholetime employment of the Company, designated as Director-Commercial Excellence) for a period of 5 (Five) years effective 16th November 2023 till 15th November 2028 (both days inclusive).

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Rohit Ghanshyamdas Totla for the office of director.

Further, the Board, based on the recommendations of the Nomination and Remuneration Committee, approved the terms and conditions of appointment (including remuneration) of Mr. Rohit Ghanshyamdas Totla as a Wholetime Director of the Company to be reflected in the Agreement between the Company and Mr. Rohit Ghanshyamdas Totla, the broad terms and conditions are as follows:

1. Term

His terms of office as the Wholetime Director commences from 16th November 2023 to 15th November 2028 (both days inclusive), subject to review by the Board within the limits provided under the provisions of the Companies Act, 2013, and subject to the rules of the Company.

2. Remuneration

Mr. Rohit Ghanshyamdas Totla shall be entitled to receive from the Company the following remuneration, subject to the overall limits specified herein and as laid down in sections 197 and 198 of the Companies Act, 2013:

a) Base Salary

Basic: INR 63,08,760/- Total Base: INR 1,26,17,520/- per annum

b) Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan)

As may be approved by the Board for each financial year based on the net profit of the Company for that year, computed in the manner laid down in section 198 of the Act and after considering all relevant circumstances.

Max Variable Pay - (as % of Base salary) - at target is 25% and Max is 37.5%

Also Restricted Stock Units – Allotted every year on April 1st as per global policy

c) Perquisites

The following perquisites would be provided by the Company, subject to tax as applicable:

i) Accommodation: Provision of residential accommodation subject to the Rules of the Company.

ii) Car and Telephone: Provision of car for use on Company's business and Mobile phone expenses. These will not be considered as perquisites. However, personal long distance calls on telephone shall be billed by the Company.

❖ Car Cashout - INR 9,60,000

❖ Fuel Reimbursement - INR 1,80,000

❖ Driver Reimbursement- INR 1,80,000

iii) Contribution to Retiral Benefit Funds

a) Mr. Rohit G. Totla will become a member of the Alkali & Chemical Corporation of India Provident Fund with the Company's contribution not exceeding the limit permissible under law (currently 12% of the basic salary).

b) Mr. Rohit G. Totla will be entitled to pension benefits in accordance with the Pension Fund Rules applicable to the Company's Management Staff.

Provided however that the contributions to the Pension Fund shall not, together with the Company's contribution to the Provident Fund, exceed the maximum limit permissible under law.

c) Mr. Rohit G. Totla will be entitled to Gratuity in accordance with the Gratuity Fund Rules applicable to the Company's Management Staff not exceeding half a month's basic salary for each completed year of service.

iv) **Club Fees:** As per Company Policy

v) **Leave:** In accordance with the Company's rules, but not exceeding 22 days leave for every 12 months of service.

vi) **Encashment of Leave:** In accordance with the Company's rules.

vii) **Medical Benefits:** Reimbursement of expenses incurred for self and family.

viii) **Personal Accident / Medical Insurance:** As per Company policy.

For calculating the monetary value of the perquisites, they shall be valued as per Income Tax Rules wherever applicable and in the absence thereof, at cost.

Mr. Rohit G. Totla shall have the option to forego any of the perquisites as above and opt for an allowance in lieu thereof, as per rules of the Company and as approved by the Board.

The Board may review and determine from time to time any revision and/or modification in the above perquisites during the tenure of his appointment.

The Perquisites and Commission/ Annual Bonus/ Deferred Performance Pay, which taken together shall not exceed 250% of the Base Salary, as specified in the resolution approved by the shareholders at the Annual General Meeting held on 22nd July 2011.

For calculating the ceiling as above, encashment of leave at the end of tenure, expenses on car and telephone for official duties, Company's contribution to Retiral Benefit Funds to the extent

not taxable under the Income Tax Act, shall not be taken into account.

3. The Board, while approving any change in the remuneration of Mr. Rohit G. Totla in his Base Salary, Commission/ Annual Bonus and Deferred Performance Pay (Long Term Incentive Plan) and Perquisites, may consider the recommendations of the Nomination & Remuneration Committee.

4. **Minimum Remuneration**

In the event of absence or inadequacy of profit of the Company in any financial year during the term of his office as aforesaid, Mr. Rohit G. Totla will be entitled to receive such minimum remuneration as is permissible under the provisions of the Act.

5. **Termination**

The appointment may be terminated by giving three months' previous notice in writing or such other shorter period as may be mutually agreed between the Board and Mr. Rohit G. Totla.

6. **Sitting Fees**

Mr. Rohit G. Totla will not be entitled to receive Sitting Fees from the Company for attending Meetings of the Board of Directors or any Committee thereof.

7. **Approval of the Company**

Mr. Rohit G. Totla's appointment as the Whole-time Director and the remuneration payable to him as aforesaid, is subject to the approval of the Members of the Company and to the extent any of the provisions herein are inconsistent with or contrary to the terms of such approval, the later shall prevail.

If and when the aforesaid Agreement expires or is terminated for any reason whatsoever, Mr. Totla shall cease to be a Wholetime Director and also cease to be Director of the Company. If at any time, Mr. Totla ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Wholetime Director and the said Agreement will forthwith terminate. If at any time, Mr. Totla ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be the Director and Wholetime Director of the Company.

The resolution as set out in Item No. 2 of the appended Notice seeks the approval of the Members in terms of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Rohit Ghanshyamdas Totla as a Wholetime Director of the Company effective 16th November 2023.

Except Mr. Rohit Ghanshyamdas Totla, being an appointee and interested director, and his relative, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the appended Notice.

The Board recommends the resolution/s set forth in Item No. 2 above for the approval of Members of the Company.

Pursuant to Regulation 36(3) of SEBI LODR and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Rohit Ghanshyamdas Totla including his profile and specific areas of expertise are given in this Postal Ballot Notice as “**Annexure 1**”.

All the material documents referred to in the Notice and Explanatory Statement are available for inspection by the Members at the Company's registered office during normal business hours on all working days from the date of dispatch of this Notice up to the last date of e-voting, i.e. Thursday, 11th January 2024. The same can also be inspected on-line by sending the request at investor.india@akzonobel.com.

By Order of the Board of Directors
For **Akzo Nobel India Limited**

Sd/-

Rajiv L Jha
Company Secretary and Compliance Officer
Membership No.: F5948

Place: Gurugram
Date: 16th November 2023

Annexure -1

Additional information on Mr. Rohit Ghanshyamdas Totla recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Name	Mr. Rohit Ghanshyamdas Totla
DIN	10391749
Date of Birth/Age	2 nd November 1975/48 years
Personal profile/ Qualifications/ Experience	<p>Qualification: Degree in BE (Electronics) from Nagpur University, and PGDBM from Sydenham Institute of Management, Mumbai. He has also attended an Executive Program from Dale Carnegie and IMD, Lausanne.</p> <p>Experience: Mr. Rohit Ghanshyamdas Totla has more than 23 years of work experience across organisations like Balsara Home Products (now Dabur India Limited) and Hindustan Coca Cola Beverages. Mr Totla joined AkzoNobel in 2009 and had handled various roles as Regional Manager – West, Marketing Manager, General Manager Sales, Director Sales – Deco Paints, and is currently working as the Director-Commercial Excellence – South East South Asia region (2022 onwards). In the current role, he is responsible for strategic commercial excellence, strategizing route to Market, driving pricing, leading Transformation Projects, driving customer experience and excellence.</p>
Nature of expertise in specific functional areas	Sales, Marketing and Commercial
Inter-se relationships between directors and Key Managerial Personnel	Nil
Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership	Nil
Key terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	As per the resolution of this Notice read with the explanatory statement thereto.
Date of first appointment on board, last drawn remuneration and number of board meetings attended	It is proposed to appoint Mr. Rohit Ghanshyamdas Totla for the first time as a Director/Wholetime Director on the Board of the Company; hence these details are not applicable
Resignation from listed companies in last three years	None
No. of Shares held in the Company (Self / As beneficial owner)	Nil

By Order of the Board of Directors

For **Akzo Nobel India Limited**

Sd/-

Rajiv L Jha

Company Secretary and Compliance Officer

Membership No.: F5948

Place: Gurugram

Date: 16th November 2023