

12<sup>th</sup> August 2024

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 seeking shareholders' approval for appointment of Ms. Namrata Kaul as an Independent Director of the Company**

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 Ms. Namrata Kaul as an Independent Director of the Company effective from 5<sup>th</sup> August 2024 for the period of 3 (three) years.

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, 9<sup>th</sup> August, 2024. 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, 14<sup>th</sup> August 2024 and will close at 5pm on Thursday, 12<sup>th</sup> September 2024.**

Kindly take the above information on record.

Thanking you.

Yours truly,  
For **Akzo Nobel India Limited**

**Rajiv L. Jha**  
**Company Secretary & Compliance Officer**  
**Membership No. F5948**

Encl: As above

# AkzoNobel

## Akzo Nobel India Limited

CIN: L24292WB1954PLC021516

Regd. Office: Geetanjali Apartment, 1<sup>st</sup> 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, 17(1C), 25(2A) 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 and for the time being in force), and the General Circular No. 09/2023 dated September 25, 2023 alongwith General Circular Nos. 10/2021 dated June 23, 2021; No. 39/2020 dated December 31, 2020; No. 33/2020 dated September 28, 2020; No. 22/2020 dated June 15, 2020; No. 17/2020 dated April 13, 2020 and No. 14/2020 dated April 8, 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 approval of the members of the Company by way of a Special Resolution 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 Special Resolution setting out the material facts and the reasons therefore for the 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 and 25(2A) 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, 14<sup>th</sup> August 2024 at 9.00 am IST and ends on Thursday, 12<sup>th</sup> September 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 declared 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 Friday, 13<sup>th</sup> September 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 uploaded on the Company's website ([www.akzonobel.co.in](http://www.akzonobel.co.in)) and on the website of NSDL (i.e., [www.evoting.nsd.com](http://www.evoting.nsd.com)) as well.

The last date specified by the Company for e-voting, i.e. 12<sup>th</sup> September 2024, shall be the date on which the below mentioned resolution shall be deemed to have been passed, if approved by the requisite majority.

## SPECIAL BUSINESS:

### Item No. 1: Appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV of the Companies Act, 2013 ("the Act") read 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), the Articles of Association of the Company, Regulations 17 and 25(2A) 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 ("SEBI LODR") and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ("Board") of the Company, Ms. Namrata Kaul (DIN: 00994532), who was appointed as an Additional Director in the capacity of an Independent Director of the Company effective 5<sup>th</sup> August 2024, who meets the criteria of independence under Section 149(6) of the Act and the Rules thereunder and Regulation 16(1)(b) of SEBI LODR and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) years effective 5<sup>th</sup> August 2024 till 4<sup>th</sup> August 2027 (both days inclusive) and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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: 1<sup>st</sup> August 2024

## NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, SEBI LODR and Secretarial Standard -2, setting out the material facts and reasons in respect of the Resolution set out as Item No. 1 of this Notice of Postal Ballot, 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 January 1, 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 Ms. Namrata Kaul as a Director on the Board of the Company is required within a period of three months from the date of her appointment i.e. by 4<sup>th</sup> November, 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 9<sup>th</sup> August 2024 ("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](mailto:evoting@nsdl.com) or the Company Secretary at the contact details given herein above or at [investor.india@akzonobel.com](mailto:investor.india@akzonobel.com)

6. The Postal Ballot Notice will also be placed on the website of the Company, [www.akzonobel.co.in](http://www.akzonobel.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cut-off Date i.e. Friday, 9<sup>th</sup> August 2024. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Thursday, 12<sup>th</sup> September 2024.
8. Members can vote on the Resolution only through e-voting. E-voting will commence at 9:00 A.M. (IST) on Wednesday, 14<sup>th</sup> August 2024 and will end at 5:00 P.M. (IST) on Thursday, 12<sup>th</sup> September 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 9<sup>th</sup> August 2024, i.e. Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
9. The Company hereby requests all its Members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the Members through email. To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has made arrangements with CB Management Services Pvt. Ltd. ("RTA") for registration of e-mail addresses in terms of the MCA Circulars. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
10. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to [investor.india@akzonobel.com](mailto:investor.india@akzonobel.com)
11. 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, 14<sup>th</sup> August 2024 (9:00 am) and ends on Thursday, 12<sup>th</sup> September 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, i.e. 9<sup>th</sup> August 2024, 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:

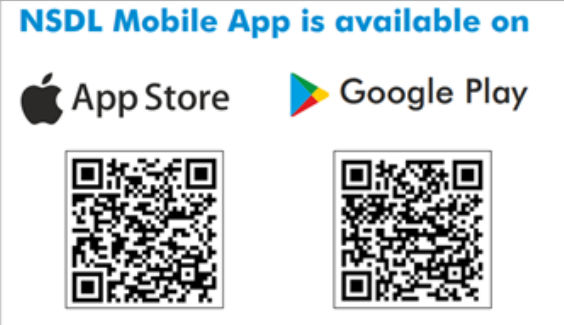
#### **Step 1: Access to NSDL e-Voting system**

##### **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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing IDeAS users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="740 743 1300 1066" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <p>The image shows a promotional banner for the NSDL Mobile App. It features the text "NSDL Mobile App is available on" in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a square QR code. The entire banner is enclosed in a thin black border.</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>

Type of shareholders	Login Method
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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:

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](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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 email 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](mailto: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](mailto: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](mailto: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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)
5. Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS4848, C.P. No. 3238) and in his absence Mr. Asit Kumar Labh (Membership No. ACS32891, C.P.No. 14664) 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 or in his absence, to the Company Secretary. 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](http://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 Ms. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company**

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on 1<sup>st</sup> August 2024, inducted Ms. Namrata Kaul (DIN: 00994532) on Board of the Company as an Additional Director in the category of Independent 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 ("SEBI LODR").

Pursuant to Regulation 17(1)(c) of the SEBI LODR, the Board of Directors of the Company shall comprise of at least Six (6) Directors. Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Independent Director is required to be approved by Members by way of a Special Resolution by next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Ms. Namrata Kaul as a Director on the Board of the Company is required within a period of three months from the date of her appointment i.e. by 4<sup>th</sup> November, 2024.

With a view to comply with the above requirement and to have fair representation, broad-basing, and optimum combination on the Board, the Board of Directors of the Company, subject to approval of the Members by way of Special Resolution, after due consideration of her profile as stated hereinafter, as per the Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee (hereinafter referred to as 'NRC'), had appointed Ms. Namrata Kaul (DIN: 00994532), as an Additional Director (under the category of Non-Executive and Independent Director) with effect from 5<sup>th</sup> August 2024 for a term of 3 (Three) years up to 4<sup>th</sup> August 2027 (both days inclusive), as per the provisions of Sections 149, 150, 152, 161 of the Companies Act, 2013 ("Act") and Rules framed thereunder and other applicable provisions of the SEBI LODR.

The Company has received a declaration of independence from Ms. Kaul. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

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 Ms. Namrata Kaul for the office of director.

Further 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 Ms. Namrata Kaul including her profile and specific areas of expertise are appended to this Postal Ballot Notice as "**Annexure 1**".

Ms. Namrata Kaul does not hold any shares in Akzo Nobel India Limited and she does not have any relationship with other Directors/ Manager/ Key Managerial Personnel of the Company.

The NRC had evaluated the balance of skills, knowledge and experience on Board for the said position. Based on the said attributes, the NRC recommended candidature of Ms. Namrata Kaul. The Board of Directors of the Company is confident that Ms. Kaul with her more than 37 years of diverse leadership experience in reputed multinational banks, will add significant value to the Board. In the opinion of the Board, Ms. Namrata Kaul fulfills the conditions specified in the Act and the rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the management. Copy of the draft letter of appointment of Ms. Namrata Kaul setting out the terms and conditions of her appointment is available for inspection at the Registered Office of the Company during normal business hours on all working days. A copy of draft letter of appointment of Independent Director, setting out the general terms and conditions of appointment is available on the website of the Company at [www.akzonobel.co.in](http://www.akzonobel.co.in).

Except Ms. Namrata Kaul, being an appointee, and her relatives, 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 Special Resolution for approval of the Shareholders.

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: 1<sup>st</sup> August 2024

## Annexure 1

### PROFILE OF DIRECTOR SEEKING APPOINTMENT/ CONTINUATION [Pursuant to Secretarial Standard 2 and Regulation 36 of the SEBI Listing Regulations]

Name	Ms. Namrata Kaul
DIN	00994532
Designation/Category of Directorship	Non-Executive and Independent Director / Woman Director
Date of Birth/Age	15 <sup>th</sup> March 1964 / 60 years
Nationality	Indian
Date of first appointment on the Board	W.e.f. 5 <sup>th</sup> August 2024, subject to approval of Members
Personal profile/Qualifications/ Experience	<p><b>Personal Profile:</b> Ms. Namrata Kaul is a career banker with extensive experience of more than 37 years across Treasury, Corporate Banking, Debt Capital markets, and Corporate Finance in India, Asia and the UK with Deutsche Bank and ANZ Grindlays Bank. She has a strong history of leadership, managing and leading diverse teams, mentoring and managing conflict, working collaboratively across multiple business verticals.</p> <p>She is currently an Advisor and Independent Director on several corporate boards across industrial B2B, healthcare and financial services sectors ranging from renewable energy, electrical equipment and medical devices to NBFCs and asset management companies.</p> <p>In her last role, she served as Managing Director and Corporate Bank Head at Deutsche Bank.</p> <p><b>Qualification:</b> Post Graduate Diploma (Business, Banking, Insurance &amp; Management) from Indian Institute of Management, Ahmedabad; B.Com. from University of Delhi.</p> <p><b>Experience:</b> Ms. Namrata Kaul has more than 37 years of work experience across Deutsche Bank and ANZ Grindlays Bank and she handled various verticals there (both India and global).</p>
Terms and Conditions of Appointment	As per the Resolution appended to this Notice read with the Explanatory Statement thereto and Appointment Letter.
Remuneration last drawn	N.A.
Nature of expertise in specific functional areas	Corporate Finance, Banking, Treasury, Debt Capital Markets, and Business Management.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the details provided under Explanatory Statement.
Inter-se relationships between directors and Key Managerial Personnel	Nil
List of Directorships held in other companies including listed entities, if any	<ul style="list-style-type: none"> <li>• Havells Limited</li> <li>• Fusion Microfinance Ltd.</li> <li>• Schneider Electric Infrastructure Ltd.</li> <li>• Vivriti Capital Ltd.</li> <li>• Vivriti Asset Management Private Limited</li> <li>• Healthium Medtech Ltd.</li> <li>• Synergetics Management &amp; Engineering Consultants Pvt. Ltd.</li> </ul>

Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership	<ul style="list-style-type: none"> <li>• Havells Limited (Member of Nomination &amp; Remuneration Committee, Audit Committee).</li> <li>• Fusion Microfinance Ltd. (Chairperson–Audit Committee and Risk Management Committee; Member – Nomination &amp; Remuneration Committee, IT Committee, Stakeholders Relationship Committee).</li> <li>• Schneider Electric Infrastructure Ltd. (Chairperson–Audit Committee, Risk Management Committee, Stakeholders Relationship Committee; Member – Nomination &amp; Remuneration Committee).</li> </ul>
Names of listed entities from which he/she resigned in past three years	<ul style="list-style-type: none"> <li>• Prime Securities Ltd.</li> <li>• Prime Research &amp; Advisory Ltd.</li> <li>• CARE India Solutions for Sustainable Development</li> </ul>
Remuneration proposed to be paid	<ul style="list-style-type: none"> <li>• Remuneration, on an annual basis, by way of Commission not exceeding 1% of the Net Profits under Section 198 of the Companies Act, 2013 (approval received from Members of the Company at the Annual General Meeting of the Company held on 11<sup>th</sup> August, 2014);</li> <li>• Sitting Fees.</li> </ul>
Number of board meetings attended during FY 2024-25 (till 1 <sup>st</sup> August 2024)	N.A.
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: 1<sup>st</sup> August 2024