

14 July 2020

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

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

Subject: Submission of Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 for the financial year ended 31.03.2020.

Dear Sir/Madam,

Please find attached herewith Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 for the financial year ended 31.03,2020 issued by the M/s A K Labh & Co, Practicing Company Secretaries, as Secretarial Auditor of the Company, pursuant to SEBI circular no. CIR/CFD/CMDI LI27 12019 dated February 08, 2019.

This is for your information and records

Yours Faithfully,
For Akzo Nobel India Limited



Harshi Rastogi
Company Secretary
Membership#A13642

Encl: as above

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Secretarial Compliance Report of Akzo Nobel India Limited for the year ended 31st March, 2020

We, A. K. Labh & Co., *Company Secretaries*, have examined:

- all the documents and records made available to us and explanation provided by **Akzo Nobel India Limited** (CIN : L24292WB1954PLC021516) having its Registered Office at Geetanjali Apartment, 1st Floor, 8-B, Middleton Street, Kolkata – 700071, West Bengal (“the listed entity”);
- the filings/submissions made by the listed entity to the stock exchanges;
- website of the listed entity;
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, as amended, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder; and based on above examination, we hereby report that, during the Review Period:



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Practising Company Secretary



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- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	<i>Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</i> - The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board.	One of the Promoter entities (holding 32.51% shares of the entire promoters' holding) holds shares in physical form as on 31.03.2020.	The Company does not have its entire Promoters' Shareholding in dematerialized form as on 31.03.2020. However, these shares have been dematerialized now and all the shares of the Promoter entities are in demat mode as on date.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl.No	Action taken by	Details of Violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practising Company Secretary, if any.
-	None	None	-	-

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sl.No	Observation of practising Company Secretary in the previous reports	Observations made in the Secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	The Company does not have its entire Promoters' Shareholding in dematerialized form.	Financial Year ended 31 st March, 2019	As informed by the management the Company is pursuing the concerned shareholding entity for suitable actions and compliance.	These shares have been dematerialized now and all the shares of the Promoter entities are in demat mode as on date.

- (e) The listed entity has modified the terms of appointment of Statutory Auditor in accordance with the provisions of 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18.10.2019.



Place : Kolkata
Date : 08.07.2020

For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)

Practising Company Secretary

FCS – 4848 / CP No.- 3238

UDIN : F004848B000427556

