

Report on Corporate Governance

Format to be submitted by listed entity on quarterly basis in terms of
SEBI Circular number CIR/CFD/CMD/5/2015 dated 24 Sep 2015

Name of Listed Entity	Akzo Nobel India Limited
Quarter ending	31-Mar-2018

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Amit Jain	AAHPJ0366K / 01770475	Chairperson/ Non-Executive	14-Aug-17		1	1	Nil
Mr	Jayakumar Krishnaswamy	ABRPK1908R / 02099219	Executive (MD)	1-Mar-14		1	1	Nil
Mr	Pradip Kumar Menon	AAYPM3156B/ 07417530	Executive	01-Feb-16		1	1	Nil
Mr	Arabinda Ghosh	DIN: 07194797	Non- Executive	29-May-15		1	0	Nil
Mr	R Gopalakrishnan	AADPG7657C / 00027858	Independent	12-Aug-14	3 year 8 months	3	2	Nil
Dr	Sanjiv Misra	AAAPM1646G / 03075797	Independent	12-Aug-14	3 year 8 months	3	2	1
Mr	Arvind Uppal	AAHPU2604B / 00104992	Independent	12-Aug-14	3 year 8 months	2	3	1
Mr	Raj Shamlal Kapur	AFZPK9833P / 00060056	Independent	12-Aug-14	3 year 8 months	1	1	Nil
Ms	Kimsuka Narasimhan	AAKPK7372B / 02102783	Independent	30-Jan-15	3 year 2 months	2	1	Nil

*1. Reckoned from the date of appointment of Independent Director in terms of Clause 49 of the Listing Agreement as amended wide SEBI circular dated 17 April 2014

2. Tenure reported in completed years

II. Composition of Committees (as on 31 Mar 2018)

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	Dr Sanjiv Misra	Chairperson
	Mr Arabinda Ghosh	Member
	Mr R Gopalakrishnan	Member
	Mr Raj Shamlal Kapur	Member
	Ms Kimsuka Narasimhan	Member
	Mr Arvind Uppal	Member
2. Nomination & Remuneration Committee	Mr R Gopalakrishnan	Chairperson
	Mr Arabinda Ghosh	Member
	Ms Kimsuka Narasimhan	Member
	Mr Raj Shamlal Kapur	Member
	Mr Amit Jain	Member
	Dr Sanjiv Misra	Member
	Mr Arvind Uppal	Member
3. Stakeholders Relationship Committee	Mr Arvind Uppal	Chairperson
	Mr J Krishnaswamy	Member
	Mr Pradip Menon	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
02 Nov 2017	01 Feb 2018	90 days
07 Nov 2017	01 Feb 2018	85 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
01 Feb 2018	NA	02 Nov 2017	90 days

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

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SEBI Circular number CIR/CFD/CMD/5/2015 dated 24 Sep 2015

Name of Listed Entity	Akzo Nobel India Limited
Quarter ending	31-March-18

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)^{refer note below}
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	Yes

II Annual Affirmations		Compliance status
Particulars	Regulation Number	(Yes /No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior mgmt. personnel	26(3)	Yes

Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

- The Listed Entity has approved Material Subsidiary Policy - NA
- The Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - NA

Authorized Signatory

R Guha
Company Secretary/ Compliance Officer