

30<sup>th</sup> January 2026

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/Madam,**

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), as amended from time to time and for the time being in force, kindly find attached herewith a copy of the Postal Ballot Notice ('Notice') of Akzo Nobel India Limited ("the Company"), dated 28<sup>th</sup> January 2026, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with Regulation 45 and other applicable provisions of the Listing Regulations, for seeking approval of the Members of the Company on the following items of Special Businesses:

<b>Item No.</b>	<b>Description of Business</b>	<b>Type of Resolution</b>
1.	Appointment of Mr. Parth Sajjan Jindal (DIN: 06404506) as a Non-Executive Non-Independent Director and the Chairman of the Board of Directors of the Company	Ordinary
2.	Appointment of Mr. Shantanu Maharaj Khosla (DIN: 00059877) as an Independent Director of the Company	Special
3.	Change in designation of Mr. Rajiv Rajgopal (DIN: 06685599) from Chairman and Managing Director to the Joint Managing Director & Chief Executive Officer of the Company	Special
4.	Approval of Change of Name of the Company to JSW Dulux Limited and consequent alteration in the Memorandum of Association and Articles of Association of the Company	Special

In compliance with various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the annexed Notice, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / the Company's Registrars and Transfer Agents ('RTA') i.e. CB Management Services (P) Limited, Rasoi Court, 5<sup>th</sup> Floor, 20, Sir R. N. Mukherjee Road, Kolkata – 700 001; Tel No: 033-6906 6200, Email: rta@cbmsl.com, and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 23<sup>rd</sup> January 2026 ('Cut-off Date').

Further, in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Magnum Tower, 9<sup>th</sup> Floor  
Golf Course Extension Road, Sector- 58  
Gurugram – 122 011, Haryana, India

T +91 124 485 2400  
[www.akzonobel.co.in](http://www.akzonobel.co.in)

**The remote e-voting period commences on Sunday, 1<sup>st</sup> February 2026 at 9:00 a.m. (IST) and shall end on Monday, 2<sup>nd</sup> March 2026 at 5:00 p.m. (IST).** Please note that communication of assent or dissent of the Members would take place only through the remote e-voting system. The instructions for remote e-voting are provided in the annexed Notice.

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses.

The copy of the said Postal Ballot Notice is being made available on the website of the Company at [www.akzonobel.co.in](http://www.akzonobel.co.in).

Kindly take note of the above information.

Thanking you.

Yours truly,  
for Akzo Nobel India Limited

Rajiv L Jha  
General Counsel, Company Secretary &  
Compliance Officer

Encl: As above



## Akzo Nobel India Limited

CIN : L24292WB1954PLC021516

Regd. Office: 801A, South City Business Park, 770, Anandapur,

E M Bypass, Near Fortis Hospital, Kolkata – 700 107

Tel. No. 033 2226 7462 Fax No. 033 2227 7925

Email: [investor.india@akzonobel.com](mailto:investor.india@akzonobel.com) Website: [www.akzonobel.co.in](http://www.akzonobel.co.in)

### **NOTICE OF POSTAL BALLOT TO THE EQUITY SHAREHOLDERS (ONLY THROUGH E-VOTING)**

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended from time to time ("the Act"), read together with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules") along with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent Circulars issued from time to time, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by The Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), SEBI Circulars issued from time to time (together "SEBI Circulars") Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the business as set out in the Notice by way of Postal Ballot only through remote e-voting.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities Depository Limited ("NSDL") for facilitating the remote e-voting process. The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company /Depository Participant("DP").

The Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose email address is registered with the Company/Depository Participant("DP") as on **Friday, 23<sup>rd</sup> January 2026 ("Cut-off date")**. The e-voting period commences on **Sunday, 1<sup>st</sup> February 2026 at 9.00 a.m. IST** and ends on **Monday, 2<sup>nd</sup> March 2026 at 5.00 p.m. IST**.

Members are requested to carefully read the instructions given in this Notice of Postal Ballot and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. IST on Monday, 2<sup>nd</sup> March 2026**. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

If your email address is not registered with the Company/ RTA / Depository Participant(s), please follow the process provided in the notes to this Notice. Further, in compliance with the requirements of Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. F4848 / C.P. No. 3238) of M/s. A. K. LABH & Co., *Company Secretaries*, Kolkata, as the scrutinizer ("Scrutinizer") for

conducting the Postal Ballot (Only through e-voting) process in a fair and transparent manner. An explanatory statement, pursuant to Section 102 of the Companies Act, pertaining to the resolutions setting out all material facts and the reasons thereof is annexed hereto.

The Notice will also be placed on the website of the Company at [www.akzonobel.co.in](http://www.akzonobel.co.in). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**Special Businesses:**

**Item No. 1: Appointment of Mr. Parth Sajjan Jindal (DIN: 06404506) as a Non-Executive Non-Independent Director and Chairman of the Board of Directors of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder and Regulations 17, 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Article 85 read with Article 107 of the extant Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors ("the Board") of the Company, Mr. Parth Sajjan Jindal (DIN: 06404506), who was appointed as an Additional Director under the category of Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from 9<sup>th</sup> January 2026, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Independent, Non-Executive Director of the Company and appointed/designated as the Chairman of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Parth Sajjan Jindal shall not be paid any remuneration on his appointment as the Non-Executive Non-independent Director and Chairman of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and may delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution."

**Item No. 2: Appointment of Mr. Shantanu Maharaj Khosla (DIN: 00059877) 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 and 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and Regulations 17, 17(1C), 25(2A) and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Article 85 of the extant Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors ("the Board") of the Company for appointment of Mr. Shantanu Maharaj Khosla (DIN: 00059877), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act and rules made thereunder and the Listing Regulations and who was appointed as an Additional Director under the category of Independent Director of the Company,

not liable to retire by rotation, with effect from 9<sup>th</sup> January 2026, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature, be and is hereby appointed as an Independent Director of the Company for a first term of continuous Three (3) years effective 9<sup>th</sup> January 2026 till 8<sup>th</sup> January 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Mr. Shantanu Maharaj Khosla, be paid such fees and profit related commission as the Board may approve from time to time subject to such limits as prescribed or as may be prescribed from time to time under the Act, in accordance with the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee, the Board and as approved by the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to and may delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution.”

**Item No. 3: Approval to the change in designation of Mr. Rajiv Rajgopal (DIN: 06685599) from Chairman and Managing Director to Joint Managing Director & Chief Executive Officer 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 152, 196 and 197 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors ("the Board") of the Company, consent of members, be and is hereby accorded to re-designate/appoint Mr. Rajiv Rajgopal (DIN:06685599) as the Joint Managing Director & Chief Executive Officer of the Company effective from 9<sup>th</sup> January 2026, whose office shall be liable to retire by rotation on the same terms and conditions and the period as already approved by the shareholders of the Company on 27.09.2023.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and may delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution.”

**Item No. 4: Approval to the change of name of the Company to JSW Dulux Limited and consequent alteration in the Memorandum of Association and Articles of Association 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 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s) made thereunder, the provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to such other approvals, consents, permissions and sanctions of Central Government (power delegated to Registrar of Companies ("ROC")), Ministry of Corporate Affairs, Stock Exchange(s), and other regulatory authorities, as may be applicable, and subject to such conditions and modifications as may be

prescribed or imposed by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other applicable law(s), the consent, be and is hereby accorded to change the name of the Company from "Akzo Nobel India Limited" to "**JSW Dulux Limited**", and the consequent alteration in the Memorandum of Association and Articles of Association of the Company accordingly.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, ROC and / or any other statutory authority, the existing Name Clause I of the Memorandum of Association of the Company, be altered and substituted with the following clause:

*"I. The name of the Company is '**JSW Dulux Limited**'"*

RESOLVED FURTHER THAT upon pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 and any other applicable provisions of the Act read with the applicable provisions, if any, of the Listing Regulations, and on issuance of the fresh certificate of incorporation by the ROC and, consequent upon change of name of the Company, the old name "Akzo Nobel India Limited" wherever appearing in the Memorandum of Association of the Company and the Articles of Association of the Company, be substituted by the new name "JSW Dulux Limited", and be deemed substituted in all other necessary documents/records of the Company (including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing), in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to and may delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem 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

General Counsel, Company Secretary &

Compliance Officer

Membership No.: F5948

Date: 28<sup>th</sup> January 2026

Place: Gurugram

Registered Office:

801A, South City Business Park,

770, Anandapur, E M Bypass,

Near Fortis Hospital, Kolkata – 700 107

CIN: L24292WB1954PLC021516

Website: [www.akzonobel.co.in](http://www.akzonobel.co.in)

Email: [investor.india@akzonobel.com](mailto:investor.india@akzonobel.com)

#### **NOTES:**

- 1. Explanatory Statement pursuant to applicable provisions of Section 102 of the Companies Act, read with Section 110 of the Companies Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts pertaining to the resolutions is annexed hereto along with the instructions of E-Voting for your consideration.**

2. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment / re-appointment are also annexed to this Notice.

3. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility of Remote e-voting to the members to exercise their votes electronically through remote e-voting facility provided by NSDL.

The instructions for electronic voting are annexed to this Notice.

4. Pursuant to Regulation 17(1C) of the 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 appointments of Mr. Parth Sajjan Jindal and Mr. Shantanu Maharaj Khosla as the Directors on the Board of the Company are required within a period of three months from the date of their respective appointments i.e. by 8<sup>th</sup> April 2026.

5. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s), as on **Friday, 23<sup>rd</sup> January 2026 (“the Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form.

6. 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.

Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

7. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the Members on the Cut-off Date i.e. Friday, 23<sup>rd</sup> January 2026. 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. Monday, 2<sup>nd</sup> day of March 2026.

8. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories, shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

9. The remote e-voting period commences at 09:00 A.M. (IST) on Sunday, 1<sup>st</sup> February 2026 and ends at 05:00 P.M. (IST) on Monday, 2<sup>nd</sup> March 2026. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

10. Once the vote on the resolutions is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 23<sup>rd</sup> January 2026, being the Cut-off Date fixed for the purpose.

11. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Monday, 2<sup>nd</sup> March 2026.

12. The Board has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848 / C.P. No. 3238) of M/s. A. K. LABH & Co, *Company Secretaries*, Kolkata, as the scrutinizer (“Scrutinizer”), who is not in the employment of the Company, for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer has given the willingness/consent for engagement in the Postal Ballot exercise.

After completion of his scrutiny, he will submit his report to the Joint Managing Director & CEO or alternatively to the General Counsel, Company Secretary & Compliance Officer of the Company. The results of the postal ballot will be announced by the Joint Managing Director & CEO or the General Counsel, Company Secretary & Compliance Officer (as authorized) in accordance with the provisions of Section 110 of the Companies Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulations. The results will be displayed at the registered office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed within two working days as per the provisions of the Listing Regulations. The results of the postal ballot will also be displayed on the Company’s website: [www.akzonobel.co.in](http://www.akzonobel.co.in)

13. All material documents referred to in the explanatory statement, if any, will be available for inspection by the Members between 11:00 am to 1:00 pm on all working days, except Saturdays and Sundays from the date of dispatch of the appended Notice until the last date for receipt of votes by e-voting i.e. Monday, 2<sup>nd</sup> March 2026. Members may send their requests to [investor.india@akzonobel.com](mailto:investor.india@akzonobel.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

14. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

15. 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)

16. 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.

17. The Resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e., **Monday, 2<sup>nd</sup> March 2026**.

18. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company’s RTA at their mentioned address in this Notice or by e-mail to [rta@cbmsl.com](mailto:rta@cbmsl.com) from their registered email address.

19. Members may further note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and

transposition. Accordingly, members are requested to make service requests by submitting the relevant Form in the specified formats, which are available on the website of the Company at [www.akzonobel.co.in](http://www.akzonobel.co.in) and also available on the website of the RTA at [www.cbmsl.com](http://www.cbmsl.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

#### **PROCEDURE FOR E-VOTING:**

**The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:**

##### **A) Login method for e-voting for individual Shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>2. Existing <b>IDeAS</b> user 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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will</p>

	<p>be able to see e-voting services under Value added services. Click on “<b>Access to e-voting</b>” under e-Voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>3. 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 “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. 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 hold 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 <b>e- Voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </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 user 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are 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.cdsliindia.com">www.cdsliindia.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 an e-voting link available on <a href="http://www.cdsliindia.com">www.cdsliindia.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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
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 remote 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@cdsliindia.com">helpdesk.evoting@cdsliindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method 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?**

**Step 1:**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either in 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 e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services 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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>For Members who hold shares in demat account with NSDL.</b>	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.</b>	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
<b>For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 128500 then your user ID is 12850001***

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

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?

a) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.

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

e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

f) Now, you will have to click on “Login” button.

g) After you click on the “Login” button, Home page of e-voting will open.

**Step 2:**

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 are active.

**2. Select “EVEN” of Company, (which is 138286) for which you wish to cast your vote during the remote 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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.

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 Resolutions, you will not be allowed to modify your vote.

**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 shareholder 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. 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.
3. 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 toll free no.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. Members are requested to take note of the contact details for reaching out to the RTA as below:

<b>Name</b>	CB Management Services (P) Limited
<b>Contact Number</b>	033-6906 6200
<b>E-mail</b>	<a href="mailto:rta@cbmsl.com">rta@cbmsl.com</a>
<b>Correspondence address</b>	Rasoi Court, 5th Floor 20, Sir R. N. Mukherjee Road Kolkata – 700 001

By Order of the Board of Directors

For Akzo Nobel India Limited

Sd/-

Rajiv L. Jha

General Counsel, Company Secretary &

Compliance Officer

Membership No.: F5948

Date: 28<sup>th</sup> January 2026

Place: Gurugram

Registered Office:

801A, South City Business Park,

770, Anandapur, Eastern Metropolitan Bypass,

Near Fortis Hospital, Kolkata - 700 107

CIN: L24292WB1954PLC021516

## **Explanatory Statement pursuant to Section 102 (1) and 110 of the Companies Act, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013 (“the Act”), and statement of additional information as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the Secretarial Standards on General Meetings (SS-2), the following Explanatory statement sets out all the material facts relating to the special businesses mentioned under resolutions of the accompanying Notice.

### **Item No. 1**

#### **Appointment of Mr. Parth Sajjan Jindal (DIN: 06404506) as a Non-Executive, Non-Independent Director and as the Chairman of the Board of Directors of the Company**

Pursuant to provisions of Section 161 of the Act and other applicable provisions and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 9<sup>th</sup> January 2026, approved the appointment of Mr. Parth Sajjan Jindal (DIN: 06404506) as an Additional Director under the category of a Non-Executive and Non-Independent Director designated as the Chairman of the Board of Directors of the Company subject to approval of shareholders of the Company. Accordingly, it is proposed to appoint Mr. Parth Sajjan Jindal (DIN: 06404506) as a Non- Executive and Non-Independent Director designated as the Chairman of the Board of Directors of the Company, liable to retire by rotation, effective 9<sup>th</sup> January 2026 (post-conclusion of the Board meeting held on 9<sup>th</sup> January 2026).

The Company has received the requisite Forms ‘DIR 2’ & ‘DIR 8’ from Mr. Parth Sajjan Jindal, in terms of Section 152(5) and 164 (2) of the Act read with Rules 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as “the Rules”), confirming his consent and eligibility for such appointment and Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. The Company has also received a written notice under Section 160 of the Act from a member proposing his candidature.

The Board of Directors, pursuant to Regulation 17(1C) of the Listing Regulations, recommend passing of the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Parth Sajjan Jindal himself and his relatives, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 1 of the appended Notice.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as applicable is appended with this Notice as “**Annexure I**”.

Members’ approval is hereby sought for appointment of Mr. Parth Sajjan Jindal as a Non-Executive Non-Independent Director and the Chairman of the Company, liable to retire by rotation.

### **Item No. 2**

#### **Appointment of Mr. Shantanu Maharaj Khosla (DIN: 00059877) as an Independent Director of the Company**

On account of the acquisition of Akzo Nobel India Limited (hereinafter “the Company”) by JSW Paints Limited effective 10<sup>th</sup> December 2025, it was proposed to on-board Mr. Parth Jindal (Managing Director, JSW Paints

Limited) on the Board of Directors of the Company as the Chairman of the Board. He being related to the promoter and promoter group of the Company in terms of the SEBI Listing Regulations, 2015, his non-executive chairmanship of the Company has necessitated at least half of the Board comprising of independent directors.

With that requirement, as Mr. Jindal had been appointed as an Additional Director under the category of a non-executive non-independent chairman, the Company was required to appoint an additional Independent Director apart from the existing three independent directors in order to meet the aforesaid criterion.

With a view to comply with the above requirement and to bring in necessary experience and expertise, broad-basing, and optimum and mandatory combination of directors 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 his 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 Mr. Shantanu Maharaj Khosla (DIN: 00059877), as an Additional Director (under the category of a Non-Executive and Independent Director) with effect from 9<sup>th</sup> January 2026 for a term of continuous 3 (Three) years up to 8<sup>th</sup> January 2029 (both days inclusive), as per the provisions of Sections 149, 150, 152 and 161 of the Act and the Rules framed thereunder and other applicable provisions of the Listing Regulations.

Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the 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 Mr. Shantanu Maharaj Khosla as an Independent Director on the Board of Directors of the Company is required within a period of three months from the date of his appointment i.e. by 8<sup>th</sup> April 2026.

The Company has received a declaration of independence from Mr. Shantanu Maharaj Khosla. Further, he 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 himself 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 Act, from a member proposing the candidature of Mr. Shantanu Maharaj Khosla (DIN: 00059877) for the office of director.

Further Pursuant to Regulation 36(3) of the Listing Regulations 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. Shantanu Maharaj Khosla including his profile and specific areas of expertise are appended to this Postal Ballot Notice as "**Annexure 1**".

Mr. Khosla holds 475 equity shares in Akzo Nobel India Limited, and he 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 the candidature of Mr. Shantanu Maharaj Khosla. The Board of Directors of the Company is confident that Mr. Khosla, with his more than 43 years of diverse leadership experience in reputed multinational companies, will add significant value to the Board. In the opinion of the Board, Mr. Khosla fulfills the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Copy of the draft letter of appointment of Mr. Shantanu Maharaj Khosla setting out the terms and conditions of his 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 an 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 Mr. Shantanu Maharaj Khosla, being an appointee, and his 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. 2 of the appended Notice.

The Board of Directors, accordingly, recommends the said Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the Members.

#### **Item No. 3**

##### **Re-designation of Mr. Rajiv Rajgopal (DIN: 06685599) as the Joint Managing Director & Chief Executive Officer of the Company**

In light of the appointment of Mr. Parth Sajjan Jindal on the Board of Directors of the Company as the Non-executive Non-Independent Chairman, and as recommended by the Nomination and Remuneration Committee vide its meeting held on 9<sup>th</sup> January 2026, the Board of Directors of the Company, in its meeting held on 9<sup>th</sup> January 2026, re-designated Mr. Rajiv Rajgopal from his then current position of the Chairman and Managing Director to “Joint Managing Director & Chief Executive Officer” of the Company, liable to retire by rotation, effective 9<sup>th</sup> January 2026 (end of business hours). Rest of the terms and conditions of his current appointment (effective 01.11.2023) as per his latest appointment letter (dated 20.10.2023) read with his initial contract of appointment (dated 01.11.2018), since extended, and the approval of the shareholders of the Company obtained in this regard on 27.09.2023, shall remain same including the tenure of his appointment as mentioned therein and as approved by the shareholders of the Company. His tenure as the Managing Director was to expire on 31<sup>st</sup> October 2028.

Pursuant to the provisions of Sections 197, 117 of the Act read with applicable provisions of the Listing Regulations, the re-designation of Mr. Rajiv Rajgopal amounts to change in terms of his appointment in the Company requiring approval by the Members by way of a Special Resolution.

As abundant caution and in the true spirit of corporate governance, the requisite particulars of Mr. Rajiv Rajgopal including his profile and specific areas of expertise are appended to this Postal Ballot Notice as “**Annexure 1**”, though the re-designation of Mr. Rajiv Rajgopal does not squarely fall under Regulation 36(3) of the Listing Regulations and Para 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI).

Copy of the letter/contract of appointment as aforesaid of Mr. Rajiv Rajgopal read with shareholders’ approval thereto, setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company during normal business hours on all working days.

Except Mr. Rajiv Rajgopal and his 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. 3 of the appended Notice.

The Board of Directors, accordingly, recommends the said Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members.

**Item No. 4**

**Change of name of the Company to JSW Dulux Limited and consequent alteration in the Memorandum of Association and Articles of Association of the Company**

Consequent upon the completion of acquisition of 61.2% shareholding (comprising 2,78,71,723 Equity shares) of the Akzo Nobel India Limited (“the Company”) by JSW Paints Limited from the erstwhile promoters of the Company, namely Imperial Chemicals Industries Limited (ICI) and Akzo Nobel Coatings International B.V. (ANCI BV), effective 10<sup>th</sup> December 2025, and as disclosed by ICI (the erstwhile promoter) on the subsequent sale of its remaining shareholding (~9%) in the Company on 17<sup>th</sup> December 2025, thereby completely ceasing to be the shareholder(s)/promoter(s) of the Company, and in order to adopt the JSW group name in the corporate name of the Company in light of the aforesaid acquisition, the Board of Directors of the Company had considered and approved the proposed change in the name of the Company from ‘Akzo Nobel India Limited’ to “**JSW Dulux Limited**” and the consequent amendments to the Memorandum of Association and the Articles of Association of the Company subject to the approval of the shareholders of the Company by way of Special Resolution and approvals of requisite statutory, regulatory or governmental authorities, as may be required under applicable laws.

Further, the Company has received the name availability letter (dated 16<sup>th</sup> January 2026) from the Registrar of Companies, Central Registration Centre, informing its approval/no objection with respect to change in the name of the Company as proposed above. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Act.

The members may further note that there is no proposal to change the objects of the Company. The proposed change in name of the Company would not result in change of the legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the members and stakeholders.

The Company has complied with the provisions of Regulation 45 of the Listing Regulations to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, copy of which is annexed herewith as **Annexure A**.

Your Board recommends and seeks your approval by way of Special Resolution through Postal Ballot, by voting through remote e-voting only for the resolution as set out under Item No. 4 of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of this Notice except to the extent of their shareholding, directly or indirectly, if any.

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

**A. Mr. Parth Sajjan Jindal**

Name	Mr. Parth Sajjan Jindal
DIN	06404506
Designation/Category of Directorship	Non-Executive, Non-Independent Director and Chairman of the Board of Directors
Date of Birth/Age	19 <sup>th</sup> May 1990 / 35 years
Nationality	Indian
Date of first appointment on the Board	w.e.f. 9 <sup>th</sup> January 2026, subject to approval of members
Personal profile/Qualifications/ Experience	<p>Mr. Parth Sajjan Jindal, aged 35 years, is the Managing Director of JSW Paints Limited and JSW Cement Limited.</p> <p>He holds a Bachelor's Degree in Arts (Economics and Political Science) from Brown University, United States, and a Master's Degree in Business Administration from the prestigious Harvard University, United States.</p> <p>He is the founder of JSW Sports Private Limited and Chairman and Co-Owner of Delhi Capitals. He established Inspire Institute of Sport to bolster India's Olympic aspirations and is also the Director of JSW Ventures and JSW USA. Under his guidance, JSW Sports was awarded the "Rashtriya Khel Protsahan Puruskar 2018". He was previously associated with JFE Steel and JSW Steel Limited.</p> <p>He has over 14 years of experience in the areas of management and finance. He received the GenNext Entrepreneur award at the Forbes (India) Leadership Awards, 2024. He was also included in the Economic Times 40 under Forty list in 2019 and in GQ's list of 50 most influential young Indians in 2018.</p>
Terms and Conditions of Appointment	As per the Resolution appended to this Notice read with the Explanatory Statement thereto.
Remuneration last drawn	N.A.
Nature of expertise in specific functional areas	As aforesaid
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.
Inter-se relationships between directors and Key Managerial Personnel	Nil

List of Directorships held in other companies including listed entities, if any (as on the date of postal ballot notice)	<ol style="list-style-type: none"> <li>1. JSW Bengaluru Football Club Private Limited</li> <li>2. JSW Recharge Sports Private Limited</li> <li>3. JSW Cement Limited</li> <li>4. Svamaan Financial Services Private Limited</li> <li>5. JSW Paints Limited</li> <li>6. JSW GMR Cricket Private Limited</li> <li>7. JSW IP Holdings Private Limited</li> <li>8. JSW Sports Ventures Private Limited</li> <li>9. JSW One Platforms Limited</li> <li>10. JSW Connect Services Private Limited</li> <li>11. Centre Court Capital Investment Managers Private Limited</li> <li>12. JSW Energy Limited</li> <li>13. JSW MG Motor India Private Limited</li> <li>14. JSW Gecko Motors Private Limited</li> </ol>
Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership (as on the date of postal ballot notice)	<ol style="list-style-type: none"> <li>1. JSW Cement Limited</li> <li>2. JSW Energy Limited</li> <li>3. JSW Paints Limited (Debenture-listed)</li> </ol>
Names of listed entities from which he/she resigned in past three years	N.A.
Remuneration proposed to be paid	Nil
Number of Board meetings attended during FY 2025-26 (Since appointment effective 9 <sup>th</sup> January 2026)	1 (One)
No. of Shares held in the Company (Self / As beneficial owner)	Nil

#### **B. Mr. Shantanu Maharaj Khosla**

Name	Mr. Shantanu Maharaj Khosla
DIN	00059877
Designation/Category of Directorship	Non-Executive and Independent Director
Date of Birth/Age	25 <sup>th</sup> January 1960 / 66 years
Nationality	Indian
Date of first appointment on the Board	w.e.f. 9 <sup>th</sup> January 2026, subject to approval of members
Personal profile/Qualifications/ Experience	Mr. Shantanu Maharaj Khosla began his professional career in 1983 with P&G as a Management Trainee in marketing and worked with P&G for 32 years till 2015 during which he apart from India, worked in P&G subsidiaries in England, Japan, Malaysia and Singapore in various roles and businesses. He returned to India and was appointed Managing Director of P&G India in 2002, a position he held till he left P&G in 2015. During his tenure, P&G grew in India from \$100 Million to more than \$1 Billion making it one of P&G's fastest growing FMCG businesses and one of India's fastest growing FMCG business. Shantanu led the integration of the Gillette business and significantly expanded P&G's footprint in India.

	<p>Shantanu served on the board of the Advertising Standards Council of India for a decade including a term as Chairman and also on the FICCI FMCG committee. In 2015, Shantanu left P&amp;G to join the newly created Crompton Greaves Consumer Electricals Limited as its first MD.</p> <p>Currently, Shantanu serves on the Boards of a number of companies and also as Operating Partner for private equity firm Advent.</p> <p>He is an Engineering graduate (BTech) from IIT Bombay and an MBA from IIM Calcutta.</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	As aforesighted
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 (as on the date of postal ballot notice)	<ol style="list-style-type: none"> <li>1. Leadership Boulevard Private Limited</li> <li>2. Modenik Lifestyle Private Limited</li> <li>3. Orkla India Limited</li> <li>4. Atul Limited</li> <li>5. Indus Tree Crafts Foundation</li> </ol>
Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership (as on the date of postal ballot notice)	<ol style="list-style-type: none"> <li>1. Atul Limited</li> <li>2. Orkla India Limited</li> </ol> <p>Committee membership:</p> <ol style="list-style-type: none"> <li>1. Orkla India Limited</li> </ol>
Names of listed entities from which he/she resigned in past three years	<ol style="list-style-type: none"> <li>1. Crompton Greaves Consumer Electricals Limited</li> <li>2. Butterfly Gandhimathi Appliances Limited</li> </ol>
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 as computed 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); and</li> <li>• Sitting Fees.</li> </ul>
Number of board meetings attended during FY 2025-26 (Since appointment effective 9 <sup>th</sup> January 2026)	1 (One)
No. of Shares held in the Company (Self / As beneficial owner)	Self: 475 equity shares

**C. Mr. Rajiv Rajgopal**

Name	Mr. Rajiv Rajgopal
DIN	06685599
Designation/Category of Directorship	Joint Managing Director & Chief Executive Officer / Executive Director
Date of Birth/Age	31 <sup>st</sup> January 1968 / 58 years
Nationality	Indian
Date of first appointment on the Board	w.e.f. 01.11.2018
Personal profile/Qualifications/ Experience	<p>Mr. Rajiv Rajgopal was the Managing Director of the Company since November 2018 and Chairman and Managing Director from 16 November 2023 to 9<sup>th</sup> January 2026.</p> <p>In his more than 30 years of experience, Rajiv has also worked across FMCG, Oil &amp; Gas (Lubricants) and Telecom. He has rich experience in managing and leading diverse Hi-performance teams which resulted in strong business performances in the companies he has worked with.</p> <p>He joined AkzoNobel in 2013 as Head of Sales and Marketing, Decorative Paints and was appointed as Country General Manager India in 2014. Thereafter, Rajiv was appointed as the Regional Director, Performance Coatings, Middle East &amp; Africa Continent in January 2017 and served on the Boards of several group companies in Middle-East and Africa.</p> <p>Prior to joining Akzo Nobel India, Rajiv was the CEO - Broadband &amp; Data at Bharti Airtel Limited. He has also worked with organizations such as Hindustan Unilever and BP/Castrol India.</p> <p>Rajiv is a Chemical Engineer from University of Mumbai and an MMS (Marketing) from SP Jain, Mumbai. He has attended Management and leadership programs at Harvard Business School, INSEAD Singapore, Centre for Creative Leadership and ELT program at IMD Lausanne.</p>
Terms and Conditions of Appointment	As per the Appointment Letter dated 01.11.2028 read with his latest Appointment Letter dated 20.10.2023 on his re-appointment, and shareholders' approval dated 27.09.2023.
Remuneration last drawn	N.A.
Nature of expertise in specific functional areas	As aforesaid.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.

Inter-se relationships between directors and Key Managerial Personnel	Nil
List of Directorships held in other companies including listed entities, if any (as on the date of postal ballot notice)	ICI Research & Technology Centre Private Limited
Listed companies (other than Akzo Nobel India) in which holding directorship and Committee membership (as on the date of postal ballot notice)	N.A.
Names of listed entities from which he/she resigned in past three years	N.A.
Remuneration proposed to be paid	No change in remuneration as approved by the Shareholders and the Board of Directors from time to time as authorized by the shareholders of the Company pursuant to recommendation from the Nomination and Remuneration Committee, as aforesated.
Number of board meetings attended during FY 2025-26 (till date of Postal Ballot Notice)	12 (Twelve)
No. of Shares held in the Company (Self / As beneficial owner)	Nil

MUKESH ASIJA & ASSOCIATES  
Chartered Accountants



To,  
The Board of Directors of,  
Akzo Nobel India Limited  
801A South City Business Park 770 Anandapur,  
Eastern Metropolitan Bypass Near Fortis Hospital,  
E.K.T, Kolkata-700107

Sub: Certificate under regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for change of name of Akzo Nobel India Limited (the "Company").

Dear Sir,

With reference to the subject captioned above, we, Mukesh Asija & Associates, Chartered Accountants (ICAI Firm Registration Number - 020442N), have examined the relevant records of the Company and information and documents provided by management of the Company for issue Certificate stating compliance with the conditions specified in Regulation 45(1) of LODR Regulations for change of name of the Company from Akzo Nobel India Limited to JSW Dulux Limited.

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

1. time period of at least one year has elapsed from the last name change  
**The Company has not changed its name since 15<sup>th</sup> day of February, 2010.**
2. at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or  
**Not applicable.**



H.O.: C/O Hans Raj Ashok Kumar Opp. Main Post Office, Railway Road, Kaithal-136027  
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Tel: +91-99929-00182, +91-180-7960142  
Email: rahulkhuranaca@yahoo.com

3. the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity

**Not applicable.**

This Certificate is issued at the request of the Company for submission to Stock Exchange(s), where Equity Shares of the Company is listed.

For Anilash Asija & Associates  
Chartered Accountants



CA Balakumarana (F.C.A.)

Partner

M No. 506167

UDIN:26506167NAIXBR1934

Date: 24/01/2026