

**TENDER FORM  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR ELIGIBLE SHAREHOLDERS HOLDING DEMAT SHARES)**

Application Number:

DPID/CLID:

Status: Please tick appropriate box		
<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/> Insurance Company
<input type="checkbox"/> Foreign Company	<input type="checkbox"/> Non Resident Indian / OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / Financial Institution	<input type="checkbox"/> Pension/ PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/ LLP	<input type="checkbox"/> Others (specify)

<b>BUY-BACK OPENS ON:</b>	Friday, 06 July 2018
<b>BUY-BACK CLOSES ON:</b>	Thursday, 19 July 2018
For Registrar's use	
Inward No.	Date
	Stamp

Route of investment (For Non Resident shareholders only)	
Portfolio Investment scheme	
Foreign Investment scheme	

India Tax Residency Status: Please tick appropriate box

Resident in India    Non-Resident in India    Resident of \_\_\_\_\_ (Eligible Shareholder to fill-in the country of residence)

To  
The Board of Directors  
Akzo Nobel India Limited  
8-B Middleton Street  
Kolkata- 700071, West Bengal

Dear Sirs/ Madam,

**Subject: Letter of Offer dated Wednesday, 27 June 2018 to Buy-back of not exceeding 1.12 million (One million one hundred and twenty thousand only) fully paid-up equity shares of Akzo Nobel India Limited ("Company") of the face value of Rs. 10 each ("Equity Shares") at a price of Rs. 2,100 (Rupees Two Thousand One Hundred only) per Equity Share payable in cash ("Buy-back").**

1. I/We (having read and understood the Letter of Offer dated Wednesday, 27 June 2018) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
2. I/We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
3. I/We hereby affirm and warrant that the Equity Shares are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
4. I/We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / we are legally entitled to tender/ offer the Equity Shares for the Buy-back.
5. I/We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI.
6. I/We agree that the excess Demat Shares or unaccepted Demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI, the Stock Exchanges and the Clearing Corporation.
7. I/We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
8. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and rules made thereunder and the SEBI Buy-back Regulations.
9. Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. Thursday, 07 June 2018		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares tendered for Buy-back		

**Note:** Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be Accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be Accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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**ACKNOWLEDGMENT SLIP: AKZO NOBEL INDIA LIMITED – BUYBACK**  
(To be filled by the Equity Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In figures)		(in words)	
Please quote Client ID No. & DP No. for all future correspondence			Stamp of Broker

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	NSDL	CDSL
Name of the Depository Participant		
DP ID No.		
Client ID with the Depository Participant		

11. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2
Full Name(s) of the Shareholder(s)			
Signature(s)*			
PAN			
Address of the Sole/First Eligible Shareholder			
Telephone No. / Email ID of the Sole/ First Eligible Shareholder			

\*Corporate must affix rubber stamp and sign.

Applicable for all Non- resident Shareholders- I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us.

**INSTRUCTIONS**

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

- This Buy-back will open on Friday, 06 July 2018 and close on Thursday, 19 July 2018.
- The Equity Shares tendered in the Buy-back shall be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid then only one such bid will be considered as valid and the duplicate bid will be cancelled.
- The Eligible Shareholder is required to transfer the Equity Shares under the Buy-back to Clearing Corporation, by using the settlement number through the early pay-in mechanism of Depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buy-back will be provided in a separate circular which shall be issued at the time of Issue opening by Clearing Corporation.
- Eligible Shareholders who have tendered their Equity Shares in the Buy-back shall deliver the Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the shares, along with the TRS generated by the stock exchange bidding system either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than 2 (two) days of Buy-back Closing Date (Thursday, 19 July 2018) by 5:00 p.m. The envelope should be superscribed as "Akzo Nobel Buy-back Offer 2018". In case of non-receipt of the completed Tender Form and other documents, but receipt of Demat Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for the Eligible Shareholders holding the Demat Shares. The Buy-back shall be rejected for Eligible Shareholders having Demat Shares in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.
- The Eligible Shareholders who have tendered their Demat Shares in the Buy-back will have to ensure that they keep their DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance.
- The Eligible Shareholders must ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rated Buy-back as may be decided by the Company / Registrar to the Buy-back, in accordance with the Buy-back Regulations.
- Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buy-back by providing their application on a plain paper in writing signed by such Eligible Shareholder(s), stating the name of the Eligible Shareholder(s), address of the Eligible Shareholder(s), number of Equity Shares held on the Record Date, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by BSE before the closure of the Buy-back.
- Eligible Shareholders to whom the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buy-back the Non-resident Eligible Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Eligible Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

**Investor Service Centre, Akzo Nobel Buy-back Offer 2018**  
**C B Management Services Private Limited**

P-22 Bondel Road, Kolkata 700019, West Bengal, India  
 Tel.: +91 33 40116700  
 Fax: +91 33 40116739  
 Email: rta@cbmsl.com

Investor grievance email: rta@cbmsl.com  
 Contact Person: Mr. Biswajit Rahut  
 Website: www.cbmsl.com  
 SEBI Registration No.: INR000003324