

**COMPANY APPLICATION NO. 1110 OF 2011
IN THE HIGH COURT AT CALCUTTA
ORIGINAL JURISDICTION**

In the matter of:

The Companies Act, 1956

And

In the matter of:

An application under Sections 391(1) and 393 of the said Act

And

In the matter of:

Akzo Nobel India Limited, an existing company under the provisions of the Companies Act, 1956 having its Registered office at Geetanjali Apartment, 1st Floor, 8-B, Middleton Street, Kolkata - 700071, within the aforesaid jurisdiction

And

In the matter of:

Akzo Nobel Car Refinishes India Private Limited, a company under the provisions of the Companies Act, 1956 having its Registered office at Plot No. 62P, Hoskote Industrial Area, Bangalore – 562114, in the State of Karnataka, outside the aforesaid jurisdiction

And

In the matter of:

Akzo Nobel Chemicals (India) Limited, a company under the provisions of the Companies Act, 1956 having its Registered office at Tellus Building, 2nd Floor, 209/1B/1A, Range Hills Road, Pune – 411020, in the State of Maharashtra, outside the aforesaid jurisdiction

And

In the matter of:

Akzo Nobel Coatings India Private Limited, a company under the provisions of the Companies Act, 1956 having its Registered office at Plot No. 62P, 62A, 62B, 43SE, Hoskote Industrial Area, Bangalore – 562114, in the State of Karnataka, outside the aforesaid jurisdiction

Akzo Nobel India Limited

.... Applicant

FORM OF PROXY

I/We the undersigned Equity Shareholders of Akzo Nobel India Limited, being the applicant do hereby nominate and appoint Shri/Smt. _____ of _____ and failing him/her Shri/Smt. _____ of _____ as my/our PROXY to act for me/us at the meeting of the Equity Shareholders of the Applicant to be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata 700 017 on Tuesday, February 7, 2012 at 11:00 A.M. for the purpose of considering and, if thought fit, approving with or without modification, the proposed Scheme of Amalgamation of Akzo Nobel Car Refinishes India Private Limited, Akzo Nobel Chemicals (India) Limited, Akzo Nobel Coatings India Private Limited with Akzo Nobel India Limited, being the applicant and their respective shareholders and at such meeting or any adjournment thereof to vote* _____ the Scheme for me/us and in my/our name.

Dated this _____ day of _____, 2012.

Signature:.....

Re 1/-
Revenue
Stamp

.....

(Strike out whatever not applicable)

Name:.....

Address:.....

Folio No. DPID/Client ID No..... No. of Shares.....

- NOTES: 1. Please affix appropriate Revenue Stamp before putting signature.
2. The Proxy Form duly completed must be deposited at the Registered Office of the Company atleast 48 hours before the time of holding the meeting.
3. Proxy must carry a valid Identity Proof.

* (If you want to vote in favour of the Scheme with or without modification put 'FOR' and in case you intend to vote against put 'AGAINST').