

REF:INABB:AGM:MTS-COPY:

May 26, 2017

BSE Limited
P.J. Towers
Dalal Street
Mumbai 400 001
Attn: DCS – CRD

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Attn: Manager - Listing

Dear Sirs

Sub: Copy of Minutes of Annual General Meeting held on May 9, 2017.

Ref: Scrip Code – BSE 500002 / NSE ABB

Pursuant to Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith a certified copy of the Minutes of the Sixty Seventh Annual General Meeting of the Members of the Company held on May 9, 2017.

Kindly take the same on record.

Thanking you

Yours faithfully
For ABB India Limited


B Gururaj

Deputy General Counsel &
Company Secretary
FCS-2631

Encl: as above

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Minutes of the Sixty Seventh Annual General Meeting of the Members of ABB India Limited held on Tuesday, May 9, 2017 at 11.00 AM at "Grand Ball Room", Second floor, Sheraton Bangalore Hotel at Brigade Gateway, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055.

Directors Present

Mr Frank Duggan	-	Chairman
Mr Sanjeev Sharma	-	Managing Director
Mr Nasser Munjee	-	Director and Chairman of Audit Committee
Mr Darius E Udawadia	-	Director
Mrs Renu Sud Karnad	-	Director

Also Present

Mr B Gururaj	-	Company Secretary
Mr T K Sridhar	-	Chief Financial Officer

By Invitation

1. Mr Navin Agrawal	-	Partner, M/s S R Batliboi & Associates LLP Statutory Auditors
2. Mr Aravind Maiya	-	Representative of B S R & Co. LLP Chartered Accountants
3. Mr S Kannan	-	Scrutinizer for Polling Practicing Company Secretary

The Meeting was attended by 183 persons representing 186 folios (177,001,682 equity shares - 83.53%). Out of which,

- 175 were, Members present in person;
- 3 were representing 5 corporate Members viz., (a) ABB Asea Brown Boveri Limited, Switzerland, (b) ABB Norden Holding AB, Sweden (c) Life Insurance Corporation of India (d) ICICI Prudential Nifty 100 IWIN ETF and (e) ICICI Prudential Nifty Next 50 Index Fund, under Section 113 of the Companies Act, 2013); and
- 5 were proxies for 6 Members.

Requisite quorum as required under Section 103 of the Companies Act, 2013 being present, the Chairman stated that the meeting was validly constituted and declared that the proceedings be commenced.

At the outset, the Chairman introduced to the Members, the Directors, the Chief Financial Officer and the Company Secretary of the Company, who were seated on the dais.



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The Chairman informed the Members that Mr Tarak Mehta, Director, was unable to attend this AGM, due to his pre-occupation and that he had sent greetings and good wishes to all the Members present.

The Chairman stated that the Register of Directors and Key Managerial Personnel in accordance with Section 170 of the Companies Act, 2013 Auditor's Report and Secretarial Audit Report were available for inspection by the Members.

The Chairman stated that the Company had received 6 valid proxies representing 705,332 equity shares in the aggregate (0.33%) and 5 representations under Section 113 of the Companies Act, 2013 representing 176,268,799 equity shares in the aggregate (83.18%) and that the same along with the instruments of proxy were tabled and available for inspection by the Members until the conclusion of the meeting.

With the consent of the Members present, the Notice convening the 67th Annual General Meeting of the Company was taken as read.

The Chairman informed that in the absence of any qualification, observation or comment on financial transactions or matters which have any adverse effect on the functioning of the Company mentioned in the Auditors' Report, the Auditors' Report did not require to be read out, in terms of Section 145 of the Companies Act, 2013.

Chairman's Statement

The Chairman then read out his Statement addressed to Members, a printed copy of which was distributed at the meeting.

In his statement, the Chairman dealt with External environment, Energy Revolution and Fourth Industrial Revolution, etc.

The Chairman concluded his statement by thanking the Company's customers, channel partners, Members, suppliers, banks, financial institutions, government and other stakeholders for their support, partnership and invaluable contributions in facilitating the Company's operations in India.

He also thanked ABB Group for its unstinted support to the Company's operations, his colleagues on the Board for their unfailing guidance and the Company's Management and all its employees for their dedicated and valuable contributions made to the Company.

At the request of the Chairman, Mr Sanjeev Sharma, Managing Director made a presentation to Members on the topic "Committed to unlocking value" which covered Company's key performance highlights during the financial year 2016, Q1 2017 performance, market scenario, major business achievement, CSR activities, etc.



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E-voting Process

The Company Secretary informed that as required under Section 108 of the Companies Act, 2013, the Company had provided remote e-voting facility to the Members to cast their votes electronically in respect of all businesses mentioned in the Notice dated March 23, 2017 and that the Remote e-voting facility was kept open for a period of four (4) days commencing from 9.00 a.m. on May 5, 2017 till 5 p.m. on May 8, 2017 with a cut-off date as May 2, 2017. He also informed that Mr S Kannan, Practicing Company Secretary ('PCS'), Bengaluru, who was appointed as the Scrutinizer for scrutinizing the voting process was present at the meeting.

He further informed that as required under Section 108 of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided facility of remote electronic voting to its members. He also informed that for the benefit of those who have attended the Annual General Meeting, but have not casted their vote through remote e-voting process or ballot paper, were being provided an opportunity to vote by ballot on the items of business mentioned in the Notice.

The Company Secretary further requested the Members who had earlier exercised their votes through remote e-voting or ballot paper, not to participate in the vote on a poll at the meeting.

He also informed that the Chairman had authorized Mr Sanjeev Sharma, Managing Director and himself in the capacity as Company Secretary, severally to declare the voting results as required under law, which was expected to be completed on or before May 11, 2017.

At the request of the Company Secretary, the Scrutinizer locked and sealed two (2) empty polling boxes in the presence of the Members and proxies.

The Chairman opened the floor for discussion on the resolutions on which voting was to be held as mentioned in the notice including clarification on the accounts and reports.

Messrs S Ramamurthy, K Sadananda Sastry, Padmanabh R Merchant, Dr Ashok and Ashok Chakravarthi, Members raised a few queries for clarification and additional information on certain aspects of the Audited Accounts like increased cash balance, liquidating trade receivables, enhancing equity base of the Company by reducing general reserves, etc. Members' suggestion revolved around making arrangement by the Company for factory visits, making development in battery charging technology so as to achieve more speed, consider inducting a Member on the Board to represent small shareholders as provided in the Companies Act, etc. In addition there were few queries on the proposal of alteration of Memorandum and Articles of Association of the Company.

One Member also enquired about the Company plans for utilizing the opportunity of digitalization in the power and automation industry.



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The Chairman, the Managing Director, the Chief Financial Officer and the Company Secretary replied to the queries raised by the Members and also offered required explanations and additional details / information.

The Company Secretary then requested those Members present who had not exercised Remote e-voting facility and who desired to vote by ballot to do so.

The Company Secretary informed the Members that the combined result of the Remote e-voting and voting by ballot would be put up on the Company's Notice Board at its Registered Office and on the websites of the Company as well as Registrars.

There being no other business, the Chairman thanked the Members and other participants for attending the meeting.

Sd/-
FRANK DUGGAN
CHAIRMAN
DIN-02937233

CONDUCT OF POLL:

Mr S Kannan, the Scrutinizer, conducted the poll and counting of votes in accordance with the requirements of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014. After ensuring that all Members and proxies participating in the Poll had cast their votes, the Scrutinizer closed the poll at 1.10 p.m. and took custody of the polling boxes. Thereafter, the Scrutinizer counted votes in accordance with the requirements of Companies Act, 2013 and submitted his Report on May 10, 2017 to the Company Secretary.

RESULTS OF THE ELECTRONIC VOTING, POSTAL BALLOT AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES SET OUT IN THE AGM NOTICE:

On the basis of the Scrutinizer's Report dated May 10, 2017, in respect of Remote e-voting, ballot paper and poll conducted at the Annual General Meeting, the summary of which is mentioned hereunder, Mr B Gururaj, Company Secretary, who was authorised by the Chairman in this behalf announced the results of voting on May 10, 2017 stating that following Resolutions in respect of Ordinary and Special Businesses as set out at Item Nos. 1 to 8 of the Notice of 67th Annual General Meeting of the Company had been duly passed with the requisite majority in all cases.



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Item No.	Description of Resolution	Total No. of votes polled	No. of votes in favour	No. of votes against	Invalid Votes	Percentage (In favour of the resolution)	Result
Ordinary Business:							
1.	Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2016, Reports of the Directors and the Auditors thereon.	189245369	189244061	6	1302	99.9993	Passed with requisite majority
2.	Declaration of Dividend.	189294646	189293512	16	1118	99.9994	Passed with requisite majority
3.	Appointment of a Director	189294646	189077692	215836	1118	99.8854	Passed with requisite majority
4.	Appointment of Auditors Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248WW-100022) as Statutory Auditors.	189294646	189293523	6	1117	99.9994	Passed with requisite majority
Special Business:							
5.	Commission to the Non-Executive Directors of the Company.	189294646	189291795	1733	1118	99.9985	Passed with requisite majority
6.	Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2017.	189294646	189293482	16	1148	99.9994	Passed with requisite majority
7.	Alteration of the Objects Clause of the Memorandum of Association of the Company.	189294646	189293503	16	1127	99.9994	Passed with requisite majority
8.	To consider adoption of new set of Articles of Association of the Company.	188957720	187613538	1343065	1117	99.2886	Passed with requisite majority



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The Resolutions for the Ordinary and Special businesses as set out in Item Nos.1 to 8 of the Notice of the 67th Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 67th Annual General Meeting of the Members held on May 9, 2017:

Item No.1 Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Audited Balance Sheet as at December 31, 2016, Audited Profit & Loss Account and Cash Flow Statement for the year ended December 31, 2016, Explanatory Notes annexed to and the Report of the Directors and the Auditors attached thereto, be and are hereby received, approved and adopted."

Item No.2 Declaration of Dividend.

"RESOLVED THAT dividend @ 200% i.e., Rs.4.00 (Rupees four only) per share for the year ended December 31, 2016, on 211,908,375 equity shares of Rs.2/- each, be and is hereby declared and that such dividend be paid through HDFC Bank Limited and/or its constituent bank, or any other bankers of the Company, to those shareholders holding equity shares and who are on the Register of Members of the Company as on May 2, 2017, subject to deduction of tax at source, if any, under the provisions of Income-tax Act and Companies Act."

Item No.3 Appointment of a Director

"RESOLVED THAT Mr Tarak Mehta (DIN: 06995639), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Item No.4 To appoint Statutory Auditors and to authorize the Board of Directors to determine their remuneration.

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, Messrs S R BATLIBOI & ASSOCIATES LLP (Firm Registration No.101049W/ E300004), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 72nd Annual General Meeting subject to ratification of their appointment by the Members at every Annual General Meeting and to authorize the Board of Directors to determine their remuneration."

Item No.5 Commission to the Non-Executive Directors of the Company.

"RESOLVED THAT pursuant to Article 154A of the existing Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for payment of remuneration



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by way of commission to the Non-Executive Directors of the Company (i.e., excluding the Managing Director of the Company and the Whole-time Director, if any), an amount not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, for a period of five financial years from January 1, 2017 to December 31, 2021, in such manner and proportion as may be determined by the Board from time to time."

Item No.6 Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2017.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 33,00,000/- (Rupees Thirty Three Lakh only) per annum plus applicable service tax and out of pocket expenses actually incurred during the course of audit to Ashwin Solanki & Associates, Cost Accountant (Registration No.100392) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending December 31, 2017, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.7 Alteration of the Objects Clause of the Memorandum of Association of the Company.

"RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the following new sub-clause be inserted as sub-clause 2(a) in Clause III of the Company's Memorandum of Association ("MoA") and the existing sub-clauses 2(a) and 2(b) in the said Clause III of the MoA be renumbered as sub-clauses 2(b) and 2(c) thereafter.

New Sub Clause 2(a) of Clause III of MoA

"To carry on the business of inventor, developer, manufacturer, buyer, seller, trader, service provider, repairer, dealer, exchanger, exporter, importer, consultant, e-commerce activities or otherwise deal in all kinds of low, medium, high voltage products including electric vehicle charging infrastructure, high voltage DC (HVDC) equipment and systems, Microgrids, solar inverters, modular substations, distribution automation, power protection, wiring accessories, switchgear, enclosures, cabling, sensing and control, motors, generators, drives, mechanical power transmission, industrial robots, wind and traction converters, design to optimize the productivity of industrial processes, solutions include turnkey engineering, control systems, measurement products, life cycle services, outsourced maintenance and industry specific products like electric propulsion for ships, mine hoists, turbochargers and pulp



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testing equipment etc; all power and automation products, systems, batteries, transformers service and software solutions across the generation, transmission and distribution, grid integration, transmission, distribution and automation solutions, renewable energy, digitalization solutions for power, industry and infrastructure segments and to carry out all activities in relation to business of power and automation generally whether or not expressly provided under this Memorandum."

RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnel be and are hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers, as may be necessary in this regard, including without limitation to sign and submit the various Forms / E-Forms and other papers/documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other Competent Authority."

Item No.8 To consider adoption of new set of Articles of Association of the Company.

"RESOLVED THAT the new set of Articles of Association placed before the meeting and initialed by the Chairman for the purpose of identification be and the same is adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.

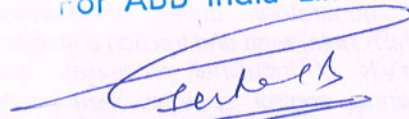
RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnel be and are hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers, as may be necessary in this regard, including but not limited to sign and submit the various Forms / E-Forms and other papers/documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other Competent Authority."

Sd/-
FRANK DUGGAN
CHAIRMAN
DIN: 02937233

CERTIFIED TO BE TRUE COPY



for ABB India Limited


B. Gururaj
Company Secretary