

## ABB India Limited

(formerly known as ABB Limited)  
CIN: L32202KA1949PLC032923

Registered Office: 21st Floor, World Trade Center, Brigade Gateway, No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560 055  
Phone: +91 (80) 22949150 - 22949153; Fax: +91 (80) 22949148 Website: www.abb.co.in, E-mail: investor.helpdesk@in.abb.com

### NOTICE OF THE 65TH ANNUAL GENERAL MEETING (AGM), BOOK CLOSURE AND E-VOTING INFORMATION

**(A) Annual General Meeting and Book Closure:**

Notice is hereby given that the Sixty-fifth Annual General Meeting of the Members of the Company will be held on Wednesday, May 6, 2015 at 11.00 a.m. at "Grand Ball Room", Second floor, Sheraton Bangalore Hotel at Brigade Gateway, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055, to transact the business mentioned in the Notice dated February 10, 2015. The said Notice along with the Audited Balance Sheet as at December 31, 2014, Audited Profit & Loss Account and Cash Flow Statement for the year ended December 31, 2014, together with the Reports of the Directors and Auditors thereon (documents) have been despatched / circulated to all the Members at their postal / e-mail addresses registered with the Company. In addition to that, full annual report is available on the Company's website i.e., [www.abb.com/in](http://www.abb.com/in) → INVESTORS → FINANCIAL RESULTS AND PRESENTATIONS → QUARTERLY RESULTS AND ANNUAL REPORTS → 2014.

The above documents are open for inspection of the Members at the registered office of the Company during office hours on any working day of the Company upto the date of Annual General Meeting.

Notice is also given pursuant to Section 91 of the Companies Act, 2013 and Clause 16 of the Listing Agreement that the Register of Members and Share Transfer Books of the Company will be closed from **Thursday, April 30, 2015 to Wednesday, May 6, 2015 (both days inclusive)** to determine the eligible shareholders who would be entitled for payment of dividend for the year ended December 31, 2014, if declared, at the Annual General Meeting to be held on **Wednesday, May 6, 2015**.

**(B) E-VOTING:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (KCPL) on all resolutions set forth in this Notice. Statement on the business to be transacted thro voting by electronic means are given below:

**As Ordinary Business:** (1) Adoption of Audited Balance Sheet, Audited Profit & Loss Account and Cash Flow Statement for the year ended December 31, 2014, Reports of the Directors and the Auditors thereon. (2) Declaration of Dividend (3) Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.

**As Special Business:** (4) (Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy. (5 to 7) Appointment of Mr. Nasser Munjee (DIN 00010180), Appointment of Mr. Darius E Udwardia (DIN 00009755 and Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as Independent Directors of the Company for a period of 5 consecutive years.

Sl No	Details / Activity	Particulars
1.	Date and time of commencement and end of e-voting	Commencement: Saturday May 2, 2015 - 9.00 am Ending: Tuesday, May 5, 2015 - 5.00 pm.
2.	Cut –off date	Wednesday, April 29, 2015.

The e-voting module shall be disabled for voting after 5.00 pm on Tuesday, May 5, 2015. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to

change it subsequently. The Members who have not cast their vote either electronically or through Ballot Form, can exercise their voting rights at the AGM. The Company will make necessary arrangements by way of issuing ballot papers at the AGM Venue for exercising the options of voting by the members of the Company.

Members who have cast their votes by e-voting prior to the meeting may also attend the general meeting. However, those members are not entitled to cast their vote again in the general meeting. Members whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, April 29, 2015 only shall be entitled to avail the facility of e-voting / voting in the general meeting as the case may be.

The members are informed that the physical copy of annual report / notice etc., has been despatched on April 4, 2015 and April 6, 2015 to the members whose names appeared in the register of members of the Company as on March 31, 2015, by Speed Post / Registered Post. On April 7, 2015, link for annual report / notice / ballot form and attendance slip has been emailed to the Members, whose names appeared in the register of members / register of beneficial owners, whose e-mail addresses are registered with the Company as on March 31, 2015. Investors who become members of the Company subsequent to the despatch of the notice / e-mail and who hold the shares as on the cut-off date i.e., April 29, 2015 are requested to send a written / e-mail communication to Ms. C Shobha Anand, Assistant General Manager, Karvy Computershare Private Limited, (Unit: ABB India Limited), 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 . E-mail id [shobha.anand@karvy.com](mailto:shobha.anand@karvy.com) with their particulars i.e. DP id, Client id / Folio No. to obtain login id and password for e-voting or alternatively investors may write to the Company Secretary at the registered office of the Company.

For any queries / clarification / grievances connected with e-voting, members may contact Ms. C Shobha Anand, Assistant General Manager, Karvy Computershare Private Limited, (Unit: ABB India Limited), 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081. E-mail id [shobha.anand@karvy.com](mailto:shobha.anand@karvy.com), Phone No.040 - 6716 1559 or may write to the Company Secretary at the registered office of the Company.

Notice of the Annual General Meeting / Annual Report are available in the website of the Company at [www.abb.co.in](http://www.abb.co.in) and Karvy's website at <https://evoting.karvy.com>.

For ABB India Limited

B. Gururaj  
Deputy General Counsel &  
Company Secretary

Bengaluru, April 9, 2015

**NOTES:**

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 65th Annual General Meeting.

2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

