Notice of Postal Ballot

[Notice of Postal Ballot]

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies
(Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modification or re-enactment
thereof for the time being in force], for seeking the consent of the Members of ABB India Limited (“the Company”)
and to pass the following Special Resolution for and in relation to the Issue of Unsecured Redeemable
Non-Convertible Debentures on Private Placement basis, to investors including foreign portfolio investors under the
Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 for an aggregate amount not
exceeding ₹ 600 Crore.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating
the material facts and the reasons thereof are appended. The Postal Ballot Form along with instructions for Ballot /
e-voting, is enclosed for your consideration.

The Board of Directors of the Company at their meeting held on July 2, 2015 have appointed Mr. S Kannan,
(Membership No. FCS 6261 / CP No.13016), Practicing Company Secretary, as the Scrutinizer for conducting the
Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited (“BSE”)
and National Stock Exchange of India Limited (“NSE”), and the provisions of Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (including any
amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative to
its Members to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot
Form.

The Company has engaged Karvy Computershare Private Limited (“KARVY”) to provide e-voting facilities to the
Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the
details and process whereof are specified under instructions to the Postal Ballot Form.

Members who opt to vote physically using Postal Ballot Papers or do not have access to e-voting facility can send
their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: https://evoting.karvy.com/ starting from 9.00 a.m. on Friday, July
10, 2015 and end at 05.00 p.m. on Saturday, August 8, 2015. Members are requested to read carefully, and follow
the instructions on the Postal Ballot Form or the aforesaid website for the e-voting facility.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and
return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach
the Scrutinizer by 5.00 p.m. on Saturday, August 8, 2015.

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received
from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence, to any person authorized
in writing by him, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the
Postal Ballot will be announced at 5.00 p.m. on Monday, August 10, 2015, at the Registered Office of the Company
at 21st Floor, World Trade Center, Brigade Gateway, No.26/1 Dr. Rajkumar Road, Malleshwaram West, Bengaluru –
To consider, and if thought fit, to convey your assent or dissent to the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any [including any amendment thereto or modification(s) or re-enactment(s) thereof], and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and in accordance with any other applicable law or Regulation in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and Rules and Regulations framed there under as amended from time to time and Subject To (a) other applicable Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GoI") and any other concerned authorities from time to time, to the extent applicable, (b) such approvals, permissions, consents and sanctions as may be necessary, from SEBI, RBI, GoI and any other appropriate authorities, institutions or bodies as may be required in this regard (c) such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board has constituted or may hereafter constitute to exercise its powers including the power conferred by this resolution) to offer, issue and allot such number of Unsecured Redeemable Non-Convertible Debentures, in one or more tranches, on Private Placement basis to investors including foreign portfolio investors (FPI) under the SEBI (Foreign Portfolio Investors) Regulations, 2014, in terms of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, through an Information Memorandum and Private Placement Offer Letter(s) of an aggregate issue size not exceeding ₹ 600 crore for the Company’s working capital and other corporate purposes, at such price or prices and other terms of issue, as may be determined by the Board in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, including any amendments thereto, and on such terms and conditions as the Board may in its absolute discretion decide in accordance with the directives / guidelines issued by the appropriate authorities and in consultation with the Arranger, and / or Advisor(s), etc., but without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Arranger(s), Debenture Trustee(s), Depositories, Credit Rating Agency(ies), Custodian(s), Registrar(s), Banker(s), Lawyer(s), Advisor(s), Accountants and such other agencies as may require to be appointed, involved or concerned in the FPI Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them in relation to out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and also to seek the listing and trading of the Debentures being offered in the FPI Issue on the Stock Exchange(s) where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue, offer or allotment of Debentures as described above, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, Paying and Conversion Agent, Credit Rating Agency, Trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit;
RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee / Committee of Directors or to the Managing Director or any Officer(s) of the Company in such manner as they may deem fit in their absolute discretion, subject to applicable law;

RESOLVED FURTHER THAT this resolution shall be valid for a period of 12 months from the date of passing of this Resolution by the Members or such other time as may be permitted in law.”

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Place : Bengaluru
Date : July 2, 2015

Notes:
1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days of the Company from the date hereof up to August 8, 2015.
3. The Postal Ballot Notice along with the Postal Ballot Form shall also be hosted on Company’s website: www.abb.co.in and Karvy’s website: https://evoting.karvy.com.
4. Members can also register their e-mail IDs and contact numbers with the Company by sending details to investor.helpdesk@in.abb.com or with our Registrar and Transfer Agent viz., Karvy Computershare Private Limited einward.ris@karvy.com to enable the Company to communicate to the members, the information about various developments in the Company vide EMAIL / SMS.
5. Members who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.
6. Kindly note that Members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If a Member opts for e-voting, then such Member shall not be entitled to vote in physical Postal Ballot and vice versa. In the event any Member casts his vote by both physical Postal Ballot and e-voting, then the vote cast by such Member in e-voting shall prevail and the voting done through physical Postal Ballot shall be treated as invalid.


The Board of Directors at their meeting held on July 2, 2015 had approved the proposal of borrowings / raising funds in Indian currency by issue of Unsecured Redeemable Non-Convertible Debentures (NCDs) to investors including foreign portfolio investors under Foreign Portfolio Investment route, on Private Placement basis, in one or more tranches, for an amount not exceeding ₹ 600 crore for the Company’s working capital and other corporate purposes.

In terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder, the Board in the aforesaid meeting had decided to obtain approval of the Members through Postal Ballot, which also includes voting through electronic means.
The pricing of the Unsecured Redeemable Non-Convertible Debentures (NCDs), would be in accordance with the applicable statutory guidelines depending upon the prevailing market conditions. These NCDs may carry a coupon at a fixed rate or at a floating rate.

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make Private Placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitation. However, in case of offer or invitation for the Unsecured Redeemable Non-Convertible Debentures, it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such Debentures during the year.

Accordingly, the approval of the Members is sought for issue of Unsecured Redeemable Non-Convertible Debentures (NCDs) on Private Placement basis, in one or more tranches under one or more disclosure documents and / or one or more letters of offer and on such terms and conditions for each tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors for an amount not exceeding ₹ 600 crore.

The Board recommends the Resolution set out in the Notice to be passed as Special Resolution by the Members.

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Place : Bengaluru
Date : July 2, 2015

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