

# Notice to the Members

NOTICE is hereby given that the SIXTY-THIRD ANNUAL GENERAL MEETING of the Members of **ABB Limited** will be held at 'Trinity Hall' Vivanta by Taj – M G Road, 41/3 Mahatma Gandhi Road, Bengaluru – 560 001, on **Thursday, May 9, 2013** at 11.00 A.M. (IST) to transact the following business:

## Ordinary business:

1. To receive, consider and adopt the Audited Balance Sheet as at December 31, 2012 and the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Darius E. Udwadia, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr. N. S. Raghavan, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-election.
5. To appoint M/s. S.R. BATLIBOI & CO., Chartered Accountants having registration number 301003E, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

## Special business:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 21 and any other applicable provision(s), if any, of the Companies Act, 1956 and subject to the approval of the Central Government, and such other approvals as may be required, the consent of the Members be and is hereby accorded to the name of the Company being changed from the existing "ABB Limited" to the new name **"ABB India Limited"**.

**RESOLVED FURTHER THAT** upon receipt of the Central Government approval, the name "ABB Limited", wherever appearing in the Memorandum and Articles of Association of the Company, be substituted by the new name **"ABB India Limited"** therein.

**RESOLVED FURTHER THAT** the Managing Director and / or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this Special Resolution."

By Order of the Board  
For ABB Limited

B. Gururaj  
Company Secretary

Place: Bengaluru  
Date : March 19, 2013

Registered Office:  
2nd Floor, East Wing, Khanija Bhavan  
49, Race Course Road  
Bengaluru – 560 001

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts in respect of special business under Item No. 6 is annexed hereto.
3. Members attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from May 3, 2013 to May 9, 2013 (both days inclusive) for the purpose of payment of dividend.
5. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on May 14, 2013, to those Members whose names stand registered on the Company's Register of Members:
  - a) as Beneficial Owners as at the end of business hours on May 2, 2013 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
  - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before May 2, 2013.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 205-A of the Companies Act, 1956, to the Investor Education and Protection Fund, established under Section 205C of the said Act.
7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2005 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on December 31, 2004, have been transferred to the Investor Education and Protection Fund.
8. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered addresses, either to the Company's Registrar and Share Transfer Agents, viz. Karvy Computershare Private Limited, Unit: ABB Limited, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081, or to their respective Depository Participant ("DP") in case the shares are held in dematerialised form.

9. Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request and in case of shares held in dematerialised form, the nomination has to be lodged with their DP. Members holding shares in the dematerialized form may contact their DP for recording nomination in respect of their equity shares.
10. Members are requested to note that, in order to avoid any loss / interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents. The requisite NECS / ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.
11. As required under Clause 49 (IV) (G) of the Listing Agreement of the Stock Exchanges, the relevant details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are furnished in the Corporate Governance Section of this Annual Report.
12. Shareholders, intending to require information about the Financial Accounts to be explained at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
13. Members are requested to bring their Annual Report along with them at the Meeting.
14. The Company has designated an exclusive e-mail id viz [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com) to enable investors to register their complaints / queries, if any.

and overseas, particularly whenever there is any news in the media and/or in the market.

In order to avoid such a situation, the Directors have decided, subject to all applicable regulatory approvals, to change the name of the Company from "ABB Limited" to "ABB India Limited" so that the Indian subsidiary is easily distinguished from any other company in the ABB Group including its holding company, ABB Limited, Zurich, Switzerland.

The Registrar of Companies, Karnataka, Bengaluru, has confirmed the availability of the proposed new name viz., ABB India Limited, vide its letter dated March 18, 2013.

Section 21 of the Companies Act, 1956 provides that the Company may, by a Special Resolution and with the approval of the Central Government change its name. The Central Government's power to grant approval to the change of name has been delegated to the Registrar of Companies. Accordingly, consent of the Members is being sought by way of a Special Resolution for the said purpose.

The approval of the Registrar of Companies, Karnataka, Bengaluru to the above change of name will be obtained by the Company. The change of name would be complete and effective only on the issue of a fresh certificate of incorporation by the Registrar of Companies, Karnataka, Bengaluru.

For the above reasons, your Directors recommend the Special Resolution for approval.

A print of the existing Memorandum and Articles of Association is available for inspection at the Registered Office of the Company between 11:00 A.M. to 03:00 P.M. upto and including May 8, 2013.

By Order of the Board  
For ABB Limited

B. Gururaj  
Company Secretary

## Annexure to Notice

### Explanatory Statement under Section 173(2) of the Companies Act, 1956

#### Item No. 6

The "Holding company" of the Company's promoters, viz., ABB Asea Brown Boveri Limited, Zurich, Switzerland also bears the same name as that of your Company, namely, "ABB Limited".

Identical names of two entities in the ABB Group often gives rise to confusion and also a mistaken identity to the general public both in India

Place: Bengaluru  
Date: March 19, 2013

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