

Notice to the Members

NOTICE is hereby given that the SIXTY SIXTH ANNUAL GENERAL MEETING of the Members of ABB India Limited will be held at “**Grand Ball Room**”, **Second Floor, Sheraton Bangalore Hotel at Brigade Gateway**, 26/1, Dr. Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055, on **Tuesday, April 26, 2016 at 11.00 A.M. (IST)** to transact the following businesses:

Ordinary Business:

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

To receive, consider and adopt the financial statements, namely, (i) the Audited Balance Sheet as at December 31, 2015, (ii) the Audited Profit & Loss Account for the year ended on that date, (iii) the Cash Flow Statement for the financial year ended on that date, (iv) statement of changes in Equity, if any, (v) an Explanatory Note annexed to, or forming part of, the documents referred to in (i) to (iv) above and the Reports of Board of Directors and the Auditors thereon.

Item No. 2 – Declaration of Dividend

To declare a dividend.

Item No. 3 – Ratification of appointment of Auditors

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of Messrs S R BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 101049W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 67th Annual General Meeting to be held for the financial year 2017 and to authorize the Board of Directors (“the Board”) to fix their remuneration.

Special Business:

Item No. 4 – Appointment of Mr. Frank Duggan as a Director

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Frank Duggan (DIN: 02937233), who was appointed as a Director by the Board at its meeting held on October 28, 2014 pursuant to Section 161(4) of the Companies Act, 2013 and other applicable provisions if any thereof (including any statutory modification or re-enactment thereof for the time being in force) read with Article 151 of the Company's Articles of Association to fill in the casual vacancy caused by the resignation of Mr. Gary Steel and who holds office upto the date of this Annual General Meeting being the date up to which Mr. Gary Steel would have held office if he had not resigned, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 5 – Appointment of Mr. Sanjeev Sharma as a Director

To consider and if thought fit to give your assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Sanjeev Sharma (DIN: 07362344), who was, pursuant to Article 152 of the Company's Articles of Association appointed as an Additional Director of the Company by the Board at its meeting held on December 11, 2015 and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Sanjeev Sharma as a candidate for the office of Director, be and is hereby appointed as a Director of the Company.”

Item No. 6 – Appointment of Mr. Sanjeev Sharma as Managing Director

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the said Act”), read with Schedule V thereto, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Sanjeev Sharma (DIN: 07362344) (“Mr. Sharma”) as the Managing Director of the Company for a period of 3 (three) years from January 1, 2016 to December 31, 2018 (both days inclusive), at the remuneration and on the terms and conditions set out in the Agreement dated December 14, 2015 between the Company and Mr. Sharma, AND the Board be and is hereby authorized to alter, vary or modify his terms of appointment (including remuneration) as may be agreed upon with Mr. Sharma, subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

AND RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the said Act, the remuneration payable or granted to Mr. Sharma as the Managing Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company and if there is more than one Whole-time Director, Director remuneration shall not exceed 10% of the net profit to all such Directors taken together.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sharma, as Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V to the said Act.

AND RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

Item No. 7 – Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2016

To consider and if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

“RESOLVED THAT pursuant to and in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 or re-enactment(s) thereof for the time being in force, the payment of remuneration of ₹ 33,00,000/- (Rupees Thirty Three Lakh only) per annum plus applicable service tax and out of pocket expenses that may be incurred during the course of audit to Messrs 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 year ending December 31, 2016, 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.”

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date : February 4, 2016

Registered Office:
21st Floor, World Trade Center
Brigade Gateway, No.26/1
Dr. Rajkumar Road, Malleshwaram West
Bengaluru – 560 055

CIN: L32202KA1949PLC032923

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 / HERSELF 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. 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.

IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.

2. The Statement pursuant to **Section 102** of the Companies Act, 2013, setting out the material facts in respect of special business under Item Nos. 4 to 7 is annexed hereto.
3. Members / Proxies 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 **Wednesday, April 20, 2016 to Tuesday, April 26, 2016** (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 and from **Thursday, April 28, 2016**, 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 **Tuesday, April 19, 2016** 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 **Tuesday, April 19, 2016**.
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 205A of the Companies Act, 1956, to the Investor Education and Protection Fund, established under corresponding to Section 205C of the Companies Act, 1956.
7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2008 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, 2007, have been transferred to the Investor Education and Protection Fund. The details of the unclaimed dividends are available on the Company's website at www.abb.co.in and Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact Karvy Computershare Private Limited, Unit: ABB India Limited, Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents of the Company to claim the unclaimed / unpaid dividends.
8. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents, viz. Karvy Computershare Private Limited, Unit: ABB India Limited, Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.

9. 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.
10. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) the relevant details of Directors retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
11. Shareholders, intending to require information about the Financial Accounts to be approved 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.
12. Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.
13. The Company has designated an exclusive e-mail id viz., investor.helpdesk@in.abb.com to enable investors to register their complaints/ queries, if any.
14. The Securities Exchange Board of India (SEBI) vide its earlier circulars have made the Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holding in dematerialized form or the Company's Registrar and Share Transfer Agents in case of holdings in physical form, mentioning the correct folio number.
15. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
16. Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. Members who are desirous to convert their physical holdings into dematerialized form shall contact the Company's Registrar and Share Transfer Agents KARVY Computershare Private Ltd at the address mentioned in item no. 7 of this note.
17. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.abb.co.in and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com
18. All documents referred in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered office of the Company on all working days between 10.00 a.m. and 12.00 p.m. upto **Tuesday, April 26, 2016** i.e. upto the date of the Annual General Meeting.
19. The Annual Report of the Company for the year ended December 31, 2015 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those members who have registered their e-mail address with the Company or with their Depository Participant or Registrar and Share Transfer Agents of the Company. Members who are desirous to have a physical copy of the Annual Report should send a request to the company e-mail id viz., investor.helpdesk@in.abb.com clearly mentioning their Folio number / DP and Client ID.
20. Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
21. **Information and other instructions relating to remote e-voting are as under:**

The instructions for remote e-voting are as under:
 - (1) Remote E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Karvy Computershare Private Limited (KCPL) on all resolutions set forth in this Notice.
 - A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. user ID and password). In case of physical folio, user ID will be **EVEN number 2265** followed by folio number. In case of Demat account, user ID will be your DP ID and Client ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing user ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric

value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., ABB India Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email **cs.skannan@gmail.com** with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "ABB India Limited 66th Annual General Meeting."

B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]

- (i) Remote E-Voting **Event Number 2265** (EVEN), user ID and password is provided in the Ballot Form.
- (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(2) In case of voting by using Ballot Forms:

- (i) In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Listing Regulations, the Company, in order to enable its Members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with Annual Report.
 - (ii) A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Mr. S. Kannan, Practicing Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.
 - (iii) Please convey your assent in Column "FOR" and dissent in the column "AGAINST" by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
 - (iv) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before **Monday, April 25, 2016 (5.00 p.m. IST)**. The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
 - (v) Unsigned / incomplete Ballot Forms will be rejected. Scrutinizer's decision on validity of the Ballot Form shall be final.
 - (vi) A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on **investor.helpdesk@in.abb.com** by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than **Monday, April 25, 2016 (5.00 p.m. IST)**.
 - (vii) A Member can opt for only single mode of voting i.e. either through remote e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through remote e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their votes by remote 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.
- (3) Voting at AGM: 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 in this regard at the AGM Venue.

Other Instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 040-67162222 & Toll Free No.1800 3454 001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The remote e-voting period commences on **Friday, April 22, 2016 (9.00 a.m. IST)** and ends on **Monday, April 25, 2016 (5.00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Tuesday, April 19, 2016**, may cast their vote electronically in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Tuesday, April 19, 2016**, may obtain the login ID and password by sending a request at **evoting@karvy.com**.
- v. However, if you are already registered with KCPL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.karvy.com> or call KCPL at the following toll free no.: 1800 3454 001 / 040-67162222.
- vi. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **Tuesday, April 19, 2016**.
- vii. The Board of Directors has appointed Mr. S. Kannan (Membership No. F6261 and PCS No. 13016), Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- viii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman for counter signature.
- ix. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- x. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website at www.abb.co.in and on the KARVY's website at <https://evoting.karvy.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.

Statement setting out Material Facts under Section 102 of the Companies Act, 2013 (the Act)

Item No. 4

The Board of Directors at its meeting held on October 28, 2014, appointed Mr. Frank Duggan (DIN: 02937233) as a Director pursuant to Section 161(4) of the Act and other applicable provisions (including any modification or re-enactment thereof), if any, of the Act and Article 151 of the Articles of Association of the Company, to fill in the casual vacancy caused by the resignation of Mr. Gary Steel. Since Mr. Gary Steel would have retired by rotation at this Annual General Meeting, had he not resigned, Mr. Frank Duggan would also cease to hold the office of Director at this Annual General Meeting, pursuant to Section 161 of the Act and is eligible for re-appointment as Director. In terms of Section 160 of the said Act, a notice in writing has been received from a Member of the Company signifying his intention to propose Mr. Frank Duggan as a candidate for the office of Director, along with the requisite deposit of Rupees One Lakh.

Mr. Frank Duggan is the Regional Manager of Asia, Middle East and Africa (AMEA) region and also a Member of Executive Committee of ABB Group, Zurich, Switzerland. He is holding the position of Chairman of the Company.

The Board considers that the association of Mr. Frank Duggan as a Director of the Company will be beneficial to and in the interest of the Company.

Brief profile of Mr. Frank Duggan is provided at the end of this Notice.

The Directors recommend the passing of the resolution set out at Item No.4 of the accompanying Notice.

Mr. Frank Duggan is concerned or interested in the resolution since it relates to his appointment. None of the other Directors or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item Nos. 5 & 6

The Board of Directors at its meeting held on December 11, 2015, appointed Mr. Sanjeev Sharma (DIN: 07362344) as an Additional Director. In accordance with Section 161 of the Act, read with Article 152 of the Company's Articles of Association, Mr. Sharma holds office upto the date of this Annual General Meeting. In terms of Section 160 of the said Act, a notice in writing has been received from a Member of the Company signifying his intention to propose Mr. Sharma as a candidate for the office of Director, along with the requisite deposit of Rupees One Lakh.

Pursuant to Section 161 of the Act Mr. Sharma will hold office only upto the date of this Annual General Meeting and being eligible offers himself for appointment as a Director. Hence, the Resolution at Item No.5 of the Notice.

At the meeting of the Board of Directors held on December 11, 2015, Mr. Sharma was also appointed, subject to the approval of the Members in general meeting and of the Central Government, as the Managing Director of the Company for 3 (three) years from January 1, 2016 to December 31, 2018 (both days inclusive) at the remuneration and on the terms and conditions set out in the Agreement dated December 14, 2015 between the Company and Mr. Sharma referred to in the Resolution at Item No.6 of the Notice.

The principal terms and conditions of his appointment as Managing Director as contained in the above Agreement are as under:

1. **Tenure of appointment:** Mr. Sharma be appointed as the Managing Director for a period of 3 (three) years from January 1, 2016 to December 31, 2018 (both days inclusive) on a total remuneration not exceeding ₹ 48,630,960/- (Rupees forty eight million six hundred thirty thousand and nine hundred sixty only) per annum as over-all Cost to the Company including retiral benefits and bonus but excluding other perquisites and benefits. Mr. Sharma not to retire by rotation so long as he holds the office as Managing Director.
2. Subject to the orders and directions given to him by the Board from time to time and subject to such restrictions as the Board may impose at its discretion from time to time, Mr. Sharma shall have the management of the whole of the affairs of the Company with power to appoint and dismiss employees of the Company and to enter into contracts on behalf of the Company in the ordinary course of its business.
3. During the period of his employment, Mr. Sharma to undertake such travel in India and abroad as the Board may from time to time direct in connection with or in relation to the business of the Company.
4. **Remuneration and Perquisites:**

Mr. Sharma to be entitled to the following remuneration and perquisites:

(a) Basic Pay:

₹ 21,600,000/- (Rupees twenty one million six hundred thousand only) per annum.

(b) Other Allowances:

Mr. Sharma to be entitled for other allowances including leave travel concession, as agreed between Mr. Sharma and the Board from time to time. However, the aggregate monetary value of all allowances of whatsoever nature, in a financial year, shall not exceed ₹ 8,400,000/- (Rupees eight million four hundred thousand only) per annum.

(c) Social Security:

Mr. Sharma to be entitled to social security including contributions to Provident Fund and Gratuity Fund, as agreed between Mr. Sharma and the Board from time to time. However, the aggregate monetary value of the above in a financial year, shall not exceed ₹ 3,630,960/- (Rupees three million six hundred thirty thousand and nine hundred sixty only) per annum.

(d) Bonus:

Mr. Sharma to be entitled to annual bonus not exceeding ₹ 15,000,000/- (Rupees fifteen million only) per annum.

(e) Other Perquisites:

In addition to the above Mr. Sharma to be also eligible for free furnished accommodation or House Rent allowance subject to a maximum ceiling of ₹ 2,500,000/- (Rupees two million five hundred thousand only) per annum, one Company car with reimbursement of Chauffeur's salary, expenses towards children schooling, payment of membership / subscription fee for two clubs, reimbursement of salary for domestic help, security guard at residence, expenses towards mobile, telephone, internet and other suitable communication facilities at his residence.

Mr. Sharma will be covered under Company's Mediciclaim Policy, Personal Accident Insurance, Mutual Family Assistance, International Health Insurance - Bupa & Term Life Insurance Scheme as per the Rules of the Company from the time being in force.

Mr. Sharma to be entitled to continue participation in International Pension fund.

Mr. Sharma to be entitled for shifting his house hold goods to India.

(f) Leave:

Leave with full pay or encashment as per the rules of the Company for the time being in force.

(g) Overall Remuneration:

The aggregate of salary, bonus and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Act read with Schedule V to the said Act, for the time being in force.

(h) Minimum Remuneration:

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Act.

(i) Revision in Remuneration:

The remuneration payable to Mr. Sharma as Managing Director to be subject to revision from time to time (annually and/or otherwise), by the Board at their discretion.

(j) Mr. Sharma to be entitled to:

- (a) The reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors, and
- (b) The reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.

5. Mr. Sharma not to be entitled to any sitting fee for attending the Meetings of the Board of Directors or Committee thereof, as long as he functions as the Managing Director.
6. During the term of this Agreement, Mr. Sharma not to engage himself, either directly or indirectly or be interested in any capacity whatsoever or render assistance to any firm, company or persons whatsoever whether as a manufacturer, dealer or trader in goods or products which are of the same or similar kind and nature as those of the Company.
7. During the continuance of his employment with the Company or at any time thereafter, Mr. Sharma not to divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secret processes of the Company. Mr. Sharma shall during the continuance of this employment hereunder also use his best endeavors to prevent any other person from so doing PROVIDED HOWEVER that such divulgence or disclosure by Mr. Sharma to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be a contravention to this Clause.
8. Either party to be entitled to terminate the Agreement at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on the expiry of the period of such notice, this Agreement to stand determined and Mr. Sharma to cease to be a Director of the Company.
9. The terms and conditions of Mr. Sharma's appointment including remuneration may be altered, varied, or modified from time to time by the Board, as may be permissible and if deemed fit, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

Mr. Sharma, an Indian citizen, aged 50 years, holds a Degree in Electronics and Telecommunication Engineering and Executive Master Degree in Business Administration had joined ABB in the year 1990 and managed various local business units and divisions in India, Switzerland, Germany and Malaysia. Mr. Sharma was, prior to his appointment as Managing Director of the Company, held the position of Global Managing Director for the Low Voltage Systems business unit at Malaysia.

Even though Mr. Sharma is an Indian Citizen, he has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence the Company has made an application to the Central Government for its approval to his appointment as Managing Director as required under law.

Mr. Sharma is interested in the resolution at item No.5 of the Notice since it relates to his appointment as a Director and in the resolution at item no. 6 of the Notice since it relates to his appointment as the Managing Director of the Company and to the remuneration payable to him as Managing Director. No other Director or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution at items 5 and 6.

Mr. Sharma is not a Director in any other Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Directors recommend the passing of the resolutions set out at Item Nos.5 and 6 of the accompanying Notice.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs Ashwin Solanki & Associates, Cost Accountant (Registration No: 100392) as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor requires to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought as referred to in the Resolution at Item No.7 of the Notice of the payment of the remuneration amounting to ₹ 33,00,000/- Lakh for Cost Audit plus applicable service tax and out of pocket expenses payable to the Cost Auditor for the Financial Year ending December 31, 2016.

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date : February 4, 2016

Registered Office:
21st Floor, World Trade Center
Brigade Gateway, No.26/1
Dr. Rajkumar Road, Malleshwaram West
Bengaluru – 560 055

CIN: L32202KA1949PLC032923

ANNEXURE TO AGM NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015)

Name of the Director	Frank Duggan	Sanjeev Sharma
Date of Birth / Age	19.10.1959 56 years	10.11.1965 50 years
Date of Appointment on the Board	28.10.2014	01.01.2016
Qualification	Diploma in Electrical Engineering	Graduate in Electronics and Telecommunications Engineering and Executive Master Degree in Business Administration.
Brief profile and nature of their expertise in specific functional areas	Mr. Duggan has been working with ABB for the past 32 years. Mr. Duggan has held various high-profile positions across the Group, including Transmission & Distribution Manager in Poland, Country Manager of the Czech Republic, Global Business Area Manager for Oil, Gas and Petrochemicals, as well as Head of Group Account Management. Currently he is the Region Manager for Asia, Middle East and Africa (AMEA) region and also a Member of Executive Committee of ABB Group, Zurich, Switzerland.	Mr. Sharma joined ABB in the year 1990 and managed various local business units and divisions in India, Switzerland, Germany and Malaysia. Prior to his appointment as Managing Director of the Company, Mr. Sharma held the position of Global Managing Director for the Low Voltage Systems business unit at Malaysia.
Directorships held in other companies.	Nil	Nil
Memberships / Chairmanships of committees across all other companies	Nil	Nil
Shareholding of Non-Executive Directors in the Company	Nil	Nil

As per amended Regulation 26 of the Listing Regulations, details of Chairmanship / Membership of Audit Committee and Stakeholders' Relationship Committee are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, Partnership in firms etc., are not provided.

None of the aforesaid Directors is related to each other.