

Notice to the Members

NOTICE is hereby given that the SIXTY FIFTH 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 **Wednesday, May 6, 2015** at 11.00 A.M. (IST) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the financial statements, namely, (i) the Audited Balance Sheet as at December 31, 2014, (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) an Explanatory Note annexed to, or forming part of the documents referred to in (i) to (iii) above and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To consider and if thought fit, to give your assent or dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), M/s. S R BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 101049W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 2 (two) years from the conclusion of this Annual General Meeting upto the conclusion of the 67th Annual General Meeting (subject to ratification of such appointment by the Members at the subsequent Annual General Meeting) and to authorize the Board of Directors to fix their remuneration.

Special Business:

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

“**RESOLVED THAT** Mr. Tarak Mehta (DIN: 06995639), who was appointed as a Director by the Board of Directors of the Company 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. Peter Leupp and who holds office upto the date of this Annual General Meeting being the date up to which Mr. Leupp would have held office if he had not resigned, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
5. To consider and if thought fit to give your assent or dissent to the following **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Nasser Munjee (DIN: 00010180), as a Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the appointment of Mr. Darius E Udhwadia (DIN: 00009755), as a Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, he not being a director liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV thereto and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Mrs. Renu Sud Karnad (DIN: 00008064), as a Non-Executive Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting be and is hereby approved, she not being a director liable to retire by rotation.”

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Mumbai, February 10, 2015

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 **April 30, 2015 to May 6, 2015** (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 **May 7, 2015**, 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 **April 29, 2015** 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 **April 29, 2015**.
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 to the Investor Education and Protection Fund established by the Central Government as per provisions of the Companies Act.
7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2007 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, 2006, 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, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, the Registrar and Share Transfer Agent of the Company to claim the un claimed / 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, 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 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 Clause 49 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 given in the annexure to the notice of the Annual General Meeting.
11. Shareholders, intending to require information about the Financial Statements 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 received by 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 Agent. 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 Agent Karvy Computershare Private Limited 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 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 am and 12.00 noon upto May 6, 2015 i.e. upto the date of the Annual General Meeting.
19. The Annual Report of the Company for the year ended December 31, 2014 along with Notice, process and manner of 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 (other than who requested for a physical copy) or with their Depository Participant or Registrar and Share Transfer Agent of the Company. This is in pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Members who are desirous to have a physical copy of the Annual Report shall 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. **The instructions for e-voting are as under:**
 - (1) 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.
 - 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 1664** 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 e-voting, you can use your existing User ID and password for casting your vote.
 - B. (1) In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]
 - (i) E-Voting **Event Number – 1664 (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.
- 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 herein above. 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 65th Annual General Meeting".

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

- (i) In terms of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company, in order to enable its Members, who do not have access to 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 **Tuesday, May 5, 2015 (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 **Tuesday, May 5, 2015 (5.00 p.m. IST)**.
 - (vii) A Member can opt for only single mode of voting i.e. either through e-voting or by Ballot Form. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by Ballot shall be treated as invalid. 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.
- (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 44655000 & 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 e-voting period commences on **Saturday, May 2, 2015 (9.00 a.m. IST)** and ends on **Tuesday, May 5, 2015 (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., **Wednesday, April 29, 2015**, may cast their vote electronically in the manner and process set out herein above. The 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. 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 **Wednesday, April 29, 2015**.
- v. 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 e-voting process in a fair and transparent manner.
- vi. 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 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 three (3) days 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.
- vii. 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).
- viii. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.abb.co.in and on the website of KARVY <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

Item No. 4

The Board of Directors at its meeting held on October 28, 2014, appointed Mr. Tarak Mehta as a Director pursuant to Section 161(4) of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and Article 151 of the Articles of Association of the Company, to fill in the casual vacancy caused on the Board by the resignation of Mr. Peter Leupp. Since Mr. Peter Leupp would have retired by rotation at this Annual General Meeting, had he not resigned, Mr. Tarak Mehta would also cease to hold the office of Director at this Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and is eligible for re-appointment as Director.

Mr. Mehta is a Member of Executive Committee of ABB Group, Zurich, Switzerland.

The Board considers that the association of Mr. Tarak Mehta as a Director of the Company will be beneficial and in the interest of the Company.

Brief profile of Mr. Tarak Mehta, 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.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Mehta is in any way concerned or interested, financially or otherwise, in the resolution.

Item Nos. 5 to 7

In terms of Section 149(11) of the Act, an independent director can hold office for two terms of up to 5 consecutive years each on the board of the Company. Pursuant to Section 149 of the Act, the tenure of an independent director before commencement of the Act is not to be reckoned when calculating the maximum term of office of the independent director.

Accordingly, it is proposed to appoint Mr. Nasser Munjee, Mr. Darius E Udwardia and Mrs. Renu Sud Karnad, Directors, as Independent Directors of the Company for a period of 5 (Five) consecutive years with effect from the date of this Annual General Meeting, as set out at Item Nos. 5 to 7 of this Notice. Notices, as required under Section 160 of the Act, have been received from three Members proposing the candidature of the said Directors as Independent Directors of the Company.

Mr. Nasser Munjee, Mr. Darius E Udwardia and Mrs. Renu Sud Karnad, Independent Directors of the Company, have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for independent directors under Section 149(6) of the Act as well as Clause 49. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Brief profiles of the said Directors, in terms of Clause 49 of the Listing Agreement are provided at the end of this Notice.

Upon the approval of the Members of the Company to the said resolutions, the appointment shall be formalized by way of issuance of a letter of appointment by the Company to the said Independent Directors.

Taking into account the vast and varied experience of Mr. Nasser Munjee, Mr. Darius E. Udwardia and Mrs Renu Sud Karnad, in their respective professional fields generally and particularly in the areas of governance and their active participations in the Board and its Committees, your Directors feel that their continued association with the Company as Independent Directors would be of immense benefit to the Company. The Board accordingly recommends the resolutions at Items No. 5 to 7 of this Notice for approval of the Members.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

None of the Directors or Key Managerial Personnel of the Company other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at Items No. 5 to 7 of this Notice.

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Mumbai, February 10, 2015

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

CIN: L32202KA1949PLC032923

Annexure to Notice – Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Tarak Mehta	Nasser Munjee
Date of Birth / Age	16.10.1966 / 48 years	18.11.1952 / 62 years
Date of Appointment on the Board	28.10.2014	20.02.2002
Qualification	BS Mechanical Engineering MBA Finance & Marketing	Post Graduate in Economics from 'The London School Of Economics'
Brief profile and nature of their expertise in specific functional areas	<p>Mr. Tarak Mehta is Executive Vice President, Head of Low Voltage Products division of ABB Limited, Switzerland, since October 1, 2010.</p> <p>Prior to that, he had acted as Head of Business Unit Transformers at ABB Management Services Limited since 2007.</p> <p>Mr. Mehta joined ABB Power T&D Company Inc in 1998 and has held various management positions in the Power Products division in the United States, Sweden and Switzerland.</p> <p>Before joining ABB, he worked for nine years at Cooper Power Systems in the United States.</p>	<p>Mr. Nasser Munjee is the Chairman of DCB Bank Limited.</p> <p>Mr. Munjee after completion of his education in London School of Economics, involved in establishing the first housing finance company in India viz., Housing Development Finance Corporation (HDFC) where he held the position as its Executive Director. In 1997, he joined IDFC Limited, and served as its Managing Director and CEO till 2004.</p> <p>Mr. Munjee, is on the Board of several other reputed companies.</p>
Directorships held in other companies.	Nil	<p><u>Public Limited companies</u></p> <ol style="list-style-type: none"> 1. Ambuja Cements Limited 2. Britannia Industries Limited 3. Cummins India Limited 4. DCB Limited - Chairman 5. Go Airlines (India) Limited 6. Housing Development Finance Corporation Limited - Director 7. Tata Chemicals Limited 8. Tata Motors Finance Limited - Chairman 9. Tata Motors Limited <p><u>Private Limited companies</u></p> <ol style="list-style-type: none"> 1. Aarusha Homes Pvt. Ltd.
Memberships / Chairmanships of committees across all companies	Nil	<p><u>Audit Committee Memberships:</u></p> <ol style="list-style-type: none"> 1. Ambuja Cements Limited <p><u>Audit Committee Chairmanships:</u></p> <ol style="list-style-type: none"> 1. Britannia Industries Limited 2. Cummins India Limited 3. Tata Chemicals Limited 4. Tata Motors Limited
Shareholding of Non-Executive Directors in the Company	Nil	Nil

Name of the Director	Darius E Udwadia	Mrs Renu Sud Karnad
Date of Birth / Age	27.09.1939 / 75 years	03.09.1952 / 62 years
Date of Appointment on the Board	21.07.2005	09.08.2013
Qualification	B.A, M.A, LL B.	Master in Arts, Economics, University of Delhi and Bachelor of Law, University of Mumbai.
Brief profile and nature of their expertise in specific functional areas	<p>Solicitor & Advocate of the Bombay High Court, and Solicitor of the Supreme Court of England.</p> <p>Mr. Udwadia is a founder partner of M/s. Udwadia & Udeshi, Solicitors & Advocates, since July, 1997 which is presently named Udwadia Udeshi & Argus Partners. Prior to July 1997, he was a partner of M/s. Crawford Bayley & Co., Solicitors & Advocates for over 20 years. He and his Firm are legal advisors to Indian and multinational companies.</p> <p>Mr. Udwadia has during his 49 years of active law practice acquired substantial knowledge, skill, experience and expertise in areas of corporate law, mergers, acquisitions and takeovers, corporate restructuring, foreign collaboration, joint ventures, project finance, intellectual property, international loans and finance related transactions, real estate and conveyancing.</p> <p>Mr. Udwadia also serves on the Board of several reputed Indian public and private companies.</p>	<p>Mrs. Karnad is the Managing Director of Housing Development Finance Corporation Limited, and is a distinguished business leader with 34 years of experience in the Indian Financial Sector with a strong and influential network with the corporate sector and various regulatory bodies. She also has a strong working knowledge of the Indian infrastructure sector and regulatory environment.</p> <p>She has won the recognition for being one of most influential and outstanding woman business leader in India by both Indian and International associations and media like Wall Street Journal and Verve. She is a Parvin Fellow- Woodrow Wilson School of International Affairs, Princeton University, U.S.A. She is also a member BTS Investment Advisory Committee advising the Swiss Tech fund set up by the Government of Switzerland.</p>
Directorships held in other companies.	<p><u>Public Limited companies</u></p> <ol style="list-style-type: none"> 1. AstraZeneca Pharma India Limited - Chairman 2. The Bombay Burmah Trading Corp. Ltd. 3. Concast (India) Limited 4. ITD Cementation India Limited 5. JM Financial Limited 6. JM Financial Products Limited 7. MPS Limited - Vice Chairman 8. WABCO India Limited 9. Bombay Gymkhana Limited <p><u>Private Limited companies:</u></p> <ol style="list-style-type: none"> 1. Conservation Corporation of India Pvt. Ltd. 2. Habasit Iakoka Pvt. Ltd. 3. JM Financial Trustee Co. Pvt. Ltd. 4. Quantum Advisors Pvt. Ltd. 5. Rossi Gearmotors (India) Pvt. Ltd. 6. SCA Hygiene Products India Pvt. Ltd. 	<p><u>Public Limited companies</u></p> <ol style="list-style-type: none"> 1. Bosch Limited 2. Credit Information Bureau (India) Limited 3. Gruh Finance Limited 4. Housing Development Finance Corporation Limited – Managing Director 5. HDFC Bank Limited 6. HDFC Asset Management Co. Ltd. 7. HDFC Ergo General Insurance Co. Ltd. 8. HDFC Property Ventures Ltd. - Chairperson 9. HDFC Standard Life Insurance Co. Ltd. 10. Indraprastha Medical Corporation Ltd. 11. EIH Limited <p><u>Private Limited companies</u></p> <ol style="list-style-type: none"> 1. Feedback Infrastructure Services Pvt. Ltd. 2. Lafarge India Private Limited 3. Credila Financial Services Pvt. Ltd. - Chairperson <p><u>Section 8 Company</u></p> <ol style="list-style-type: none"> 1. HT Parekh Foundation
Memberships / Chairmanships of committees across all companies	<p><u>Audit Committee Memberships:</u></p> <ol style="list-style-type: none"> 1. AstraZeneca Pharma India Limited 2. The Bombay Burmah Trading Corp. Ltd. 3. Concast (India) Limited 4. ITD Cementation India Limited 5. MPS Limited 6. WABCO India Limited <p><u>Stakeholders Relationship Committee Chairmanships:</u></p> <ol style="list-style-type: none"> 1. WABCO India Limited 	<p><u>Audit Committee Memberships:</u></p> <ol style="list-style-type: none"> 1. HDFC Ergo General Insurance Co. Ltd. <p><u>Audit Committee Chairpersonships:</u></p> <ol style="list-style-type: none"> 1. Bosch Limited 2. Credit Information Bureau (India) Limited <p><u>Stakeholders Relationship Committee Memberships:</u></p> <ol style="list-style-type: none"> 1. Bosch Limited
Shareholding of Non-Executive Directors in the Company	3,500	Nil

As per amended Clause 49 of the Listing Agreement, 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 or to any other Director on the Board of the Company.