

Notice to the Members

NOTICE is hereby given that the SIXTY SEVENTH 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, May 9, 2017 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, 2016, (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 of ₹ 4/- per Equity Share of ₹ 2/- each for the Financial Year 2016.

Item No. 3 – Appointment of a Director

To appoint a Director in place of Mr. Tarak Mehta (DIN: 06995639), who retires by rotation at this Annual General Meeting and being eligible offers himself, for re-appointment.

Item No. 4 – To appoint Statutory Auditors and to authorize the Board of Directors to determine their remuneration

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

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, Messrs S R BATLIBOI & ASSOCIATES LLP (Firm Registration No.101049W/E300004), to hold office for a term of 5 (five) years from

the conclusion of this Annual General Meeting until the conclusion of the 72nd Annual General Meeting subject to ratification of their appointment by the Members at every Annual General Meeting and to authorize the Board of Directors to determine their remuneration.”

Special Business

Item No. 5 – Commission to the Non-Executive Directors of the Company

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

“**RESOLVED THAT** pursuant to Article 154A of the existing Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for payment of remuneration by way of commission to the Non-Executive Directors of the Company (i.e., excluding the Managing Director of the Company and the Whole-time Director, if any), an amount not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, for a period of five financial years from January 1, 2017 to December 31, 2021, in such manner and proportion as may be determined by the Board from time to time.”

Item No. 6 – Ratification of remuneration to the Cost Auditor of the Company for Financial Year 2017

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 33,00,000/- (Rupees Thirty Three Lakh only) per annum plus applicable service tax and out of pocket expenses actually incurred during the course of audit to 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 financial year ending December 31, 2017, 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.”

Item No. 7 – Alteration of the Objects Clause of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the following new sub-clause be inserted as sub-clause 2(a) in Clause III of the Company’s Memorandum of Association (“MoA”) and the existing sub-clauses 2(a) and 2(b) in the said Clause III of the MoA be renumbered as sub-clauses 2(b) and 2(c) thereafter.

New Sub Clause 2(a) of Clause III of MoA

To carry on the business of inventor, developer, manufacturer, buyer, seller, trader, service provider, repairer, dealer, exchanger, exporter, importer, consultant, e-commerce activities or otherwise deal in all kinds of low, medium, high voltage products including electric vehicle charging infrastructure, high voltage DC (HVDC) equipment and systems, Microgrids, solar inverters, modular substations, distribution automation, power protection, wiring accessories, switchgear, enclosures, cabling, sensing and control, motors, generators, drives, mechanical power transmission, industrial robots, wind and traction converters, design to optimize the productivity of industrial processes, solutions include turnkey engineering, control systems, measurement products, life cycle services, outsourced maintenance and industry specific products like electric propulsion for ships, mine hoists, turbochargers and pulp testing equipment etc; all power and automation products, systems, batteries, transformers service and software solutions across the generation, transmission and distribution, grid integration, transmission, distribution and automation solutions, renewable energy, digitalization solutions for power, industry and infrastructure segments and to carry out all activities in relation to business of power and automation generally whether or not expressly provided under this Memorandum.

RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnel be and are hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers, as may be necessary in this regard, including without limitation to sign and submit the various Forms / E-Forms and other papers/documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other Competent Authority.”

Item No. 8 – To consider adoption of new set of Articles of Association of the Company

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

“**RESOLVED THAT** the new set of Articles of Association placed before the meeting and initialed by the Chairman for the purpose of identification be and the same is adopted in substitution for, and to the exclusion of, the present set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnel be and are hereby authorized to do or cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers, as may be necessary in this regard, including but not limited to sign and submit the various Forms / E-Forms and other papers/documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other Competent Authority.”

By Order of the Board
For ABB India Limited

B Gururaj
Company Secretary
FCS-2631

Place: Mumbai
Date: March 23, 2017

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 businesses under Item Nos. 5 to 8 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, May 3, 2017 to Tuesday, May 9, 2017 (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, May 11, 2017, 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, May 2, 2017 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, May 2, 2017.
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 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under corresponding to Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

It is in the Members interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.
7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2009 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 IEPF 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, 2008, have been transferred to IEPF. 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, Gachibowli, 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 at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.
9. The present Statutory Auditors, Messrs S R BATLIBOI & ASSOCIATES LLP (Firm Registration No.101049W/E300004) will hold office upto the ensuing Annual General Meeting and are not eligible for re-appointment as Statutory Auditors of the Company as per Companies Act, 2013. Accordingly, the Board of Directors have recommended the appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Statutory Auditors, in place of Messrs S R BATLIBOI & ASSOCIATES LLP, the retiring Auditors, for a period of 5 years from the conclusion of this Annual General Meeting until the conclusion of the 72nd Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting.

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 by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking appointment at the ensuing Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
12. 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.
13. Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.
14. 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.
15. 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 respective DP in case of holdings in dematerialized form or the Company's Registrar and Share Transfer Agents in case of holdings in physical form, mentioning the correct folio number.
16. 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.
17. 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 at the address mentioned above.
18. 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
19. 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, May 9, 2017 being the date of the Annual General Meeting.
20. The Annual Report of the Company for the year ended December 31, 2016 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 respective DP 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's e-mail id viz., investor.helpdesk@in.abb.com clearly mentioning their Folio number / DP and Client ID.
21. 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 Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
22. Information and other instructions relating to remote e-voting and voting by Ballot Form are as under:
 - (1) In case of 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 / DP(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 2962 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 67th Annual General Meeting."
- B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company / DP(s)]:
- i. Remote E-Voting Event Number 2962 (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 Friday, May 5, 2017 (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 to 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 Friday, May 5, 2017 (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 vote 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 vote 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.
- (4) 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 and 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, May 5, 2017 (9.00 a.m. IST) and ends on Monday, May 8, 2017 (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, May 2, 2017, 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, May 2, 2017, 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 on 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, May 2, 2017.
 - vii The Board of Directors has appointed Mr. S. Kannan (Membership No. F6261 and PCS No. 13016), Practicing Company Secretary and in his absence Mr. B L Vinay, Practicing Company Secretary (Membership No. A26638 and PCS No.10760) 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 submit 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 in writing for counter signature.
 - ix The Results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
 - x Promptly 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

Item No. 5

At the 62nd Annual General Meeting of the Members of the Company held on May 10, 2012, the Company had obtained the approval of the Members by a Special Resolution for payment of commission to the Non-executive Directors, upto an amount not exceeding in the aggregate 1% per annum of the net profits of the Company, the validity of which has expired on December 31, 2016.

Keeping in view the increased responsibilities of the Non-executive Directors entrusted by the Companies Act, 2013 and the Listing Regulations, it is considered appropriate that the Non-executive Directors of the Company are compensated reasonably, commensurate with their increased responsibilities and the contributions made by them.

It is therefore proposed that Non-executive Directors be paid remuneration by way of commission of an amount, not exceeding in the aggregate 1% per annum of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, in accordance with the recommendations of Board of Directors of the Company, for a period of five years commencing from January 1, 2017. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Since the Company has a Managing Director the commission payable to Non Executive Directors, pursuant to Section 197(1) of the Companies Act, 2013 cannot exceed in the aggregate 1% of the net profits of the Company.

Section 197 of the Companies Act, 2013 read with Article 154A of the existing Articles of Association of the Company, requires the approval of the Members of the Company in General Meeting by a Special Resolution for the payment of remuneration by way of commission to Non-executive Directors of the Company. Hence, the Special Resolution at Item 5 of the Notice.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2016 is provided in the Corporate Governance Report which is annexed to the Directors' Report.

The Special Resolution at Item 5 is recommended for approval by the Members.

Each of the Non-Executive Directors of the Company, who are also the Independent Directors namely, Mr. Nasser Munjee, Mr. Darius E. Udawadia and Mrs. Renu Sud Karnad who is eligible to receive remuneration by way of commission as aforesaid is interested in the Special Resolution to the extent of the commission payable to them individually.

None of the other Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, is concerned or interested, financially or otherwise, in the Special Resolution set out at Item 5 of the Notice.

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of 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, 2017.

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 6 of the Notice of the payment of the remuneration amounting to ₹ 33,00,000/- for Cost Audit plus applicable service tax and out of pocket expenses payable to the Cost Auditor for the financial year ending December 31, 2017.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item 6 of the Notice.

Item No. 7

The existing Memorandum of Association ("MoA") of the Company was originally adopted when the Company was incorporated under the Companies Act, 1913 and amendments were carried out as and when required. To cover various business activities undertaken by the Company with updated nomenclatures under one Object Clause to avoid finding references in various other Sub Clauses of existing MoA, it is proposed to alter the Objects Clause of the MoA in the manner and to the extent set out in the Special Resolution at Item 7 of the Notice. The proposed new Sub Clause also covers areas of businesses which the Company may undertake in future.

As per Section 13 the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, any alterations proposed to be made in the Memorandum of Association of the Company requires the approval of the Members by a Special Resolution.

The Directors recommend the Special Resolution at Item 7 for approval by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item 7 of the Notice.

Item No. 8

Following the enactment of the Companies Act, 2013 which repealed the Companies Act, 1956 it is considered necessary to alter the Articles of Association of the Company to bring them fully in conformity with the applicable / corresponding provisions of the Companies Act, 2013.

Rather than making piecemeal alterations in various provisions contained in the existing Articles of Association, it is proposed, in view of the foregoing, to adopt an altogether new set of Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

Pursuant to Section 14 of the Companies Act, 2013 the proposed new set of Articles of Association will require to be approved by the Members in General Meeting by a Special Resolution. Hence, the Special Resolution at Item 8 of the Notice.

The following are the material / significant alterations proposed to be made in the existing Articles of Association, consequent upon the enactment of the Companies Act, 2013 and the applicable / corresponding provisions thereof:

Sl. No.	Article reference as per new draft Articles	Summary of change
1.	18	The Article has been inserted to provide for buy back of securities of the Company.
2.	117 (c)	The Article has been inserted to provide for voting through electronic means.
3.	137	Incorporation of references relating to independent directors
4.	141(e)	The Article has been inserted to allow the same individual to be appointed as Chairman as well as Managing Director and Chief Executive Officer of the Company.
5.	163 and 164	Amendments made to provide for participation of directors at meetings of the Board/Committee either through video conferencing or audio visual means or teleconferencing, as the case may be.
6.	178	Provision made to appoint key managerial personnel and incorporation of references relating to key managerial personnel
7.	183	The Article has been amended to allow maintenance of statutory registers physically as well as in electronic mode.
8.	200	The Article has been amended to provide for maintenance of books of account in electronic mode as well.

The proposed new Articles of Association have been uploaded on the Company's website at www.abb.co.in for perusal by the Members.

The Directors recommend the Special Resolution at Item 8 of the Notice for approval by the Members.

None of the Directors and/ or Key Personnel of the Company and / or their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item 8 of the Notice.

By Order of the Board
For ABB India Limited

B Gururaj
Company Secretary
FCS-2631

Place: Mumbai
Date: March 23, 2017

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 DIRECTOR SEEKING 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	Tarak Mehta
Director Identification Number	06995639
Date of Birth / Age	16.10.1966 / 50 years
Date of appointment as a Director	28.10.2014
Qualification	BS Mechanical Engineering MBA Finance & Marketing
Brief profile and nature of their expertise in specific functional areas	<p>Mr Tarak Mehta is President, Electrification Products division of ABB Ltd., Switzerland.</p> <p>Prior to that, he had acted as Executive Vice President, Head of Low Voltage Products division of ABB Ltd., Switzerland, since October 1, 2010 and as Head of Business Unit Transformers at ABB Management Services Ltd 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>
Directorships held in other companies in India	Nil
Memberships / Chairmanships of committees held in other companies in India	Nil
Shareholding in the Company	Nil

- Details of Membership / Chairmanship 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.

Aforesaid Director is not related to any other Director.