



REF:INABB:STATUT:LODR:REGU 30

January 4, 2019

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001  
(Attn: DCS – CRD)

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Attn: Listing Dept.

Dear Sirs

Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)  
Ref: BSE - 500002/NSE - ABB

Please find attached the copy of the Postal Ballot Notice and Postal Ballot form which is being sent to the Members of the Company through electronic means for the e-mail id's registered with the Company and through the Speed Post / Registered Post for other category, for seeking their approval for the following proposals:

Item No.	Description of the Resolution
1.	Ordinary Resolution for re-appointment of Mr Sanjeev Sharma as Managing Director.
2.	Special Resolution for continuation of Directorship of Mr Darius E. Udawadia.

Copies of Postal Ballot Notice and Postal Ballot form are also available on the website of the Company [www.abb.co.in](http://www.abb.co.in) and website of the Registrar <https://evoting.karvy.com>.

We request you to take the above information on record.

For ABB India Limited

  
B Gururaj  
General Counsel &  
Company Secretary

Encl: as above

## ABB India Limited

CIN: L32202KA1949PLC032923

21<sup>st</sup> Floor, World Trade Center, Brigade Gateway

No.26/1, Dr. Rajkumar Road, Malleshwaram West

Bengaluru – 560 055, Karnataka

Phone: +91 (80) 22949150 - 54; Fax: +91 (80) 22949148

Website: www.abb.co.in E-mail: investor.helpdesk@in.abb.com



### Notice of Postal Ballot

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

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modifications, amendments or re-enactment thereof for the time being in force), that the resolutions appended below, are proposed for the approval of the Members of ABB India Limited (the “**Company**”) to be passed as Ordinary / Special Resolution/s (as specified) through Postal Ballot (“**Postal Ballot**”) and electronic voting (“**e-voting**”).

The statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration, along with a Postal Ballot Form (“**Postal Ballot Form**”).

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Section 108 and other applicable provisions of the Act read with Rule 20 of the Rules, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. E-voting is optional and all Members (whether holding shares in dematerialised form or in physical form) may vote by completing and despatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Karvy Fintech Private Limited (“**KARVY**”) for the purpose of providing e-voting facility to all its Members.

The Board of Directors of the Company, at its meeting held on December 4, 2018 has appointed Mr S Kannan, (Membership No. FCS 6261 / CP No. PCS 13016), Practicing Company Secretary and in his absence Mr B L Vinay, Practicing Company Secretary, Bengaluru, (Membership No. A26638 and CP No. PCS 10760) as the Scrutinizer for conducting the Postal Ballot and the e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage pre-paid Business Reply Envelope. A Postal Ballot Form sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. IST on February 3, 2019** to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “**INSTRUCTIONS FOR MEMBERS OPTING FOR E-VOTING**”. References to postal ballot(s) in this Postal Ballot Notice (“**Postal Ballot Notice**”) include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing after completion of scrutiny of the postal ballots (including e-voting). The results of the postal ballot (including e-voting) will be announced on or before **5.00 p.m. IST on February 5, 2019** and communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”), Registrar and share transfer agents, Depositories and would also be displayed on the Company’s website www.abb.co.in and will thereafter be published in News Papers.

Members requiring any clarifications on voting by postal ballot including e-voting may contact Ms. C Shobha Anand, Deputy General Manager, Karvy Fintech Private Limited on 040-67162222 / toll-free number 1800 3454 001 or by email at shobha.anand@karvy.com / evoting@karvy.com.

## **Resolutions:**

### **Item No. 1** Re-appointment of Mr Sanjeev Sharma as Managing Director.

To consider and, if thought fit, to convey 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, consent of the Company be and is hereby accorded to the re-appointment of Mr Sanjeev Sharma (DIN 07362344) (“Mr Sharma”) as the Managing Director of the Company for a further period of 3 (three) years from January 1, 2019 to December 31, 2021 (both days inclusive), at the remuneration and on the terms and conditions set out in the Agreement between the Company and Mr Sharma, AND the Board be and is hereby authorized to alter, vary or modify his terms of appointment as Managing Director (including his 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.

RESOLVED FURTHER 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, the remuneration shall not exceed 10% of the net profit to all such Directors taken together.

AND 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 or any of the Key Managerial Personnel of the Company for the time being, are hereby 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. 2** Continuation of Directorship of Mr Darius E. Udawadia.

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Mr Darius E. Udawadia, (DIN-00009755), who was appointed as Non Executive Independent Director of the Company for a term of 5 years from May 6, 2015 up to and including May 5, 2020 with the approval of the Members granted at the 65<sup>th</sup> Annual General Meeting and who has attained the age of 75 years, for continuing to be a Non Executive Independent Director of the Company for the remainder of the above term of his appointment.

AND RESOLVED THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being is hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

By Order of the Board  
For ABB India Limited

Date: December 4, 2018  
Place: Bengaluru

B Gururaj  
Company Secretary

Registered Office:  
21st Floor, World Trade Center  
Brigade Gateway, No.26/1  
Dr Rajkumar Road, Malleshwaram West  
Bengaluru – 560 055  
CIN: L32202KA1949PLC032923  
Phone: +91 (80) 22949150 - 54  
E-mail: investor.helpdesk@in.abb.com ; Website: www.abb.co.in

**Notes:**

- 1 The Statement pursuant to Section 102 of the Act setting out the material facts and the reasons/ justification for the Resolutions is annexed hereto.
- 2 All documents referred to in this Postal Ballot Notice and the Statement setting out material facts will be available for inspection at the registered office of the Company during office hours between **10.00 a.m. and 12 noon IST** on all working days (Monday to Friday) upto **February 3, 2019**.
- 3 The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members / list of beneficial owners as available with the Depositories [i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited] as on **December 28, 2018**. Voting rights of the Members shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on **December 28, 2018**. A person who is not a Member on the relevant date should treat this notice for information purpose only.
- 4 The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Members may note that this Notice will be available on the Company's website, [www.abb.co.in](http://www.abb.co.in) and on the website of KARVY, <https://evoting.karvy.com/> and will remain on such Website until the last date of receipt of the Postal Ballot from Members.
- 5 In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [evoting@karvy.com](mailto:evoting@karvy.com). The Registrar and Share Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
- 6 The e-voting period and postal ballot period commences at **9.00 a.m. IST on January 5, 2019** and ends at **5.00 p.m. IST on February 3, 2019**. During this period, the Members holding equity shares either in physical form or in dematerialized form, as on the cut-off date, i.e. **December 28, 2018**, may cast their vote by e-voting or postal ballot. The e-voting module shall be disabled by Karvy Fintech Private Limited for voting at **5.00 p.m. IST on February 3, 2019**. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.
- 7 The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
- 8 Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice. Postal Ballot Form received after **5.00 p.m. on February 3, 2019** will be treated as if the reply from such Member(s) has not been received.
- 9 Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

- 10 This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
- 11 In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board resolution/authority letter.
- 12 Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the Members. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- 13 A Member cannot exercise his vote by proxy on Postal Ballot.
- 14 INSTRUCTIONS FOR MEMBERS OPTING FOR E-VOTING:

a) In case of Members receiving the Postal Ballot Notice by e-mail:

- i) Open your web browser during the voting period and navigate <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/ DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form: <ul style="list-style-type: none"> <li>• For NSDL: 8 Character DP ID followed by 8 Digits Client ID</li> <li>• For CDSL :- 16 digits beneficiary ID</li> </ul> For Members holding shares in Physical Form: <ul style="list-style-type: none"> <li>• Event no. followed by Folio Number registered with the company</li> </ul>
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) After entering these details appropriately, click on “LOGIN”.
- iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- vii) If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and had cast your vote earlier for any company, then your existing login id and password are to be used.
- viii) On the voting page, you will see Resolution description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not want to cast, it will be treated as “ABSTAINED”.



- ix) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Once you ‘CONFIRM’ your vote on the Resolution, you will not be allowed to modify your vote.
  - x) Corporate/ Institutional Members (corporate/Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs.skannan@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name EVENT NO.”
- b) In case of Members receiving Postal Ballot Notice by Post:
- i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- ii) Please follow all steps from Sl. No. 14 (a) above, to cast your vote.
- c) In case of any queries, you may refer to the “Frequently Asked Questions” (FAQs) for Members and e-voting User Manual for Members available at the Downloads section of KARVY’s e-voting website: <https://evoting.karvy.com>. You can also send your queries / grievances relating to e-voting to Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 with attention to Ms. C Shobha Anand, Deputy General Manager.
- d) If you have already registered with KARVY for e-voting, you can use your existing User ID and Password for casting your vote. You can also update your mobile number and email ID in the User Profile details of the folio which may be used for sending future communication(s).
- e) The e-voting period will commence from **9.00 a.m. IST on January 5, 2019** and end at **5.00 p.m. IST on February 3, 2019**. The e-voting shall be disabled by KARVY at **5.00 p.m. IST on February 3, 2019**.

**Statement setting out Material Facts under Section 102 of the Companies Act, 2013 (“Companies Act”) to the accompanying Notice dated December 4, 2018.**

#### **Item No.1**

Mr Sanjeev Sharma was appointed as Managing Director of the Company for a term of 3 years effective January 1, 2016 and a contract to that effect was executed on December 14, 2015, providing the terms and conditions of his appointment. The said contract will expire on December 31, 2018.

In view of the same, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at the meeting held on October 30, 2018, has re-appointed Mr Sanjeev Sharma as the Managing Director of the Company for further period of 3 (three) years commencing from January 1, 2019 to December 31, 2021 (both days inclusive) at the remuneration and on the terms and conditions set out in the Agreement between the Company and Mr Sharma referred to in the Resolution at Item No.1 of the Notice. The re-appointment is subject to the approval of the Members in General Meeting.

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

- Tenure:** Mr Sharma be re-appointed as the Managing Director for a period of 3 (three) years from January 1, 2019 to December 31, 2021 (both days inclusive).
- Mr Sharma not to retire by rotation so long as he holds the office as Managing Director.
- 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.

4. During the period of his employment, Mr Sharma to undertake such travel in India and abroad as may be required in connection with or in relation to the business of the Company
5. Remuneration and Perquisites: The Company shall, in consideration of the performance of his duties, pay to Mr Sharma, a remuneration not exceeding Rs.57,506,110/- (Rupees fifty seven million five hundred six thousand one hundred ten only) per annum as over-all Cost Compensation package including retiral benefits and performance bonus but excluding other perquisites and benefits as detailed below:

(a) Basic Pay:

Rs.25,542,000/- (Rupees twenty five million five hundred forty two 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 Rs.9,933,000/- (Rupees nine million nine hundred thirty three 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 Rs.4,293,610/- (Rupees four million two hundred ninety three thousand six hundred ten only) per annum.

(d) Bonus:

Mr Sharma to be entitled to annual Performance bonus of Rs.17,737,500/- (Rupees seventeen million seven hundred thirty seven thousand five hundred only) per annum, if he achieves 100% of the business targets fixed through the Score Card by the ABB Group; provided however that the actual amount of performance bonus shall vary depending upon the shortfall or exceeding the performance achievement.

(e) Other Perquisites:

In addition to the above Mr Sharma to be also eligible for:

- Free furnished accommodation or House Rent Allowance to a maximum ceiling of Rs.2,500,000/- 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 medical for self and family (as per Company's policy), mobile, telephone, internet and other suitable communication facilities at his residence.
- Mr Sharma will be covered under Company's Mediclaim Policy, Personal Accident Insurance, Mutual Family Assistance, International Health Insurance - Bupa & Term Life Insurance Scheme as per the rules of the Company/Group's Policy from the time being in force.
- Mr Sharma to be entitled to continue participation in International Pension fund.

(f) Leave:

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

6. Overall Remuneration:

The aggregate of salary, performance 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.

7. 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.

8. 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 its discretion.

9. Mr Sharma to be entitled to:

(a) 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) 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. 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.

10. During the term of the 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.

11. 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.

12. Either party to be entitled to terminate the Agreement at any time by giving to the other party 6 months' notice in writing in that behalf without the necessity of showing any cause. Upon receipt or delivery of notice of termination of the employment relationship, the Company may elect to release Mr Sharma forthwith from active duties. Such release will, however, not affect compensation payments payable to Mr Sharma during the 6 months' notice period. On the expiry of the period of such notice, this Agreement shall stand determined and in view thereof and as a consequence of such termination by notice, Mr Sharma shall cease to be Managing Director of the Company.

13. During a period of 1 (one) year after his last date of employment (end of notice period) with the Company, Mr Sharma not to, operate on his own account, work for or otherwise be directly or indirectly engaged in a business competing anywhere in the world with the business activities of the ABB Group, except if any such business has a total annual turnover of less than 5% of the total annual turnover of the ABB Group. Mr Sharma, during such period, shall not solicit or endeavor to entice away from any ABB Group Company any person who is employed by an ABB Group Company and who is at the level in the ABB hierarchy of n-4 or higher where n is the CEO of the ABB Group. Should Mr Sharma resign or retire, no separate payment will be due by the Company as consideration for his observance of this non-competitive covenant.



14. 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.
15. The Directors recommend the passing by the Members of the resolution set out at Item No.1 of the accompanying Notice.

Mr Sharma is interested in the resolution at Item No.1 of the accompanying Notice since it relates to his re-appointment as the Managing Director of the Company and to the remuneration payable to him as the 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 Item No.1 of the accompanying Notice.

Relevant details of the Directorship of Mr Sharma are provided in the Annexure. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

## **Item No.2**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended on May 9, 2018 prescribes that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect.

The Members of the Company at the 65<sup>th</sup> Annual General Meeting held on May 6, 2015 had approved the appointment of Mr Darius E. Udwadia (DIN 00009755) as a Non Executive Independent Director of the Company for a term of 5 years from May 6, 2015 to May 5, 2020 in accordance with the applicable provisions of the Companies Act, 2013.

Mr Darius E. Udwadia is a Solicitor and Advocate of the Bombay High Court. He is also a Solicitor of the Supreme Court of England. He has over 52 years experience in, inter alia, corporate law, mergers, acquisitions and take-overs, corporate restructuring, joint ventures and foreign collaborations, project finance, real estate and conveyancing.

He also serves on the Board of other reputed public and private companies. He is a member of the Audit Committee of the Board and Chairman of the Stakeholders Relationship Committee. He has been regular in attendance at Board and Committee meetings and participates actively in their deliberations.

The Nomination and Remuneration Committee of the Board ("NRC") at its meeting held on December 4, 2018 felt that Mr Udwadia's continuance as a Non-Executive Independent Director for the remainder of the above term of his appointment would, having regard to all of the foregoing, be to the advantage of and beneficial to the Company. The NRC hence unanimously recommended to the Board his continuance as a Non Executive Independent Director of the Company for the remainder of the above term of his appointment.

At its meeting on December 4, 2018 the Board of Directors accepted the above recommendation of the NRC and, after discussions, unanimously agreed that Mr Udwadia's continuance as a Non Executive Independent Director for the remainder of the above term of his appointment and his continued advice and guidance will be of much value to the Company.

The Directors accordingly recommend the passing by the Members of the Special Resolution at Item No.2 of the accompanying Notice.

Other than Mr Udwadia who is interested in the Special Resolution at Item No.2 since it relates to him, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is interested, financially or otherwise, in the said Special Resolution.

Relevant details of Mr Udwadia are provided in the Annexure. Mr Udwadia holds 2,600 Equity Shares of the Company.

By Order of the Board  
For ABB India Limited

Date: December 4, 2018  
Place: Bengaluru

B Gururaj  
Company Secretary

Registered Office:  
21st Floor, World Trade Center  
Brigade Gateway, No.26/1  
Dr Rajkumar Road, Malleshwaram West  
Bengaluru – 560 055  
CIN: L32202KA1949PLC032923  
Phone: +91 (80) 22949150 - 54  
E-mail: investor.helpdesk@in.abb.com ; Website: www.abb.co.in

## ANNEXURE TO POSTAL BALLOT NOTICE

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/CONTINUATION. DETAILS ARE PROVIDED PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND APPLICABLE SECRETARIAL STANDARDS.**

Name of the Director.	Sanjeev Sharma		
DIN.	07362344		
Date of Birth / Age.	10.11.1965 / 53 years		
Date of Appointment on the Board.	01.01.2016		
Qualification.	Graduate in Electronics and Telecommunications Engineering and Executive Master Degree in Business and Administration.		
Brief profile and nature of their expertise in specific functional areas.	Mr Sharma 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, holding the position of Global Managing Director for the Low Voltage Systems business unit. He is working as the Managing Director of the Company since January 1, 2016.		
Current remuneration (last drawn remuneration).	Current remuneration of Mr Sharma is Rs.57,506,110/- (Rupees fifty seven million five hundred six thousand one hundred ten only) per annum as over-all Cost Compensation package including retrial benefits and performance bonus but excluding other perquisites and benefits. The remuneration is subject to revision from time to time (annually and/or otherwise), by the Board at its discretion.		
Details of remuneration sought to be paid.	Re-appointment is continued with current remuneration. The remuneration is subject to revision from time to time (annually and/or otherwise), by the Board at its discretion.		
Shareholding in the Company.	Nil		
Key terms and conditions of appointment.	As per the resolution at Item No.1 of this Notice read with the Statement annexed thereto setting out material facts about this Item.		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	He is not related to any Directors and other Key Managerial Personnel of the Company.		
Number of meetings of the Board attended during the year	During the Financial Year 2018 he has attended all five Board meetings. (Till December 4, 2018)		
Directorships, Memberships / Chairmanships of committees of other Boards.	<p>Directorship</p> <p><b>Private Limited Company:</b></p> <p>1. ABB Global Industries and Services Private Limited</p> <p>2. ABB Substations Contracting India Private Limited</p> <p><b>Section 8 Company:</b></p> <p>Swedish Chamber of Commerce India</p> <p><b>Foreign Company:</b></p> <p>Asea Brown Boveri Lanka (Private) Limited</p>	<p>Committee Chairmanship</p> <p><b>Audit Committee Membership:</b></p> <p>1. ABB Global Industries and Services Private Limited</p>	<p>Membership/ Chairmanship</p>

Name of the Director	Darius E. Udwadia
DIN	00009755
Date of Birth / Age	27.09.1939 / 79 years
Date of Appointment on the Board.	21.07.2005
Qualification.	M.A, LL B.
Brief profile and nature of their expertise in specific functional areas.	Mr Darius E. Udwadia is a Solicitor and Advocate of the Bombay High Court and a Solicitor of the Supreme Court of England. He was a partner of Crawford Bayley & Co., Solicitors & Advocates, Mumbai for 21 years. He was a founder partner of M/s. Udwadia & Udeshi, Solicitors and Advocates, Mumbai, from July 1997. In 2012, the firm was enlarged and reconstituted as Udwadia Udeshi & Argus Partners where he was a Senior Partner. Mr Udwadia set up a new firm "Udwadia & Co" in 2015 of which he is the Sole Proprietor. Mr Udwadia has spent over 52 years in active law practice and has vast experience in corporate law, mergers, acquisitions and takeovers, corporate restructuring, foreign collaborations, project and infrastructure finance, intellectual property, international loans and finance - related transactions and instruments, mutual funds, real estate and conveyancing.
Current remuneration (last drawn remuneration)	Sitting fees for attending the Board and its Committee meetings Profit sharing commission
Details of remuneration sought to be paid	Not applicable
Shareholding in the Company	2600 equity shares
Key terms and conditions of appointment	He is a Non Executive Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act (including Schedule IV thereto), SEBI Regulations and other applicable laws.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any other Directors and / or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	During the Financial Year 2018 he has attended all five Board meetings. (Till December 4, 2018)

Directorships, Memberships / Chairmanships of committees of other Boards	Directorships	Committee Chairmanship	Membership/
	<b>Public Limited Companies</b> 1. The Bombay Burmah Trading Corp. Ltd. 2. ITD Cementation India Ltd. 3. JM Financial Limited 4. JM Financial Credit Solutions Limited 5. MPS Limited 6. Concast (India) Limited  <b>Private Limited Companies</b> 1. Conservation Corporation of India Pvt Ltd 2. Habasit Iakoka Pvt. Ltd. 3. Quantum Advisors Pvt. Ltd. 4. Rossi Gearmotors (India) Pvt. Ltd.	<b>Audit Committee Memberships:</b> 1. The Bombay Burmah Trading Corp. Ltd. 2. ITD Cementation India Ltd. 3. JM Financial Limited 4. JM Financial Credit Solutions Limited 5. MPS Limited 6. Concast (India) Limited  <b>Nomination and Remuneration Committee Chairmanships:</b> 1. ITD Cementation India Ltd. 2. MPS Limited  <b>Nomination and Remuneration Committee Memberships:</b> 1. The Bombay Burmah Trading Corp. Ltd. 2. JM Financial Limited 3. JM Financial Credit Solutions Limited 4. Concast (India) Limited  <b>Corporate Social Responsibility Committee Chairmanship:</b> 1. Concast (India) Limited  <b>Corporate Social Responsibility Committee Membership:</b> 1. JM Financial Credit Solutions Limited	



**ABB India Limited**

CIN: L32202KA1949PLC032923

Regd Office: 21st Floor, World Trade Center, Brigade Gateway  
 No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru - 560 055, Karnataka  
 Phone: +91 (80) 22949150 - 54; Fax: +91 (80) 22949148  
 Website: www.abb.co.in E-mail: investor.helpdesk@in.abb.com

**POSTAL BALLOT FORM**

(Please read the instructions carefully and return the Form on or before February 3, 2019)

Serial No. :

1. Name and Registered Address of the sole/ first named :  
 Member

2. Name(s) of the joint Member(s) if any :

3. Registered Folio No. / DP ID No./Client ID No :

4. No of Shares held :

I/We hereby exercise my/our votes in respect of the following Resolutions to be passed through Postal Ballot as specified in the Notice dated December 4, 2018 by conveying my/our Assent/ Dissent to the said Resolutions by placing the tick (✓) mark in the appropriate boxes below

Item No	Description	No of shares held	I/We assent (agree) to the Resolution (Vote in favour)	I/We Dissent (disagree) to the Resolution (Vote against)
1.	Re-appointment of Mr Sanjeev Sharma as Managing Director.			
2.	Continuation of directorship of Mr Darius E. Udwadia.			

Place :

Date :

\_\_\_\_\_  
 [Signature of the Member/Authorized Representative]

Email id:

----- ✂ ----- ✂ -----

**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

## INSTRUCTIONS FOR POSTAL BALLOT

- i. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope. Postage will be borne and paid by ABB India Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted. Members residing outside India should stamp the envelopes appropriately.
- ii. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
- iii. In case the equity shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter.
- iv. The Members are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
- v. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. IST on February 3, 2019. Postal Ballot Forms received after this date shall be considered invalid.
- vi. Postal Ballot Forms which are incomplete/unsigned or defective in any manner shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
- vii. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.v above.
- viii. Members are requested not to send any other paper [other than the Resolution / Authority as mentioned above] along with the Postal Ballot Form in the enclosed self-addressed postage pre- paid Business Reply Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelopes would not be considered and would be destroyed by the Scrutinizer.
- ix. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- x. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- xi. Notwithstanding anything mentioned elsewhere under these instructions, a Postal Ballot Form shall be considered invalid if:
  1. It has not been signed by or on behalf of the Member;
  2. Signature on the Postal Ballot Form doesn't match with the specimen signatures with the Company;
  3. It is not possible to determine without any doubt the assent or dissent of the Member;
  4. Neither assent nor dissent is mentioned;
  5. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  6. The envelope containing the postal ballot form is received after the last time/date prescribed;
  7. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  8. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
  9. Member has made any amendment to the Resolution/s or imposed any condition while exercising his vote.
- xii. The Company is also offering e-voting facility as an alternate, for all the Members to enable them to cast their vote electronically instead of through Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.