



REF:INABB:STATUT:LODR:REGU 30

August 29, 2022

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

In continuation of our letter dated August 9, 2022, please find attached the copy of the Postal Ballot Notice which is being sent to the Members of the Company through electronic means to their e-mail id's registered with the Depository Participant(s) ("DPs") or with KFin Technologies Limited, the Registrars and Share Transfer Agent of the Company ("KFIN") and whose names appear on the Register of Members/ List of Beneficial Owners as received from DPs, as on Friday, August 26, 2022 ("Cut-off Date"), for seeking their approval for the following proposal:

SI No.	Description of Resolution	Type of Resolution
1	Re-appointment of Mr. V K Viswanathan (DIN: 01782934) as Non-Executive and Independent Director	Special

The Company has engaged the services of KFIN for providing e-voting facility to all its Members. The remote e-voting period commences at 9.00 a.m. (IST) on Tuesday, August 30, 2022 and will end at 5.00 p.m. (IST) on Wednesday, September 28, 2022. The Postal Ballot Notice is also made available on the website of the Company [www.abb.co.in](http://www.abb.co.in) and website of the Registrar <https://evoting.kfintech.com>. The results of the voting by Postal Ballot will be declared on or before 5.00 p.m. on Friday, September 30, 2022.

We request you to take the above information on record.

For ABB India Limited

Trivikram Guda  
Company Secretary & Compliance Officer  
ACS: 17685  
Encl: as above



**ABB India Limited**

**CIN: L32202KA1949PLC032923**

**Regd. Office:** Disha – 3<sup>rd</sup> Floor, Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV,  
Peenya, Bengaluru - 560 058, Karnataka  
Ph: 080-22949151

E-mail: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com), Website: [www.abb.co.in](http://www.abb.co.in)

**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 the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/ 2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 (collectively the “MCA Circulars”), in relation to Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder issued by the MCA, Government of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the resolution appended below is proposed for the approval of the Members of ABB India Limited (“the Company”) to be passed as a Special Resolution by way of Postal Ballot through electronic voting (“Postal Ballot”).

**SPECIAL BUSINESS:**

**Item No. 1:** - Re-appointment of Mr. V K Viswanathan (DIN: 01782934) as Non-Executive and Independent Director.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b), 17, 25 (2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. V K Viswanathan (DIN: 01782934), whose existing term as an Independent Director is upto November 12, 2022, and being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-

appointed as an Independent Director of the Company to continue to hold office for a second term of 2 (two) consecutive years effective from November 13, 2022 and he shall not be liable to retire by rotation during the continuance of his second term.”

**Notes:**

1. The Statement pursuant to Sections 102, 108, 110 and all other applicable provisions, if any, of the Act read with rules made thereunder, various MCA Circulars as mentioned above, setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.
2. Members may take note that considering the relaxation granted by the Statutory Authorities, the Companies are permitted to conduct the Postal Ballot by sending the Notice in electronic form only. Hence the Company has not dispatched the Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier. Further as per relaxation granted, the communication of the Assent or dissent of the Members on the resolution as set out in Postal Ballot Notice would only be taken through the remote e-voting.
3. The Postal Ballot Notice and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“**DPs**”) or with KFin Technologies Limited, the Registrars and Share Transfer Agent of the Company (“**KFIN**”) and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, (collectively the “**Depositories**”) as on Friday, August 26, 2022 (“**Cut-off Date**”). The Postal Ballot Notice has been uploaded on the websites of the Company ([www.abb.co.in](http://www.abb.co.in)), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)), in compliance with the Relevant Circulars.
4. Members who have not registered their e-mail addresses are requested to register/update the same with KFIN, in case of shares are held in Physical form and with DP(s), in case shares are held in electronic form, for sending future communication(s) in electronic form.
5. Members can also temporarily update their email address and mobile number with KFIN, by following the procedure given below:
  - (i) Visit the link <https://ris.kfintech.com/clientservices/postalballot/>
  - (ii) Select the Company name: “ABB India Limited”
  - (iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (“**PAN**”).
  - (iv) In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - (v) Enter the email address and mobile number.
  - (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
  - (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
  - (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

- (ix) System will confirm the email address for the limited purpose of serving the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of their request letter duly signed by the 1<sup>st</sup> member, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable to issue the Postal Ballot Notice and the remote e-voting instructions along with the User ID and Password, through electronic mode. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFIN at toll free number: 1- 800-309-4001

The detailed procedures for voting through "electronic means" are given below.

#### 6. Remote e-voting:

- i) In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the physical Postal Ballot Form, in respect of the resolution as set out in this Postal Ballot Notice.
- ii) The Company has availed the services of KFIN, as the authorised agency for providing e-voting facility.
- iii) The Company has appointed Mr. Naman G Joshi, (Membership No. FCS 8389 / CP No. PCS 9579), Practising Company Secretary, Bengaluru as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.
- iv) Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Cut-off Date. A person who is not a shareholder as on Cut-off Date, should treat this notice for information purpose only.
- v) Members holding shares either in physical form or dematerialized form, as on the Cut-Off Date i.e. Friday, August 26, 2022, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin Technologies Limited, Registrar and Share Transfer Agents of the Company (KFIN) or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- vi) Members holding shares as on the cut-off date including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- vii) Any Member, who has not received the User ID and Password, may obtain the same in the following manner:

- a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD e-voting Event Number + Folio No. or DPID Client ID to 9212993399. For example:
- NSDL: MYEPWDIN12345612345678
  - CDSL: MYEPWD1402345612345678
  - Physical: MYEPWD1234567890
- b) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a new password.
- c) Members may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

**viii) Instructions for Remote E-voting are as under:**

**i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p>	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>Kfintech</b> where the e- Voting is in progress.</li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>Kfintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

¶(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com /](https://evoting.kfintech.com/)

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6897, 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 KFintech for e-voting, you can use your existing User ID and password for casting the 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 "EVEN" i.e., "ABB India Limited-Postal Ballot" and click on "Submit".

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 shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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. Members 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 (s), 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., authorizing its representative to cast vote on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [csnaman@ngjoshiandco.com](mailto:csnaman@ngjoshiandco.com) with a copy marked to

[evoting@kfintech.com](mailto:evoting@kfintech.com) The scanned image of the above-mentioned documents should be in the naming format “ABB India Limited - Postal Ballot 2022” .

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the, Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Postal Ballot Notice cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).

ii Alternatively, member may send an e-mail request at the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

i. 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., to cast vote on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail [csnaman@ngjoshiandco.com](mailto:csnaman@ngjoshiandco.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format “ABB India Limited – Postal Ballot 2022.”

ii. The remote e-voting facility shall be available during the following period:

Commencement from 9.00 a.m. IST on Tuesday, August 30, 2022 End at 5.00 p.m. IST on Wednesday, September 28, 2022.

The e-voting shall be disabled by KFIN at 5.00 p.m. IST on Wednesday, September 28, 2022.

7. Resolution 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 Resolution, if passed by the requisite majority, shall be deemed to passed on Wednesday, September 28, 2022 i.e., the last date specified for the remote e-voting.

8. 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 votes cast through remote e-voting. The results of the postal ballot (including e-voting) will be announced on or before **5.00 p.m. IST on Friday, September 30, 2022** and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (together the “**Stock Exchanges**”), National Securities Depository Limited & Central Depository Services (India) Limited, Depositories and will be uploaded on the website of the Company i.e. website [www.abb.co.in](http://www.abb.co.in) and website of KFIN <https://evoting.kfintech.com/public/Downloads.aspx>. The said Results will also be displayed at the Registered Office of the Company.



9. All the material documents referred to in the Statement setting out Material Facts will be available for inspection electronically, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.
10. Members requiring any clarifications on voting by Postal Ballot including e-voting may contact Ms. C Shobha Anand, Deputy Vice President, KFin Technologies Limited on toll-free number 1- 800-309-4001 or by email at shobha.anand@kfintech.com or evoting@kfintech.com.

By Order of the Board  
For ABB India Limited

Trivikram Guda  
Company Secretary  
ACS: 17685

Date: August 9, 2022  
Place: Bengaluru

Registered Office:

Disha - 3<sup>rd</sup> Floor, Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV, Peenya,  
Bengaluru - 560 058, Karnataka  
CIN: L32202KA1949PLC032923  
Ph: 080-22949151

E-mail: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com), Website: [www.abb.co.in](http://www.abb.co.in)

## **Explanatory Statement setting out Material Facts under Section 102 of the Companies Act, 2013**

### **Item No.1**

In terms of Section 149 of the Companies Act, 2013, the Members had at the Seventieth Annual General Meeting of the Company held on July 24, 2020 appointed Mr. V K Viswanathan (DIN:01782934), as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years with effect from November 13, 2019. Accordingly, the current term of Mr. V K Viswanathan will expire on November 12, 2022.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 16(b), 17 and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations), Mr. V K Viswanathan is eligible for being re-appointed as an Independent Director for another term of 2 (two) consecutive years effective November 13, 2022. The Company has, in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a member proposing the candidature of Mr. V K Viswanathan for the office of Director of the Company.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 9, 2022, has recommended the re-appointment of Mr. V K Viswanathan, as Nonexecutive and Independent Director on the Board of the Company for a second term of 2 (two) consecutive years effective November 13, 2022. The re-appointment was recommended based on knowledge, skills, leadership, experience, contributions and on the basis of performance evaluation of Mr. V K Viswanathan. He has attended all the Meetings of Board and Committees of which he is Chairperson or Member during his tenure as an Independent Director. Evaluation of his performance during the first term was considered by the Nomination and Remuneration Committee and the Board. He has been evaluated and rated favorably in his performance evaluation by other Directors.

The Company has received from Mr. V K Viswanathan i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. Mr. V K Viswanathan has confirmed that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Further, Mr. V K Viswanathan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. V K Viswanathan, has more than three decades of professional experience of having held various managerial positions in multinational companies like Hindustan Unilever Limited, Bosch Limited, etc., in Finance and senior general management roles. Mr. V K Viswanathan was also holding the position of non-executive Chairman of Bosch Limited in India, the position he took over on his attaining superannuation from the position as CEO and Managing Director of Bosch Limited.

Considering his vast experience and knowledge, the Board believes that his continued association with the Company would be of immense benefit to the Company. The Board, therefore, recommends the resolution as set out in Item No. 1 of the Notice for approval of members by means of a Special Resolution. Copy of the letter of appointment of Independent Director setting out the terms and conditions would be available for virtual inspection without any fee by the members on the website of the Company.

The Board, recommends the resolution as set out in Item No. 1 of the Notice for approval of members by means of a Special Resolution.

Mr. Viswanathan is interested in the resolution at Item No.1 of the accompanying Notice since it relates to his re-appointment as the Independent Director of the Company. No other Director, Promoter and 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. Viswanathan 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.

By Order of the Board  
For ABB India Limited

Trivikram Guda  
Company Secretary  
ACS: 17685

Date: August 9, 2022  
Place: Bengaluru

Registered Office:  
Disha – 3<sup>rd</sup> Floor, Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV, Peenya,  
Bengaluru - 560 058, Karnataka  
CIN: L32202KA1949PLC032923  
Ph: 080-22949151  
E-mail: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com), Website: [www.abb.co.in](http://www.abb.co.in)

## ANNEXURE TO POSTAL BALLOT NOTICE

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT. DETAILS ARE PROVIDED PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD 2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI).**

### 1. Mr. V K Viswanathan

Name of the Director.	V K Viswanathan
DIN.	01782934
Date of Birth / Age.	20.11.1950 / 71 years
Date of Appointment on the Board.	November 13, 2019
Qualifications	Commerce Graduate from Madras University and Chartered Accountant from the Institute of Chartered Accountants of India
Brief profile and nature of their expertise in specific functional areas.	Mr. Viswanathan has more than 38 years of experience in Commercial, Finance, IT, HR matters. He was associated with the reputed Companies like Bosch, Hindustan Unilever Ltd, Tata Consultancy Services. He was the President and Country Head of Bosch Group in India and Managing Director of Bosch Limited. After superannuation he was elected as the Chairman of the Board of Directors of Bosch Limited. He also holds Board memberships in reputed public companies in India.
Current remuneration (last drawn remuneration).	During the financial year 2021 Mr. Viswanathan was paid Rs. 3,30,000/- by way of sitting fees for attending the Board meetings and Committee meetings of the Company and Commission of Rs. 35,42,857/-
Details of remuneration sought to be paid.	He is eligible for Sitting fees for attending the Board and yearly profit related commission, as may be approved by the Board, based on the recommendation of the Nomination and Remuneration Committee.
Shareholding in the Company.	Nil
Key terms and conditions of appointment.	Mr. Viswanathan being a Non-Executive and Independent Director of the Company is required to comply with the applicable provisions of the Companies Act, 2013 (including Schedule IV thereto), SEBI Listing Regulations and other applicable laws. He is entitled to the sitting fees for attending the Board and Committee meetings and yearly Commission.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Mr. Viswanathan is not related to any Directors and other Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year 2022	3 (Three)

Directorships, Memberships / Chairmanships of committees of other Boards [along with listed entities from which the person has resigned in the past three years]*	Directorship	Committee Membership/Chairmanship
	Bharti Airtel Limited	Audit Committee- Chairman Risk Management Committee- Member
	HDFC Life Insurance Company Limited	Audit Committee- Chairman Investment Committee - Member Risk Management Committee- Member
	KSB Limited	Audit Committee- Member
	United Spirits Limited	Audit Committee- Chairman Nomination and Remuneration Committee- Member Risk Management Committee- Member
	ABB India Limited	Audit Committee- Chairman Nomination and Remuneration- Chairman Risk Management- Chairman
Mr. Viswanathan has not resigned from any listed entities in the past three years except from Bosch Limited and Poonawalla Fincorp Limited (formally known as Magma Fincorp Limited)		

\*As per amended Regulation 36 of the Listing Regulations, details of Directorship / Membership of Committees in listed entities are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, partnership in firms etc., are not provided.

#### KEY INFORMATION:

"Cut-Off Date" to reckon voting rights	Friday, August 26, 2022
E Voting commencement date /time	At 9.00 a.m. (IST) on Tuesday, August 30, 2022
E Voting end date /time	At 5.00 p.m. (IST) on Wednesday, September 28, 2022.
Web link for remote e-voting	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
Web link for temporary registration of email ids	<a href="https://ris.kfintech.com/clientservices/postalballot/">https://ris.kfintech.com/clientservices/postalballot/</a>
Date of announcement of voting result	on or before 5.00 p.m. (IST) on Friday, September 30, 2022
Registrars and Share Transfer Agent	KFin Technologies Ltd. Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana  Email id - <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a> and / or <a href="https://ris.kfintech.com/">https://ris.kfintech.com/</a> Toll free number - 1- 800-309-4001