



REF:INABB:STATUT:LODR: 69th AGM:

April 30, 2019

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

National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

National Securities Depository Limited
Trade World, Kamala Mill Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013

Central Depository Services (India) Limited
28th Floor, P.J.Towers
Dalal Street, Fort
Mumbai 400 001

Dear Sirs,

Sub: Addendum to the Notice of the 69th Annual General Meeting (AGM) of the Company Scheduled to be held on May 8, 2019.

Ref: BSE – 500002 / NSE – ABB / ISIN - INE117A01022

In continuation to the Company's disclosure dated March 1, 2019 regarding AGM scheduled on May 8, 2019 at Bangalore and submission of Annual Report for the Financial Year 2018 containing the Notice of AGM to the Exchanges on April 8, 2019, we wish to inform you that subsequent to the issuance of the AGM Notice, the Company has received feedback from a few Shareholders seeking clarification on the tenure of validity of the Ordinary Resolution set out for the Item No.4 with regard to seeking approval of the Members for payment towards Royalty/ License fee to a Related Party.

Therefore, to bring more clarity to the Members, the said Ordinary Resolution has been modified so as to reflect the exact intention of the Company i.e. to have the Members' approval for the Financial Year 2019 only and **not in perpetuity** which is in line with Regulation 23 of the Listing Regulations.

We are herewith attaching Addendum to the AGM Notice and addendum to the Statement of Material facts for the amended Resolution, which are being circulated to Members.

Please note that, time frame set out in the 69th AGM notice for e-voting, submission of ballot and the cut-off date remain unchanged.

Please take the above on record.

Yours faithfully
For ABB India Limited


B Gururaj
General Counsel & Company Secretary
FCS 2631

Encl: a/a



ABB India Limited

CIN: L32202KA1949PLC032923

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

Phone: +91 (80) 22949150 - 22949153; Fax: +91 (80) 22949148

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

ADDENDUM TO THE NOTICE OF THE 69th ANNUAL GENERAL MEETING

This Addendum to the Notice to the Members is issued in continuation to the Notice dated March 1, 2019 for convening of the 69th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Wednesday, May 8, 2019 at 11.00 a.m. at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru, 560 022 for making modifications to the Ordinary Resolution set out for the Item No. 4 of the above aforesaid Notice on page 31 of the Annual Report for the Financial Year 2018 already circulated to the Members. The modifications proposed to be carried out in the Resolution are highlighted in bold italics.

This Addendum to the Notice of the AGM shall form an integral part of the Notice dated March 1, 2019 circulated to the Members of the Company.

MODIFIED ORDINARY RESOLUTION SET OUT AT AGENDA ITEM NO. 4 OF THE NOTICE OF THE 69th AGM IS AS UNDER:

Special Business:

Item No. 4 – Approve the Material Related Party Transaction

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

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended from time to time, approval of the Members be and is hereby accorded for payment by the Company to ABB Schweiz AG, Baden, Switzerland, a related party as defined in the Companies Act 2013, with respect to royalty/license fee *during the Financial Year 2019 subject to such payment not exceeding 4% of the Company's annual consolidated turnover of the audited financial statement for the Financial Year 2018.*

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Secretary of the Company be and are hereby severally authorized to do all acts, deeds and take such steps including but not restricted to execute, or authorize any person to execute all such documents, instruments and writings as may be considered proper or necessary or expedient to give effect to this resolution."

By Order of the Board
For ABB India Limited
Sd/-
B Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date: April 30, 2019



ADDENDUM TO THE STATEMENT OF MATERIAL FACTS FOR THE AMENDED RESOLUTION

Item No. 4

The Company reiterates that the proposed payment with respect to royalty / licence fee by the Company to ABB Schweiz AG, Baden, Switzerland a related party as envisaged in the first paragraph of the **Ordinary Resolution** at Item no. 4 on page 31 of the Notice dated March 1, 2019 is only **during the Financial Year 2019** and **NOT** in perpetuity, as a few Shareholders have conveyed to the Company it would appear to be.

In fact, the second paragraph of the Statement of Material Facts pertaining to Item No. 4 at page 36 expressly states this.

However, to set at rest any lingering doubt or misgiving on this score, namely, that the payment by the Company to the above related party envisaged in the **Ordinary Resolution** at Item 4 of the above Notice dated March 1, 2019 is **NOT** in perpetuity but only **during the Financial Year 2019**, it is proposed to slightly amend the first paragraph of the proposed Ordinary Resolution at the said Item No. 4 of the above Notice at page 31 in the manner and to the limited extent stated in the attached Addendum.

Accordingly, the proposed Ordinary Resolution at Item No.4 at page 31 of the Notice of AGM has been amended and shall be as set out in the Addendum to the Notice.

The Board of Directors recommend the proposed amended Ordinary Resolution as set out in the Addendum to the Notice of the AGM for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out in the addendum Notice.

By Order of the Board
For ABB India Limited
Sd/-
B Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date: April 30, 2019

Registered Office:
21st Floor, World Trade Center, Brigade Gateway,
No.26/1, Dr. Rajkumar Road, Malleshwaram West,
Bengaluru – 560 055
CIN: L32202KA1949PLC032923