

WEDNESDAY, APRIL 10, 2019

**NOTICE OF THE 69TH ANNUAL GENERAL MEETING, BOOK CLOSURE AND
REMOTE E-VOTING INFORMATION**

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

(A) ANNUAL GENERAL MEETING AND BOOK CLOSURE:

Notice is hereby given that the Sixty Ninth Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, May 8, 2019 at 11.00 a.m. at 'Aura', 1aj Yeshtwarpur, Bengaluru, 2275, Turnkur Road, Yeshtwarpur, Bengaluru, 560 022, to transact the business mentioned in the Notice dated March 1, 2019. The said Notice along with the Audited Balance Sheet as at December 31, 2018, Audited Profit & Loss, Cash Flow Statement for the year ended December 31, 2018, together with the Reports of the Directors and Auditors thereon (documents) have been despatched / circulated to all the Members at their postal / e-mail addresses registered with the Company. In addition to that, full annual report is available on the Company's website i.e., www.abb.com/in -> INVESTORS -> FINANCIAL RESULTS AND PRESENTATIONS -> QUARTERLY RESULTS AND ANNUAL REPORTS -> 2018

The above documents are open for inspection of the Members at the Registered Office of the Company during office hours on any working day of the Company upto the date of AGM.

Notice is also given pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) that the Register of Members and Share Transfer Books of the Company will be closed from May 2, 2019 to May 8, 2019 (both days inclusive) to determine the eligible shareholders who would be entitled for payment of dividend for the year ended December 31, 2018, if declared, at the AGM to be held on **Wednesday, May 8, 2019**.

(B) 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 e-voting services provided by Karyy Fintech Private Limited on all resolutions set forth in this Notice. Statement on the business to be transacted thro voting by electronic means are given below:

As Ordinary Business: (1) Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon for the year ended December 31, 2018 (2) Declaration of Dividend (3) Appointment of a Director.

As Special Business: (4) Approve the Material Related Party Transaction (5) Approval of remuneration to the Cost Auditor of the Company for Financial Year 2019.

S/No	Details / Activity	Particulars
1.	Date and time of commencement and end of remote e-voting	Commencement: Saturday, May 4, 2019 (9.00 a.m. IST) and ends on Tuesday, May 7, 2019 (5.00 p.m. IST)
2.	Cut-off date	Wednesday, May 1, 2019.

The remote e-voting module shall be disabled for voting after 5.00 pm on Tuesday, May 7, 2019. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently. 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 by way of issuing ballot papers at the AGM Venue for exercising the options of voting by the Members of the Company.

Members who have cast their votes by remote e-voting prior to the meeting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM. Members whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, May 1, 2019, only shall be entitled to avail the facility of remote e-voting / voting in the AGM as the case may be.

The Members are informed that the physical copy of annual report / notice etc., has been dispatched on **April 05, April 08 and April 09 2019** by Speed Post / Registered Post to the Members whose names appeared in the register of Members of the Company as on March 29, 2019. **On April 08, 2019, soft copy of notice and attendance slip/ ballot form together with link for annual report has been emailed to the Members, whose names appeared in the register of Members / register of beneficial owners whose e-mail addresses are registered with the Company.**

Webcast facility:

Members may kindly note that, the Company will provide one-way live webcast of the proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of Karyy at <https://evoting.karyy.com/> using their secure login credentials. Members are encouraged to use this facility of webcast.

For any query / clarification / grievance connected with remote e-voting and Investors who acquired shares of the Company from April 1, 2019 and hold shares as of the cut-off date i.e. May 1, 2019 shall approach Ms. C Shobha Anand, Deputy General Manager, Karyy Fintech Private Limited, (Unit: ABB India Limited), Karyy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, e-mail id shobha.anand@karyy.com, Phone No.040 6716 1559 with their particulars viz., DP id Client id / Folio No. to provide login id and password for remote e-voting or may write to the Company Secretary at the Registered Office of the Company.

Notice of the AGM/ Annual Report are available in the website of the Company at www.abb.co.in and Karyy's website at <https://evoting.karyy.com>.

By Order of the Board

B. Gururaj
General Counsel &
Company Secretary
FCS-2631
Bengaluru, April 09, 2019

NOTES:

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 69th AGM.
2. 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.