



ABB India Limited

CIN: L32202KA1949PLC032923

Registered Office: 21st Floor, World Trade Center, Brigade Gateway
No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka

Phone: +91 (80) 22949240, 22949150 - 54; Fax: +91 (80) 22949148

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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT BENGALURU CA (CAA) NO. 32/BB/2019

In the matter of the Companies Act, 2013; And in the matter of Sections 230 - 232 read with other relevant provisions of the Companies Act, 2013; And in the matter of Scheme of Arrangement between ABB India Limited and ABB Power Products and Systems India Limited and their respective shareholders and creditors;

ABB India Limited,

a Company incorporated under the Companies Act, 1913, and having its Registered Office at 21st Floor, World Trade Center, Brigade Gateway, No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka]

...Applicant Company

EQUITY SHAREHOLDERS FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./DP ID - Client ID*	

*applicable in case of shares held in electronic form

I/We being the Member(s) holding _____ shares of above named Company, hereby appoint:

(1) Name: _____ Address: _____

Email ID: _____ Signature: _____ Or failing him/her

(2) Name: _____ Address: _____

Email ID: _____ Signature: _____ Or failing him/her

(3) Name: _____ Address: _____

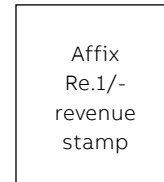
Email ID: _____ Signature: _____

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company convened pursuant to the direction of the Bengaluru Bench of the National Company Law Tribunal to be held at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru - 560022, Karnataka, India, on Friday, August 9, 2019 at 10.00 a.m. (IST) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement between ABB India Limited and ABB Power Products and Systems India Limited and their respective shareholders and creditors (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) _____ (here, if 'for', insert '**FOR**', if 'against', insert '**AGAINST**', and in the later case, strike out the words below after 'the Scheme') the said arrangement embodied in the Scheme, either with or without modification(s)*, as my/our proxy may approve. (*Strike out whatever is not applicable)

Signed this _____ day of _____ 2019

Signature of Member(s): _____

Signature of Proxy holder(s): _____



(Signature across the Stamp)

Notes:

1. The form of proxy must be deposited at the registered office of ABB India Limited at 21st Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru - 560055, Karnataka, India, at least 48 (forty-eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. Please affix appropriate revenue stamp before putting signature.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be a shareholder of ABB India Limited.
6. No person shall be appointed as a proxy who is a minor.
7. The proxy of a shareholder, blind or incapable of writing, would be accepted if such shareholder has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address: provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the shareholder before he attached his signature or mark.
8. The proxy of a shareholder who does not know English would be accepted if it is executed in the manner prescribed in point no. 7 above and the witness certifies that it was explained to the shareholder in the language known to him, and gives the shareholder's name in English below the signature.
9. The Proxy Form shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
10. A person can act as proxy on behalf of shareholders not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Applicant Company carrying voting rights. In case a single person is proposed to be appointed as proxy by shareholder(s) holding more than ten percent of the total share capital of the Applicant Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.