

THE HINDU BENGALURU  
MONDAY, JULY 8, 2019

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENGALURU BENCH  
CA (CAA) No. 32/BB/2019  
IN THE MATTER OF SECTIONS 230-232 READ WITH OTHER APPLICABLE  
PROVISIONS OF THE COMPANIES ACT, 2013  
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**

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF  
EQUITY SHAREHOLDERS**

**ABB India Limited**  
21st Floor, World Trade Center, Brigade Gateway, No. 26/1,  
Dr. Rajkumar Road, Malleshwaram West, Bengaluru - 560 055,  
Karnataka, India. Applicant Company

Notice is hereby given that by an order dated June 27, 2019, the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed the Applicant Company to convene the meeting of the equity shareholders of the Applicant Company ("Meeting") for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between the Applicant Company and ABB Power Products and Systems India Limited ("APPSIL") and their respective shareholders and creditors, pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 ("Act") (the "Scheme").

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the equity shareholders of the Applicant Company will be held at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru - 560 022 on Friday, August 9, 2019 at 10.00 am IST at which time and place the equity shareholders of the Applicant Company are requested to attend.

Copies of the said Scheme of Arrangement and the explanatory statement under Section 230 of the Act can be obtained free of charge at the registered office of the Applicant Company. Persons entitled to attend and vote at the meeting, may vote in person or by proxy or by authorised representative provided that all proxies in the prescribed form (MGT-11) are deposited at the registered office of the Applicant Company at 21st Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru - 560 055, Karnataka, not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Applicant Company.

The Hon'ble Tribunal has appointed Prof. Dr. R. Venkata Rao, to be the Chairperson of the said Meeting. The above mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

In terms of Section 230(4) read with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Applicant Company is pleased to provide to its equity shareholders the facility of voting by way of postal ballot. Further, in compliance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended), the Applicant Company is pleased to provide to its equity shareholders, the facility of remote e-voting through e-voting services provided by Karvy Fintech Private Limited ("Karvy").

The Applicant Company has on July 6, 2019 completed the dispatch of the notice of the postal ballot and the explanatory statement thereto along with a postal ballot form and a self-addressed postage pre-paid envelope, in physical form, to all the equity shareholders of the Applicant Company as on July 1, 2019 and additionally, dispatched by electronic mode to those equity shareholders whose e-mail IDs are registered with the Applicant Company/Depositories, as on July 1, 2019.

The remote e-voting period and postal ballot commences on Wednesday, July 10, 2019 (at 9.00 a.m. IST) and ends on Thursday, August 8, 2019 (at 5.00 p.m. IST). During this period, members of the Applicant Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Monday, July 1, 2019, may cast their vote by remote e-voting or postal ballot. The remote e-voting module shall be disabled by Karvy for voting on Thursday, August 8, 2019 (at 5.00 p.m. IST). Any postal ballot received from an equity shareholder beyond the said date and time will not be valid and voting by post or by electronic means shall not be allowed beyond August 8, 2019 (at 5.00 p.m. IST). Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

Shareholders who have not received the postal ballot notice by e-mail and who wish to vote through postal ballot form, can download the postal ballot form from the Applicant Company's website ([www.abb.co.in](http://www.abb.co.in)) or seek duplicate postal ballot form from the Applicant Company or Karvy.

The members attending the Meeting who have not already cast their vote by remote e-voting or postal ballot shall be able to exercise their vote at the Meeting. The members who have cast their vote through remote e-voting or postal ballot prior to the Meeting may attend the Meeting but shall not cast their votes again. However, in case members cast their vote both via remote e-voting or postal ballot and voting at the Meeting, then voting through remote e-voting or postal ballot shall prevail and voting done at the Meeting shall be treated as invalid. In case members have cast their vote by both e-voting and postal ballot, then voting through e-voting shall prevail.

The notice including the e-voting instructions is available on the Applicant Company's website at [www.abb.co.in](http://www.abb.co.in) and a copy is also available on the website of Karvy at <https://evoting.karvy.com>. Copy of the notice is also available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

In case of any queries relating to postal ballot including e-voting, you may refer Frequently Asked Questions (FAQs) for equity shareholders and e-voting user manual for equity shareholders available at the download section of <https://evoting.karvy.com> or contact Ms. C Shobha Anand, Deputy General Manager, Karvy Fintech Private Limited (Unit: ABB India Limited), Karvy Selenium Tower B, Plot Nos.31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, email id: [shobha.anand@karvy.com](mailto:shobha.anand@karvy.com), Ph No: 040 - 6716 1559 with their particulars viz., DP id / Client id / Folio No. or may write to the Company Secretary at the Registered Office of the Applicant Company.

Mr. Pradeep B Kulkarni, Practicing Company Secretary (Membership No. F7260) has been appointed as the scrutinizer by the NCLT vide its order dated June 27, 2019 for the meeting of the equity shareholders. The scrutinizer will collate the votes downloaded from the e-voting system, votes received through postal ballot form and votes polled at the meeting to declare the final result.

The results, together with scrutinizer's report, will be announced on or before Saturday, August 10, 2019 and will be placed on the website of the Applicant Company at [www.abb.co.in](http://www.abb.co.in) and on the website of e-voting agency at <https://evoting.karvy.com> besides being communicated to the BSE Limited and National Stock Exchange of India Limited where the shares of the Applicant Company are listed.

Dated this 6<sup>th</sup> day of July, 2019

Sd/-

Prof. Dr. R. Venkata Rao

Chairperson appointed for the Meeting

Regd. Office: 21st Floor, World Trade Center,  
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**ABB**