

**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  
UNSECURED CREDITORS**

**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 unsecured creditors of the Applicant Company as on March 31, 2019 ("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 unsecured creditors 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 2.00 pm IST) at which time and place the unsecured creditors of the Applicant Company as on March 31, 2019 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 its unsecured creditors the facility of voting by way of postal ballot. 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 unsecured creditors of the Applicant Company whose names appear in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Applicant Company as on March 31, 2019 as had been filed with the NCLT in Company Scheme Application No. CA/CAA/32/BB/2019 and additionally, dispatched by electronic mode to those unsecured creditors whose e-mail IDs are registered with the Applicant Company. Only such unsecured creditors of the Applicant Company may attend and vote (either in person or by proxy or by authorized representative) at the Meeting. A person/entity who is not an unsecured creditor on such date should treat the notice for information purposes only.

The 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). Unsecured creditors voting in postal ballot form are requested to carefully read the instructions printed in the postal ballot form. Unsecured creditors who have 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. Unsecured creditors shall fill in the requisite details and send the duly completed and signed postal ballot form in the self addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer on or before 5:00 pm IST, Thursday, August 8, 2019. Any postal ballot form received after the said date and time period shall be treated as if the reply from the unsecured creditor has not been received.

In case of any queries relating to postal ballot, you may contact the Company Secretary of the Applicant Company i.e. ABB India Limited at the address/email / telephone given in this advertisement.

Unsecured creditors 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.

The unsecured creditors who have cast their vote through postal ballot prior to the Meeting may attend the Meeting but shall not cast their votes again. However, in case unsecured creditors cast their vote both via postal ballot and voting at the Meeting, then voting through postal ballot shall prevail and voting done at the Meeting shall be treated as invalid.

The notice including the postal ballot instructions is available on the Applicant Company's website at [www.abb.co.in](http://www.abb.co.in). Copy of the notice is also available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

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 unsecured creditors. The Scrutinizer will submit his consolidated report to the Chairperson of the meeting after scrutinizing the voting made by unsecured creditors of the Applicant Company through postal ballots and voting at the meeting. The Scrutinizer will collate the votes received through postal ballot form and votes polled at the meeting to declare the final result for the resolution forming part of the notice.

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) 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,

Brigade Gateway, No. 26 / 1, Dr. Rajkumar Road,

Malleshwaram West, Bengaluru - 560 055, Karnataka.

Tel.: +91 (80) 2294 9240, 2294 9150 - 54, Fax: +91 (80) 2294 9148

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

