

# Notice

NOTICE is hereby given that the SEVENTY SECOND ANNUAL GENERAL MEETING ('AGM') of the Members of ABB India Limited ('the Company') will be held on Thursday, May 5, 2022 at 11.00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

## Ordinary Business:

### Item No. 1 - Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon:

To receive, consider and adopt the financial statements, namely, (i) the Audited Balance Sheet as at December 31, 2021, (ii) the Audited Statement of Profit & Loss for the year ended on that date, (iii) the Cash Flow Statement for the financial year ended on that date, (iv) statement of changes in equity, if any, (v) an explanatory note annexed to, or forming part of, the documents referred to in (i) to (iv) above and the Reports of the Board of Directors and the Auditors thereon.

### Item No. 2 - Declaration of Dividend:

To declare a dividend of ₹5.20 (Rupees Five and paise Twenty only) per Equity Share of ₹2/- each for the Financial Year 2021.

### Item No. 3 - Appointment of a Director:

To appoint a Director in place of Mr. Morten Wierod (DIN: 08753868) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

### Item No. 4 - Re-Appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Auditors of the Company:

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

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for second term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 77<sup>th</sup> Annual General Meeting and to authorize the Board of Directors to determine their remuneration."

## Special Business:

### Item No. 5 - Re-Appointment of Mr. Sanjeev Sharma as the Managing Director:

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

"RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, ("the said Act"), read with Schedule V thereto, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Central Government, if any, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Sharma (DIN: 07362344) ("Mr. Sharma") as the Managing Director of the Company for a period of 5 (five) years from January 1, 2022 to December 31, 2026 (both days inclusive), at the remuneration and on the terms and conditions set out in the Agreement dated August 26, 2021 between the Company and Mr. Sharma, AND the Board be and is hereby authorized to alter, vary or modify his terms of appointment (including remuneration) as may be agreed with Mr. Sharma, however subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.

AND RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the said Act, the remuneration payable or granted to Mr. Sharma as the Managing Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company and if there is more than one Whole-time Director, Director remuneration shall not exceed 10% of the net profit to all such Directors taken together.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sharma, as Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Schedule V to the said Act.

AND RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

**Item No. 6 - Appointment of Ms Carolina Yvonne Granat as a Director:**

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

“**RESOLVED THAT** Ms Carolina Yvonne Granat (DIN:09477744), who was appointed as an Additional Director (Non-executive and Non-independent) by the Board of Directors with effect from April 1, 2022 under Section 161 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Article 144 of the Company’s Articles of Association and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Non-executive and Non-independent) of the Company, liable to retire by rotation.”

**Item No. 7 - Commission to Independent Directors of the Company:**

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

“**RESOLVED THAT** pursuant to Article 147 of the existing Articles of Association of the Company and the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for payment of remuneration by way of commission to the Independent Directors of the Company, an amount not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, for a period of five financial years from January 1, 2022 to December 31, 2026, in such manner and proportion as may be determined by the Board from time to time.”

**Item No. 8 - Approval of remuneration to the Cost Auditor of the Company for Financial Year 2022:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹25,00,000/- (Rupees Twenty Five Lakh Only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit to Ashwin Solanki & Associates, Cost Accountants (Registration No.100392) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2022, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
For ABB India Limited

Trivikram Guda  
Company Secretary  
ACS: 17685

Place: Bengaluru  
Date: February 10, 2022

Registered Office:  
Disha – 3rd Floor, Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya, Bengaluru - 560 058  
Karnataka, India  
CIN: L32202KA1949PLC032923

**Notes:**

1. This AGM is convened through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 21/2021 dated 14.12.2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15.1.2021 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘Circulars’), which allow the companies to hold AGMs through VC/OAVM.

2. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the year 2021 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at [www.abb.co.in](http://www.abb.co.in) and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited - [www.nseindia.com](http://www.nseindia.com). The Company has published a Public Notice by way of advertisement in Kannada language, the principal vernacular language of Karnataka and in English language in an English newspaper with the required details of 72<sup>nd</sup> AGM, for information of the Members.
3. The Company has availed the services of KFin Technologies Limited, (KFintech) Registrar and Transfer Agent of the Company, as the authorised agency for conducting of the AGM through VC/OAVM and for providing e-voting facility.
4. Though a member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the company to attend and vote instead of himself / herself), the facility of appointment of Proxies is not available as the AGM is convened through VC / OAVM.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
7. The statement pursuant to Section 102 of the Act, setting out the material facts concerning special business at Item Nos. 5, 6, 7 and 8 is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from April 29, 2022 to May 5, 2022 (both days inclusive) for the purpose of payment of dividend.
9. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from Monday, May 9, 2022, to those Members whose names stand registered on the Company's Register of Members:
  - a) as Beneficial Owners as at the end of business hours on Thursday, April 28, 2022 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
  - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Thursday, April 28, 2022.
10. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
 

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

11. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on December 31, 2013, have been transferred to IEPF.  
  
The details of the unclaimed dividends are available on the Company's website at [www.abb.co.in](http://www.abb.co.in) and Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in). Members are requested to contact KFin Technologies Limited (KFintech), Unit: ABB India Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032, Telangana, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / unpaid dividends.
12. Members are requested to intimate, indicating their Folio number, the changes, if any, in their registered address, to the Company's Registrar and Share Transfer Agents at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.
13. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents. The requisite NECS/ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.
14. As a part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.
15. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
16. The members / investors may send their complaints/ queries, if any to the Company's Registrar and Share Transfer Agents' E-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company's designated/exclusive E-mail id: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com)
17. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agents. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
18. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022) while processing the service request mentioned in the above notification (viz., Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Transmission, Transposition etc). Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.

19. Effective April 1, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, April 25, 2022. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2022-23 does not exceed ₹5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member
- Copy of Tax Residency Certificate [TRC] for the FY 2022-23 obtained from the revenue authorities of country of tax residence duly attested by the member
- Self Declaration in Form 10-F
- No-PE [permanent establishment] certificate
- Self Declaration of beneficial ownership by the non-resident shareholder
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, April 25, 2022. The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Monday, April 25, 2022. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the provisions of the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess.

20. All documents referred in the accompanying Notice and Statement setting out material facts will be available electronically for inspection for Members on all working days between 10.00 a.m. and 12.00 noon up to Thursday, May 5, 2022 being the date of the Annual General Meeting. Members seeking to inspect such documents can send an E-mail to [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com)

21. **Updation of Members' details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or Kfintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

22. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

23. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM AND VIEWING WEBCAST OF AGM:

- i. Members will be able to attend the AGM through VC / OAVM or view the live Webcast of AGM at <https://emeetings.kfintech.com> / by using their remote e-voting login credentials;
- ii. After logging, click on camera icon appearing against AGM event of ABB India Limited.
- iii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- iv. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM.

- v. **Speaker Registration :** Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' tab available on the screen after log in. The Speaker Registration will be open during April 29, 2022 to May 2, 2022. Only those members who are registered will be allowed to express their views or ask questions. Alternatively, members may also write to Company at [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com) before 5.00 PM on Monday May 2, 2022. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- vi. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from April 29, 2022 to May 2, 2022.
- vii. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first-come-first-served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served basis.
- viii. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM and vote at the AGM, if not already voted remotely.
- ix. Members who need assistance before or during the AGM may contact Ms. C Shobha Anand, Deputy Vice President, KFin Technologies Limited Toll Free No.: 1800-309-4001; or send an E-mail request to [shobha.anand@kfintech.com](mailto:shobha.anand@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com)
- 24. E-Voting:**
1. 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 remote e-voting services provided by KFin Technologies Limited (KFinTech) on all resolutions set forth in this Notice.
  2. The remote e-voting period commences at 9.00 a.m. IST on Saturday, April 30, 2022 and ends at 5.00 p.m. IST on Wednesday, May 4, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, April 27, 2022, may cast their vote electronically in the manner and process set out here in above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
  4. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

5. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Voting during the AGM.

**Details on Step 1 are mentioned below:**

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for IDEAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDEAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDEAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

- ii) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVEN (E-Voting Event Number) 6536**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "ABB India Limited- AGM" and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "ABB India Limited 72<sup>nd</sup> Annual General Meeting"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:



- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details on Step 3 are mentioned below:**

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for e-Voting during the AGM.
  - i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
25. Procedure to be followed by the Members updation of bank account mandate for receipt of dividend:
  - I. Send a request to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by providing the following details:
    - a) Folio No., Name of the Member/s;
    - b) Name and Branch of the Bank in which you wish to receive the dividend;
    - c) Bank Account type;
    - d) Bank Account Number allotted by their bank after implementation of Core Banking Solutions;
    - e) 9 digit MICR Code Number; and
    - f) 11 digit IFSC Code
  - II. Along with the request, attach the scanned copy of Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), scanned copy of cancelled cheque bearing the name of the first Shareholder.
26. Other Instructions:
  - i. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call KFintech Toll Free No. 1800 309 4001.
  - ii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
    - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
      1. Example for NSDL:
      2. MYEPWD <SPACE> IN12345612345678
      3. Example for CDSL:
      4. MYEPWD <SPACE> 1402345612345678
      5. Example for Physical:
      6. MYEPWD <SPACE> XXXX1234567890
    - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - iii. However, if you are already registered with KFintech for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.kfintech.com> or call KFintech Toll Free No. 1800 309 4001.
  - iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, April 27, 2022.

- v. The Board of Directors has appointed Mr. S Kannan, (Membership No. FCS 6261 / CP No. PCS 13016), Practicing Company Secretary and in his absence Mr B L Vinay, Practicing Company Secretary, Bengaluru, (Membership No. A26638 and CP No. PCS 10760) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- vi. The scrutinizer shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding two working days from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- vii. The Results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
- viii. Promptly after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website at [www.abb.co.in](http://www.abb.co.in) and on the KFinTech's website at <https://evoting.kfintech.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.
- ix. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

**Statement setting out material facts under Regulation 36(5) of the Listing Regulations and Section 102 of the Companies Act, 2013**

**Material Facts under Regulation 36(5) of the Listing Regulations**

**Item No. 4 - Re-appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Auditors of the Company:**

At the 67<sup>th</sup> AGM of the Company held on May 9, 2017, the shareholders had approved the appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Statutory Auditors of the Company, to hold office till the conclusion of the 72<sup>nd</sup> AGM.

The Board of Directors at their meeting held on February 10, 2022, based on recommendations of the Audit Committee, have approved the re-appointment of Messrs B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of 77<sup>th</sup> AGM. The re-appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Messrs B S R & Co. LLP, Chartered Accountants, have provided their consent and eligibility certificate to that effect, their re-appointment, if made, would be in compliance with the applicable laws.

The remuneration to Messrs B S R & Co. LLP, Chartered Accountants, for the financial year 2021 is ₹1.50 Crore (Rupees One Crore Fifty Lakh). The remuneration to be paid to Statutory Auditors during the second term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

The Board recommends the passing of the resolution set out at Item No.4 of the accompanying Notice.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution.

**Material Facts under Section 102 of the Companies Act, 2013**

**Item No. 5 - Re-Appointment of Mr. Sanjeev Sharma as the Managing Director:**

Mr. Sanjeev Sharma aged 56 years is a Managing Director of the Company having over 35 years of industry experience in various fields.

Mr. Sharma joined ABB in the year 1990 and managed various local business units and divisions in India, Switzerland, Germany and Malaysia. Prior to his appointment as Managing Director of the Company, held the position of Global Managing Director for the Low Voltage Systems business unit at Malaysia.

During his previous tenure, members of the Company had appointed Mr. Sharma as the Managing Director vide postal ballot dated December 4, 2019 for a period of three years from January 1, 2019 until December 31, 2021 on such terms and conditions placed thereat.

Considering the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on June 11, 2021 re-appointed Mr. Sharma as the Managing Director of the Company for a further period for five years, with effect from January 1, 2022, subject to the approval of the Members.

The principal terms and conditions of his re-appointment as Managing Director as contained in the Agreement dated August 26, 2021 ("Agreement") are as under:

**Tenure of appointment:** Mr. Sharma be appointed as the Managing Director for a period of five years from January 1, 2022 to December 31, 2026 (both days inclusive) on a total remuneration not exceeding ₹5,55,00,000/- (Rupees Five Crore Fifty Five lakh Only) per annum as over-all Cost to the Company including bonus but excluding retivals, other perquisites and benefits. Mr. Sharma not to retire by rotation so long as he holds the office as Managing Director.

Subject to the orders and directions given to him by the Board from time to time and subject to such restrictions as the Board may impose at its discretion from time to time, Mr. Sharma shall have the management of the whole of the affairs of the Company with power to appoint and dismiss employees of the Company and to enter into contracts on behalf of the Company in the ordinary course of its business.

During the period of his employment, Mr. Sharma to undertake such travel in India and abroad as the Board may from time to time direct in connection with or in relation to the business of the Company.

#### Remuneration and Perquisites:

Mr. Sharma to be entitled to the following remuneration and perquisites:

#### Basic Pay:

₹21,600,000/- (Rupees twenty one million six hundred thousand only) per annum.

#### Other Allowances:

Mr. Sharma to be entitled for other allowances including leave travel concession of ₹8,400,000/- (Rupees eight million four hundred thousand only) per annum.

#### Social Security:

Mr. Sharma to be entitled to social security including contributions to Provident Fund and Gratuity Fund of ₹3,630,960/- (Rupees three million six hundred thirty thousand and nine hundred sixty only) per annum.

#### Bonus:

Mr. Sharma to be entitled to annual bonus not exceeding ₹15,000,000/- (Rupees fifteen million only) per annum, if he achieves 100% of the business targets fixed through the Annual Incentive Plan (AIP) by ABB Group; provided however that the actual amount of performance bonus shall vary depending upon the shortfall or exceeding the performance achievement.

#### Long-term Incentive:

Mr. Sharma may be offered the opportunity to participate in ABB's Long-Term Incentive plan (LTIP). Participation is not guaranteed and may vary from launch to launch. Additional details of the LTIP will be provided at the time of the relevant offer. Participation in the LTIP represents a voluntary, separate and distinct opportunity outside the scope and reach of the employment relation and is offered at the sole discretion of the company. The plan offering can be suspended any time without offering any other compensation. The target award, based on the grade of Mr. Sharma's position, corresponds currently to 35% of Guaranteed Cash. The actual amount awarded can be between 0 and 150% of the target award size determined at the discretion of management (Guaranteed Cash mean the total of Basic pay and Other Allowances).

#### Other Perquisites:

Free furnished accommodation or House Rent Allowance to a maximum ceiling of ₹4,000,000/- (Rupees four million only) per annum, one Company car with reimbursement of Chauffeur's salary, expenses towards children schooling, payment of membership/ subscription fee for two clubs, reimbursement of salary for domestic help, security guard at residence, expenses towards medical for self & family (as per Company's Policy), mobile, telephone, internet and other suitable communication facilities at his residence.

Mr. Sharma will be covered under Company's Medclaim Policy, Personal Accident Insurance, Mutual Family Assistance, International Health Insurance - Bupa & Term Life Insurance Scheme as per the rules of the Company/ Group's Policy for the time being in force.

Mr. Sharma to be entitled to continue participation in International Pension fund.

**Leave:**

Leave with full pay or encashment as per the rules of the Company for the time being in force.

**Over-all Remuneration**

The aggregate of salary, performance bonus and perquisites in any financial year shall not exceed the limits prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, for the time being in force.

**Minimum Remuneration**

In case of loss or inadequacy of profits in any financial year during the currency of tenure of his service, the payment of salary, commission and perquisites shall be governed by the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

**Revision in Remuneration**

The remuneration payable to Mr. Sharma as Managing Director to be subject to revision from time to time (annually and/or otherwise), by the Board on the recommendation of the Nomination and Remuneration Committee.

Mr. Sharma shall be entitled to:

- (a) The reimbursement of entertainment expenses actually and properly incurred by him in the course of the legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors, and
- (b) The reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively on the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as approved by the Board of Directors.

Mr. Sharma shall not be entitled for any sitting fee for attending the Meetings of the Board of Directors or Committee/s thereof, as long as he functions as the Managing Director.

Mr. Sharma shall not be subject to retirement by rotation, as long as he functions as the Managing Director.

Mr. Sharma shall not, during the term of this Agreement with the Company engage himself, either directly or indirectly or be interested in any capacity whatsoever or render assistance to any firm, company or persons whatsoever whether as a manufacturer, dealer or trader in goods or products which are of the same or similar kind and nature as those of the Company.

Mr. Sharma shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever or to make any use whatsoever for his own purpose or for any purpose other than that of the Company any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secret processes of the Company. Mr. Sharma shall during the continuance of this employment hereunder also use his best endeavors to prevent any other person from so doing PROVIDED HOWEVER that such divulgence or disclosure by Mr. Sharma to officers and employees of the Company for the purpose of business of the Company shall not be deemed to be a contravention to this Clause.

If Mr. Sharma shall at any time be prevented by ill-health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the Company and supply it with such details as it may reasonably require, and if he shall be unable by reason of ill-health or accident or disability for a period of 90 days in any period of twelve consecutive calendar months to perform his duties hereunder, the Company may forthwith terminate his employment hereunder.

The Company shall be entitled to terminate Mr. Sharma's employment as the Managing Director and/or his office as Director forthwith, if he becomes insolvent or makes any composition or arrangement with his creditors or ceases to be a Director of the Company.

If Mr. Sharma is guilty of inattention to or negligence in the conduct of the business or any other act or omission inconsistent with his duties as the Managing Director or any breach of this Agreement, which in the opinion of the Board, renders his retirement from office of the Managing Director desirable, the Company by not less than 90 days' notice in writing to Mr. Sharma, determine this Agreement and upon his expiration of such notice Mr. Sharma shall cease to be a Managing Director of the Company.

Notwithstanding anything to the contrary contained above or under the said Agreement, either party shall be entitled to terminate the Agreement at any time by giving to the other party 6 months' notice in writing in that behalf without the necessity of showing any cause. Upon receipt or delivery of notice of termination of the employment relationship, the Company may elect to release Mr. Sharma forthwith from active duties. Such release will, however, not affect compensation payments payable to Mr. Sharma during the 6 months' notice period. On the expiry of the period of such notice, this Agreement shall stand determined and in view thereof and as a consequence of such termination by notice, Mr. Sharma shall cease to be a Managing Director of the Company.

The terms and conditions of the said appointment and or Agreement may be altered or varied or modified from time to time by the Board of Directors of the Company as may be permissible and if deem fit, with liberty to the Board of Directors of the Company for annual review of remuneration, so as not to exceed the limits specified in the Companies Act 2013 or any amendments made thereto.

The Board recommends the passing of the resolution set out at Item No.5 of the accompanying Notice.

Mr. Sanjeev Sharma is concerned or interested in the resolution since it relates to his re-appointment as a Managing Director.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution.

Relevant details of Mr. Sanjeev Sharma are provided in the Annexure.

**Item No. 6 - Appointment of Ms Carolina Yvonne Granat as a Director:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on February 10, 2022, appointed Ms. Carolina Yvonne Granat (DIN: 09477744), as an Additional Director (Non-Executive and Non-Independent) of the Company effective April 1, 2022, pursuant to Section 161 of the Act and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), if any, of the Act read with Article 144 of the Articles of Association of the Company. In terms of Section 161 of the Act, appointment of Ms. Carolina Yvonne Granat requires approval by the Members in this Annual General Meeting.

Considering the skills, qualifications and vast experience of Ms. Granat, the Nomination and Remuneration Committee and the Board considered that the association of Ms Granat as a Director of the Company will be highly beneficial to and in the interest of the Company. She will not receive any remuneration in the form of Commission from the Company.

The Board recommends the passing of the resolution set out at Item No.6 of the accompanying Notice.

Ms. Granat is concerned or interested in the resolution since it relates to her appointment as a Director.

None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution.

Relevant details of Ms Granat are provided in the Annexure.

**Item No. 7 - Commission to the Independent Directors of the Company:**

At the 67<sup>th</sup> Annual General Meeting of the Members of the Company held on May 9, 2017, the Company had obtained the approval of the Members by a Special Resolution for payment of commission to the Non-executive Directors, upto an amount not exceeding in the aggregate 1% per annum of the net profits of the Company, the validity of which has expired on December 31, 2021.

Keeping in view the increased responsibilities of the Independent Directors entrusted by the Companies Act, 2013 and the Listing Regulations, as well as for their valuable devotion and continuing meaningful contributions, it is considered appropriate that the Independent Directors of the Company are compensated reasonably, commensurate with their increased responsibilities.

It is therefore proposed that Independent Directors be paid remuneration by way of commission of an amount, not exceeding in the aggregate 1% per annum of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, in accordance with the recommendations of Board of Directors of the Company, for a period of five years commencing from January 1, 2022. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Since the Company has a Managing Director, the commission payable to Non-Executive Directors, pursuant to Section 197(1) of the Companies Act, 2013 cannot exceed in the aggregate 1% of the net profits of the Company.

Section 197 of the Companies Act, 2013 read with Article 147 of the existing Articles of Association of the Company, requires the approval of the Members of the Company in General Meeting by a Special Resolution for the payment of remuneration by way of commission to Independent Directors of the Company. Hence, the Special Resolution at Item No. 7 of the Notice.

Details of commission and sitting fees paid to Independent Directors during the Financial Year 2021 is provided in the Corporate Governance Report which is annexed to the Board's Report.

The Special Resolution at Item No. 7 is recommended for approval by the Members.

Each of the Independent Directors namely, Mr. V K Viswanathan, Ms. Gopika Pant and Mrs. Renu Sud Karnad who is eligible to receive remuneration by way of commission as aforesaid is interested in the Special Resolution to the extent of the commission payable to them individually.

None of the other Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.7 of the Notice.

#### **Item No. 8 - Approval of remuneration to the Cost Auditor of the Company for Financial Year 2022:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on February 10, 2022, approved the appointment of Ashwin Solanki & Associates, Cost Accountants (Registration No: 100392) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending December 31, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor require approval by the Members of the Company. Accordingly, approval of the Members is sought as referred to in the Resolution at Item No.8 of the Notice for the payment of remuneration amounting to ₹25,00,000/- (Rupees Twenty Five lakh only) per annum plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending December 31, 2022.

The Board recommends the Resolution as set out in Item No. 8 of the Notice for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.8 of the Notice.

By Order of the Board  
For ABB India Limited

Trivikram Guda  
Company Secretary  
ACS-17685

Place: Bengaluru  
Date: February 10, 2022

Registered Office:  
Disha – 3rd Floor, Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya, Bengaluru - 560 058  
Karnataka, India  
CIN: L32202KA1949PLC032923

# Annexure to AGM Notice

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO SECRETARIAL STANDARD 2 (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AND REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015]

## 1. Mr. Morten Wierod

Name of the Director	Morten Wierod
Director Identification Number (DIN)	08753868
Date of Birth / Age	30.4.1972 / 49 years
Date of Appointment on the Board	19.06.2020
Qualification	Master's Degree in Electrical Engineering Norwegian University of Science and Technology (NTNU), Norway. Graduated from the Norwegian University of Science and Technology (NTNU) in Trondheimin, Electrical Engineering.
Brief profile and nature of their expertise in specific functional areas	Mr. Wierod is holding the position as President-Motion Business in ABB Ltd, Switzerland. He is also a Member of the Group Executive Committee. He has more than 21 years' experience in ABB in various capacities. He has expertise in Drives, Robotics, Motion, Control Products, Low Voltage Products, Breakers & Switches, Automation Products etc.
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	NIL
Shareholding in the Company	NIL
Key terms and conditions of appointment	He is a Non-executive Non-independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any other Director and / or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	During the Financial Year 2021 he has attended 7 Board meetings
Directorships, Memberships / Chairmanships of committees of listed entities Boards as on December 31, 2021 [along with listed entities from which the person has resigned in the past three years]	<b>Directorships</b> <b>ABB India Limited</b> <b>Committee Membership / Chairmanship</b> Nomination and Remuneration Committee of ABB India Limited (Member) Mr. Wierod has not resigned from any listed entities from past three years

## 2. Mr. Sanjeev Sharma

Name of the Director	Sanjeev Sharma
Director Identification Number (DIN)	07362344
Date of Birth / Age	10.11.1965 / 56 years
Date of Appointment on the Board	11.06.2021 (w.e.f. 01.01.2022 for the current term)
Qualification	Graduate in Electronics and Telecommunications Engineering and Executive Master Degree in Business Administration
Brief profile and nature of their expertise in specific functional areas	Mr. Sharma joined ABB in the year 1990 and managed various local business units and divisions in India, Switzerland, Germany and Malaysia. Mr. Sharma prior to his appointment as Managing Director of the Company, held the position of Global Managing Director for the Low Voltage Systems business unit at Malaysia.
Current remuneration (last drawn remuneration)	Rs. 6,73,13,813/- per annum
Details of remuneration sought to be paid	Rs. 5,55,00,000/- per annum (plus other benefits as per agreement)
Shareholding in the Company	NIL
Key terms and conditions of appointment	He is a Non-independent Managing Director of the Company. He is required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws. Other key terms of appointment are part of the Notice to the AGM.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any other Director and / or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year.	During the Financial Year 2021 he has attended 7 Board meetings
Directorships, Memberships / Chairmanships of committees of listed entities Boards as on December 31, 2021 [along with listed entities from which the person has resigned in the past three years]	<b>Directorships</b> <b>ABB India Limited</b>

**Committee Membership/ Chairmanship**

Stakeholders Relationship Committee of ABB India Limited (Member)  
 Risk Management Committee of ABB India Limited (Member)  
 Corporate Social Responsibility Committee of ABB India Limited (Member)  
 Mr. Sharma has resigned from Hitachi Energy India Limited (formerly known as ABB Power Products and Systems India Limited) as Director effective February 25, 2021, apart from this he has not resigned from listed entities in past three years

**3. Ms. Carolina Yvonne Granat**

Name of the Director	Carolina Yvonne Granat
Director Identification Number (DIN)	09477744
Date of Birth / Age	14.02.1972 / 49 years
Date of Appointment on the Board	10.02.2022 (w.e.f. 01.04.2022)
Qualification	Master in Human Resources
Brief profile and nature of their expertise in specific functional areas	Ms. Granat is currently working as Chief Human Resources Officer. She is a Member of the Group Executive Committee of ABB Ltd, Switzerland. She is having more than two decades of rich experience in Human Resources Management, Talent and Performance management, People development, etc in multi-national and consulting firms.
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	NIL
Shareholding in the Company	NIL
Key terms and conditions of appointment	She will be a Non-executive Non-independent Director of the Company. She will be required to comply with the applicable provisions of the Companies Act, and SEBI Regulations and other applicable laws.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is not related to any other Director and / or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year.	Not applicable.
Directorships, Memberships / Chairmanships of committees of listed entities Boards as on December 31, 2021 [along with listed entities from which the person has resigned in the past three years]	NIL Ms. Granat has not resigned from any listed entities from past three years

As per amended Regulation 36 of the Listing Regulations, details of Directorship / Membership of Committees in listed entities are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, partnership in firms etc., are not provided.