Notice to the Members

NOTICE is hereby given that the SIXTY NINTH ANNUAL GENERAL MEETING of the Members of ABB India Limited will be held at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru, 560 022, on Wednesday, May 8, 2019 at 11.00 A.M. (IST) 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, 2018, (ii) the Audited Profit & Loss Account 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 Rs.4.80/- per Equity Share of Rs.2/- each for the Financial Year 2018.

Item No. 3 – Appointment of a Director

To appoint a Director in place of Mr. Tarak Mehta (DIN: 06995639), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Special Business

Item No. 4 – Approve the Material Related Party Transaction

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

"RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") as amended from time to time, approval of the Members be and is hereby accorded for payment by the Company to ABB Schweiz AG, Baden, Switzerland, a related party as defined in the Companies Act 2013, with respect to royalty/ license fee subject to such payment in any Financial Year not exceeding 4% of the Company's annual consolidated turnover as per its immediately preceding audited financial statement in respect of the relevant Financial Year.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Secretary of the Company be and are hereby severally authorized to do all acts, deeds and take such steps including but not restricted to execute, or authorize any person to execute all such documents, instruments and writings as may be considered proper or necessary or expedient to give effect to this resolution."

Item No. 5 – Approval of remuneration to the Cost Auditor of the Company for Financial Year 2019

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 Rs.35,00,000/- (Rupees Thirty Five Lakh only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit to Messrs 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, 2019, 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

B Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date: March 1, 2019

Registered Office:
21st Floor, World Trade Center, Brigade Gateway, No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru - 560 055
CIN: L32202KA1949PLC032923
Notes:
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. 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.

IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.

For convenience of Members, route map of the venue of the AGM is enclosed in this Annual Report.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of special businesses under Item No. 4 and Item No.5 is annexed hereto.

3. Members / Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from May 2, 2019 to May 8, 2019 (both days inclusive) for the purpose of payment of dividend.

5. 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 Friday, May 10, 2019, 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 Wednesday, May 1, 2019 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 Wednesday, May 1, 2019.

6. 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) 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 Members 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.

7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2011 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, 2010, have been transferred to IEPF. The details of the unclaimed dividends are available on the Company’s website at www.abb.co.in and Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact Karvy Fintech Private Limited, Unit: ABB India Limited, Karvy 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.

8. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either 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.
9. 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.

10. 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 Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.

11. Shareholders, intending to require information about the Financial Accounts to be approved at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

12. Members are requested to attend the meeting along with the copy of the Annual Report, already sent to them.

13. The members/investors may send their complaints / queries, if any to the Company’s Registrar and Share Transfer Agents’ email id einward.ri@karvy.com or to the Company’s designated/exclusive e-mail id viz., investor.helpdesk@in.abb.com.

14. The Securities Exchange Board of India (SEBI) vide its earlier circulars have made the Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction. Members are requested to submit the PAN details to their respective DP in case of holdings in dematerialized form or the Company’s Registrar and Share Transfer Agents in case of holdings in physical form, mentioning the correct folio number.

15. 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.

16. Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. Members who are desirous to convert their physical holdings into dematerialized form shall contact the Company’s Registrar and Share Transfer Agents at the address mentioned above.

17. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company’s website at 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 and National Stock Exchange of India Limited - www.nseindia.com.

18. All documents referred in the accompanying Notice and Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon up to Wednesday, May 8, 2019 being the date of the Annual General Meeting.

19. The Annual Report of the Company for the year ended December 31, 2018 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with the Company or with their respective DP or Registrar and Share Transfer Agents of the Company. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company’s e-mail id viz., investor.helpdesk@in.abb.com clearly mentioning their Folio number / DP and Client ID.

20. 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, email 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 its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.

21. Webcast facility:

Your Company is pleased to provide the facility of live webcast of 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 Karvy at https://evoing.karvy.com/ using their secure login credentials. Members are encouraged to use this facility of webcast.
22. Information and other instructions relating to Remote E-voting and voting by Ballot Form are as under:

(1) In case of 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 remote E-voting services provided by Karvy Fintech Private Limited (KFPL) on all resolutions set forth in this Notice.

A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / DP(s)]:

   i. Launch internet browser by typing the URL: https://evoting.karvy.com.

   ii. Enter the login credentials (i.e. user ID and password). In case of physical folio, user ID will be EVENT number 4501 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 Karvy for remote E-voting, you can use your existing user ID and password for casting your 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 “EVENT” i.e., ABB India Limited.

   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 hereinabove. You may also choose the option ABSTAIN. If the shareholder 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. Shareholders 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, 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email cs.skannan@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “ABB India Limited 69th Annual General Meeting.”

B. In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company / DP(s)]:

   i. Remote E-Voting Event Number 4501, user ID and password is provided in the Ballot Form.

   ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

(2) In case of voting by using Ballot Forms:

   i. In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Listing Regulations, the Company, in order to enable its Members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with Annual Report.
i A Member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Mr. S. Kannan, Practicing Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted at the Registered Office of the Company.

ii Please convey your assent in Column “FOR” and dissent in the column “AGAINST” by placing a tick (✓) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.

iii Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before Saturday, May 4, 2019 (5.00 p.m. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.

iv Unsold / Incomplete Ballot Forms will be rejected. Scrutinizer’s decision on validity of the Ballot Form shall be final.

v A Member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email to investor.helpdesk@in.abb.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than Saturday, May 4, 2019 (5.00 p.m. IST).

vi A Member can opt for only single mode of voting i.e. either through remote e-voting or by Ballot Form. If a Member casts vote by both modes then voting done through remote e-voting shall prevail and vote by Ballot shall be treated as invalid. Members who have cast their vote by remote e-voting prior to the meeting may also attend the annual general meeting, however those Members are not entitled to cast their vote again in the annual general meeting.

(3) Voting at AGM:

The Members who have not cast their vote either electronically or through Ballot Form, can exercise their voting at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

(4) Other Instructions:

i In case of any queries, you may refer Help & FAQ section of https://evoting.karvy.com (Karvy Website) or call KFPL on 040-67162222 and Toll Free No.1800 3454 001.

ii You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iii. The remote e-voting period commences on Saturday, May 4, 2019 (9.00 a.m. IST) and ends on Tuesday, May 7, 2019 (5.00 p.m. IST). 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, May 1, 2019, may cast their vote electronically in the manner and process set out hereinabove. 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.

iv. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date, i.e., Wednesday, May 1, 2019 may obtain the login ID and password by sending a request at evoting@karvy.com.

v. However, if you are already registered with KFPL 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.karvy.com or call KFPL on 1800 3454 001 / 040-67162222.

vi. 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, May 1, 2019.

vii. 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.

viii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, count the vote cast through ballot forms, thereafter unblock the 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 48 hours 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.
ix. 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.

x. 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 and on the KARVY’s website at https://evoting.karvy.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.

Statement setting out Material Facts under Section 102 of the Companies Act, 2013

Item No. 4

Pursuant to recent amendments made by The Securities and Exchange Board of India (SEBI) in the Listing Obligations and Disclosure Requirements (LODR), any transaction involving payment to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 2% of the annual consolidated turnover of the Company.

Your Company has estimated that the payment by it to ABB Schweiz AG, Baden, Switzerland, a related party within the meaning of Section 2(76) of the Companies Act, 2013 read with Regulation 2(1) (2b) of LODR, with respect to royalty/license fee during the Financial Year 2019 would exceed 2% of the annual consolidated turnover of the Company, as per its last audited financial statement for the year 2018.

The payment to ABB Schweiz AG with respect to royalty/license fee, is in respect of the valuable non-exclusive and non-transferable right granted to the Company to manufacture, sell or otherwise supply licensed products in India and in other permitted countries, including the right to use methods, tools, parameters and programs for manufacturing, assembly and testing of the licensed products. Your Company is dependent on the continued support, guidance and technical expertise from ABB Schweiz AG, which are necessary for it to make inroads into the Indian market and deliver high quality services, products and projects to its Customers.

The transaction pertaining to payments by the Company to ABB Schweiz AG with respect to royalty/license fee being a material Related Party Transaction, approval of Members is required in terms of Regulation 23(4) of LODR. As per LODR, no member who / which is a related party shall vote on the proposed ordinary resolution at Item No. 4 of the Notice to approve the above transaction.

The above transaction is in the ordinary course of the Company’s business and at arm’s length.

The Board, on the recommendation of the Audit Committee, considers that the above payment to the aforesaid Related Party will be beneficial to, and in the interest of the Company, and recommends approval of the Members to the transaction.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs 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, 2019.

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 requires to be approved by the Members of the Company. Accordingly, approval of the Members is sought as referred to in the Resolution at Item No. 5 of the Notice to the payment of remuneration amounting to Rs 35,00,000/- for Cost Audit plus applicable taxes and out of pocket expenses payable to the Cost Auditor for the financial year ending December 31, 2019.

None of the 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. 5 of the Notice.

By Order of the Board
For ABB India Limited

B Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date: March 1, 2019

Registered Office:
21st Floor, World Trade Center, Brigade Gateway, No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560 055
CIN: L32202KA1949PLC032923
# Annexure to AGM Notice

**Details of the Director Seeking Appointment at the 69th Annual General Meeting [Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]**

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Tarak Mehta</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director Identification Number</td>
<td>06995639</td>
</tr>
<tr>
<td>Date of Birth / Age</td>
<td>16.10.1966 / 52 years</td>
</tr>
<tr>
<td>Date of Appointment on the Board</td>
<td>28.10.2014</td>
</tr>
</tbody>
</table>
| Qualification | BSc Mechanical Engineering  
MBA Finance & Marketing |

**Brief profile and nature of their expertise in specific functional areas**

Mr. Tarak Mehta is President, Electrification Products division of ABB Ltd., Switzerland.

Prior to that, he had acted as Executive Vice President, Head of Low Voltage Products division of ABB Ltd., Switzerland, since October 1, 2010 and as Head of Business Unit Transformers at ABB Management Services Ltd since 2007.

Mr. Mehta joined ABB Power T&D Company Inc in 1998 and has held various management positions in the Power Products division in the United States, Sweden and Switzerland.

Before joining ABB, he worked for nine years at Cooper Power Systems in the United States.

**Directorships held in other companies**

Nil

**Memberships / Chairmanships of committees across all companies**

Member, Audit Committee - ABB India Limited

**Shareholding of the Director in the Company**

Nil

As per amended Regulation 36 of the Listing Regulations, details of Chairmanship / Membership of Audit Committee and Stakeholders’ Relationship Committee are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, Partnership in firms etc., are not provided.

The aforesaid Director is not related to any other Director.