



REF:NCLT:POST MTG:

August 10, 2019

BSE Limited  
P.J. Towers,  
Dalal Street,  
Mumbai - 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Scrip Code: 500002**

**Scrip Symbol: ABB**

Dear Sir / Madam,

**Subject :** Regulations 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") - Proceedings of the Meetings of the equity shareholders and unsecured creditors of ABB India Limited (the "**Company**") convened as per the directions of the Hon'ble National Company Law Tribunal, Bengaluru Bench

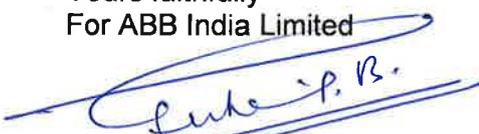
Pursuant to the order dated June 27, 2019 ("**Order**") of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("**NCLT**") in the Company Scheme Application No. CA/CAA/32/BB/2019, the meetings of the equity shareholders and unsecured creditors of the Company were held on Friday, August 9, 2019 at 10:00 a.m. and 2:00 p.m. respectively at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru,- 560 022 (collectively referred to as "**NCLT Meetings**") to consider and if thought fit, to approve the scheme of arrangement among the Company, ABB Power Products and Systems India Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013.

In connection with the same, please find the following:

- (a) Summary of the proceedings of the NCLT Meetings in compliance with Regulation 30, Part A of Schedule III of the Listing Regulations attached as "**Annexure - A**".
- (b) The results of voting by the equity shareholders of the Company through postal ballot, remote e-voting and voting at the NCLT Meetings in compliance with Regulation 44(3) of the Listing Regulations is attached as "**Annexure - B**".
- (c) Report of the Scrutinizer dated August 10, 2019 on voting by the equity shareholders of the Company through postal ballot, remote e-voting and voting at the NCLT Meeting attached as "**Annexure - C**".
- (d) Report of the Scrutinizer dated August 10, 2019 on voting by the unsecured creditors of the Company through postal ballot and voting at the NCLT Meeting attached as "**Annexure - D**".

Thanking you,

Yours faithfully  
For ABB India Limited

  
B. Gururaj  
General Counsel & Company Secretary  
FCS 2631

Encl.: As stated above



## Annexure - A

### **Summary of proceedings of the meetings of the equity shareholders and unsecured creditors of ABB India Limited (the "Company") convened and held on Friday, August 9, 2019 pursuant to the order dated June 27, 2019 ("Order") of the Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT") in the Company Scheme Application No. CA/CAA/32/BB/2019**

The NCLT convened meetings of the equity shareholders and unsecured creditors of the Company (collectively referred to as "NCLT Meetings") were held on Friday, August 09, 2019 at "Aura", Taj Yeshwantpur, Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru-560 022 at 10:00 a.m. and 2:00 p.m. respectively.

Prof. (Dr.) R. Venkata Rao, appointed as the Chairperson for the aforesaid NCLT Meetings by the NCLT *vide* the Order, presided over the NCLT Meetings. The Chairperson noted that Mr. Pradeep. B. Kulkarni, Practicing Company Secretary, (Membership No. F7260), was appointed as the Scrutinizer for the NCLT Meetings. Mr. Sanjeev Sharma, Managing Director of the Company, Mr. T.K Sridhar, Chief Financial Officer and Mr. B. Gururaj, Company Secretary were also present at the NCLT Meetings.

The meeting of the equity shareholders of the Company commenced at 10:00 a.m. The requisite quorum being present as per the Order, the Chairperson called the meeting to order. For the meeting, proxies from 2 equity shareholders in respect of 531 equity shares and corporate representation from 1 equity shareholder for 158,931,281 equity shares were received.

The Chairperson welcomed the equity shareholders of the Company and informed them that the meeting has been convened pursuant to the Order passed by the NCLT to approve the scheme of arrangement between the Company, ABB Power Products and Systems India Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("**Scheme**"). He then requested the Management of the Company to brief the equity shareholders on the background and rationale of the Scheme. Thereafter Mr.TK Sridhar-Chief Financial Officer and Mr Sanjeev Sharma- Managing Director of the Company briefed on the background and rationale of the Scheme.

The Chairperson further informed the equity shareholders of the Company that in terms of the applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had also provided them, the facility to cast their vote through postal ballot and remote e-voting process administered by Karvy Fintech Private Limited. He further mentioned that the Company has provided the facility of voting at the meeting through ballot paper for those equity shareholders who did not exercise their vote through postal ballot or remote e-voting.

Thereafter, queries in relation to the Scheme, placed by the equity shareholders of the Company were clarified by the Chairperson and the Company official(s) viz., Mr Sanjeev Sharma- Managing Director, Mr TK Sridhar-Chief Financial Officer and Mr B Gururaj – Company Secretary of the Company.

The meeting of the unsecured creditors of the Company commenced at 2:00 p.m. The requisite quorum being present as per the Order, the Chairperson called the meeting to order. For the meeting, no proxy from the unsecured creditors was received. Letter(s) of authorisation/board resolution/PoA from 113 unsecured creditors in respect of Rs.13,074,826,518 were received.



The Chairperson welcomed the unsecured creditors of the Company and informed them that the meeting has been convened pursuant to the Order passed by the NCLT to approve the Scheme.

He then requested the Management of the Company to brief the unsecured creditors on the background and rationale of the Scheme. Thereafter Mr.TK Sridhar-Chief Financial Officer and Mr Sanjeev Sharma-Managing Director of the Company briefed on the background and rationale of the Scheme. He also informed the unsecured creditors of the Company that the Company had also provided them the facility to cast their vote through postal ballot. He further mentioned that the Company has provided the facility of voting at the meeting through ballot paper for those unsecured creditors of the Company who did not exercise their vote through postal ballot.

Thereafter, queries in relation to the Scheme, placed by the unsecured creditors of the Company were clarified by the Chairperson and the Company official(s) viz., Mr Sanjeev Sharma-Managing Director, Mr TK Sridhar-Chief Financial Officer and Mr B Gururaj-Company Secretary

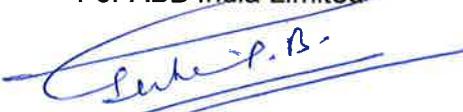
At the respective NCLT Meetings, the respective notices convening the NCLT Meetings including the proposed resolution were taken as read with the permission of the equity shareholders and unsecured creditors of the Company. The Chairperson requested the equity shareholders and unsecured creditors of the Company to cast their vote on the proposed resolution set out in the respective notices of the equity shareholders and unsecured creditors of the Company convening the NCLT Meetings was then put to vote at the respective NCLT Meetings.

After the equity shareholders and unsecured creditors of the Company had cast their votes at the respective NCLT Meetings and on completion of the voting, the Scrutinizer was requested to report to the Chairperson, the result of the voting in respect of the resolution approving the Scheme at the respective NCLT Meetings.

The Chairperson thanked the equity shareholders and unsecured creditors of the Company for attending and participating in the respective NCLT Meetings. The NCLT Meetings were then declared closed.

The Scrutinizer's Report(s) have been received on August 10, 2019. Majority of the equity shareholders and unsecured creditors of the Company (representing more than three-fourths in value) who voted, have voted in favour of the respective resolutions. Thus, the respective resolutions have been approved by requisite majority.

Yours faithfully  
For ABB India Limited

  
B. Gururaj  
General Counsel & Company Secretary  
FCS 2631

**Annexure B**

**Voting results – Equity Shareholders**

<b>Date of the NCLT Convened Meeting</b>	August 9, 2019
<b>Total number of equity shareholders on record date:</b>	61,839
<b>No. of equity shareholders present in the meeting either in person or through proxy:</b>	116
<b>Promoters and Promoter Group:</b>	1
<b>Public:</b>	115
<b>No. of equity shareholders attending the meeting through Video Conferencing:</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	



**Annexure B (continued)**

Resolution No.	1 Requisite Majority for Approval of the Scheme of Arrangement between ABB India Limited and ABB Power Products and Systems India Limited and their respective shareholders and creditors.									
Whether promoter/ promoter group are interested in the agenda/ resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	158,931,281								
	<b>Total</b>		<b>158,931,281</b>	<b>100.0000</b>	<b>158,931,281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting		31,626,450	92.0297	31,626,450	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	34,365,476								
	<b>Total</b>		<b>31,626,450</b>	<b>92.0297</b>	<b>31,626,450</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non- Institutions	E-Voting		1,070,700	5.7529	1,070,578	122	99.9886	0.0113	0	0
	Poll		9,210	0.0495	9,208	2	99.9782	0.0217	1,428	0
	Postal Ballot (if applicable)	18,611,618								
	<b>Total</b>		<b>96,128</b>	<b>0.5165</b>	<b>94,633</b>	<b>1,495</b>	<b>98.4447</b>	<b>1.5552</b>	<b>385</b>	<b>0</b>
	<b>Total</b>		<b>1,176,038</b>	<b>6.3189</b>	<b>1,174,419</b>	<b>1,619</b>	<b>99.8623</b>	<b>0.1377</b>	<b>1,813</b>	<b>0</b>
	<b>Total</b>	<b>211,908,375</b>	<b>191,733,769</b>	<b>90.4796</b>	<b>191,732,150</b>	<b>1,619</b>	<b>99.9992</b>	<b>0.0008</b>	<b>1,813</b>	<b>0</b>



**PRADEEP B. KULKARNI**

No. 32/33, 1<sup>st</sup> & 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560027

FCS 7260; CP No. 7835

Annexure - C

**REPORT OF SCRUTINIZER – CONSOLIDATED**

August 10, 2019

To,

Prof. (Dr.) R. Venkata Rao,

Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT),  
for the Meeting of the Equity Shareholders of ABB India Limited pursuant to Company  
Application CA(CAA) NO. 32/BB/19.

Dear Sir,

**Sub: Consolidated Report of Scrutinizer on the results of Voting by way of Postal  
Ballot, Remote E-voting and Voting at the venue, in pursuance of directions issued  
by the Bengaluru Bench of Hon'ble National Company Law Tribunal (NCLT)**

I, Pradeep B Kulkarni, Practicing Company Secretary had been appointed as the Scrutinizer  
for the meeting of Equity Shareholders convened by the Hon'ble NCLT, Bengaluru Bench vide  
its Order dated June 27, 2019. I have scrutinized the voting process (Remote e-voting, Postal  
Ballot and voting at the venue by way of Ballot Paper) of the Hon'ble NCLT convened meeting  
of Equity Shareholders of ABB India Limited held on Friday, August 09, 2019 at 10.00 A.M. at  
"Aura", Taj Yeshwantpur Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru- 560022.



Pradeep B. Kulkarni

F.C.S.-7260 : C.P. No. 7835

**PRADEEP B. KULKARNI**

No. 32/33, 1<sup>st</sup> & 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560027

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Notices were issued to the Equity Shareholders whose names appeared in the Register of Members as on Monday, July 01, 2019, and voting rights were reckoned as on the close of business hours of Monday, July 01, 2019, being the cut-off date for the purpose of deciding the entitlement of members to vote.

The Company had provided Remote E voting facility through Karvy Fintech Private Limited and also the facility to vote by way of Postal Ballot from IST 9.00 a.m. July 10, 2019 up to IST 5.00 p.m. August 08, 2019, and also by way of Ballot Paper at the venue of the NCLT convened Meeting.

Remote E-Voting and Voting by way of Postal Ballot, to facilitate voting by the Equity Shareholders of the Company as on cut-off date i.e. July 01, 2019, commenced on July 10, 2019 (9.00 a.m.) and ended on August 08, 2019 (5.00 p.m.) and to those Equity Shareholders who had not voted either by way of remote e-voting or Postal Ballot earlier were allowed to vote by way of Ballot Paper at the venue of the NCLT Convened Meeting.

I unblocked the remote e-voting results on the Karvy e-voting platform on August 09, 2019 at 11.32 AM in the presence of Mr. Ajay Revankar and Mr. Prasanna Sathe, who are not in the employment of the Company.

Particulars of all the Postal Ballot forms received from the Equity Shareholders have been entered in a register separately maintained for the purpose.



**Pradeep B. Kulkarni**

**F.C.S.-7260 : C.P. No. 7835**

**PRADEEP B. KULKARNI**

No. 32/33, 1<sup>st</sup> & 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560027

FCS 7260; CP No. 7835

We have relied on the information provided by M/s Karvy Fintech Private Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Equity Shareholders.

As per the Order of the NCLT dated June 27, 2019, the quorum for the NCLT convened meeting of the Equity Shareholder is 50 (Fifty) either in person or through representative.

The total number of members present at the NCLT convened meeting of the Equity Shareholders of ABB India Limited were 116 (One Hundred and Sixteen) and the details of members present in person, by proxy and through representative and the equity shares held by them are given below:

Sl. No.	Category of Equity Shareholder present in person or through representative or by proxy	In Numbers	Numbers of Equity shares held (of Rs. 2/- each)
1	In person	115	11,243
2	Through representative	1	15,89,31,281
3	By Proxy	NIL	NIL
	<b>Total</b>	<b>116</b>	<b>15,89,42,524</b>

After the announcement was made by the Chairman appointed for the meeting, members present (in person and through representative) at the NCLT Convened Meeting voted by Ballot Paper at the venue of the meeting.



Pradeep B. Kulkarni

F.C.S.-7260 : C.P. No. 7835

**PRADEEP B. KULKARNI**

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FCS 7260; CP No. 7835

I hereby submit my Consolidated Report as under:

**A.** Details of Votes Cast (by way of Remote E-voting, Postal Ballot and by Ballot Paper at the venue of the meeting) with respect to the Resolution proposed in the Notice dated July 03, 2019 are given below:

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made under the Companies Act, 2013 as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (as amended) read with the observation letters issued by BSE Limited and the National Stock Exchange of India Limited both dated May 28, 2019, and relevant provisions of other applicable laws, the Memorandum of Association and Articles of Association of ABB India Limited, and subject to the approval of the Bengaluru Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Bengaluru Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of ABB India Limited (hereinafter referred to as the "**Board**", which term shall be



Pradeep B. Kulkarni

**PRADEEP B. KULKARNI**

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deemed to mean and include one or more committee(s) constituted/to be constituted by the board of directors or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between ABB India Limited, a public listed company, having its registered office at 21<sup>st</sup> Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka and ABB Power Products and Systems India Limited, a limited company, having its registered office at 21<sup>st</sup> Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka and their respective shareholders and creditors ("**Scheme**"), enclosed with this notice, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/ or permitted by the Bengaluru Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made



Pradeep B. Kulkarni

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in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to ABB India Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.”

<b>Particulars</b>		<b>No. of Members</b>	<b>No. of Equity Shares</b>
Votes Cast by way of Remote E-voting	<b>A</b>	238	19,16,52,435
Votes Cast by way of Postal Ballot	<b>B</b>	134	96,513
Votes Cast by way of Ballot Paper at NCLT Convened Meeting venue	<b>C</b>	68	10,638
<b>Total Votes Cast (A+B+C)</b>	<b>D</b>	<b>440</b>	<b>19,17,59,586</b>
<b>Less:</b> Rejection of Votes cast by way of Remote E-Voting	<b>E</b>	NIL	NIL
<b>Less:</b> Less votes cast in Remote E-Voting	<b>F</b>	#	24,004
<b>Less:</b> Rejection of Votes cast by way of Postal Ballot	<b>G</b>	4	385

Pradeep B. Kulkarni

**PRADEEP B. KULKARNI**

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<b>Less:</b> Rejection of Votes cast by way of Ballot Paper at NCLT Convened Meeting venue	<b>H</b>	5	1,428
<b>Total Rejections (E+F+G+H)</b>	<b>I</b>	<b>9</b>	<b>25,817</b>
Valid votes cast by way of Remote E-Voting	<b>A-E-F</b>	238	19,16,28,431
Valid votes cast by way of Postal ballot	<b>B-G</b>	130	96,128
Valid Votes cast by way of Ballot Paper at NCLT Convened Meeting venue	<b>C-H</b>	63	9,210
<b>Total Valid Votes</b>	<b>D-I</b>	<b>431</b>	<b>19,17,33,769</b>

# One shareholder voted less by 24,004 Shares



Pradeep B. Kulkarni

F.C.S.-7260 : C.P. No. 7835

**PRADEEP B. KULKARNI**

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FCS 7260; CP No. 7835

**B. Reasons for Rejections**

<b>Particulars</b>	<b>No. of Members</b>	<b>No. of Shares</b>
Rejection of Votes Cast by way of Remote E-Voting	#	24,004
(i) Abstained from Voting	NIL	NIL
(ii) Less Voted	#	24,004
Rejection of Votes cast by Postal Ballot	4	385
(i) Tampered	2	245
(ii) POA not Legible	2	140
Rejection of Votes cast by way of Ballot Paper at the venue of the meeting	5	1,428
(i) Signature Mismatch	5	1,428
<b>Total Rejections</b>	<b>9</b>	<b>25,817</b>

# One shareholder voted less by 24,004 Shares

Pradeep B. Kulkarni

F.C.S.-7260 : C.P. No. 7835

**PRADEEP B. KULKARNI**No. 32/33, 1<sup>st</sup> & 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560027

FCS 7260; CP No. 7835

**C. Total Number of votes in favour and / or against the Resolution:**

Particulars	Remote E-voting		Postal Ballot		Voting through Ballot Paper at the venue of the NCLT Convened meeting		Total	
	Number of		Number of		Number of		Number of	
	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares	Members	Equity Shares
<b>Total Valid Votes</b>	*238	19,16,28,431	130	96,128	63	9,210	432	19,17,33,769
<b>Total Votes cast in favor of the Resolution</b>	227	19,16,28,309	127	94,633	62	9,208	416	19,17,32,150
<b>Total Votes cast against the Resolution</b>	12	122	3	1,495	1	2	16	1,619
<b>Percentage (%) of persons / Votes cast in favor</b>	<b>95.3781</b>	<b>99.9999</b>	<b>97.6923</b>	<b>98.4448</b>	<b>98.4127</b>	<b>99.9783</b>	<b>96.2963</b>	<b>99.9992</b>
<b>Percentage (%) of persons / Votes cast against</b>	<b>5.0420</b>	<b>0.0001</b>	<b>2.3077</b>	<b>1.5552</b>	<b>1.5873</b>	<b>0.0217</b>	<b>3.7037</b>	<b>0.0008</b>

\* One Equity Shareholder voted in favour through some shares and against through some shares, hence the total will not tally.

Pradeep B. Kulkarni

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**PRADEEP B. KULKARNI**

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FCS 7260; CP No. 7835

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The Compliance with the relevant provisions of the Companies Act, 2013, the Rules there under and the order of the Hon'ble NCLT dated June 27, 2019, in relation to voting in person / through Postal Ballot or Remote E-Voting or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the Management.

My responsibility as a Scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render Scrutinizer's report, based on reports generated from the electronic voting platform provided by Karvy Fintech Private Limited, the physical counting of votes by way of Postal Ballots and voting by Ballot Papers at the venue of the meeting.

I am also enclosing the voting pattern as per regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as an Annexure.

**The Scheme of Arrangement has been approved by the members of the Company with requisite majority.**



Pradeep B. Kulkarni

**(Pradeep B. Kulkarni)**

F.C.S.-7260 : C.P. No. 7835

Scrutinizer appointed by the Hon'ble NCLT, Bengaluru Bench, Bengaluru  
(FCS 7260; CP No. 7835)

Place : Bengaluru

Date: August 10, 2019

**ANNEXURE**

Resolution No.	1	Requisite Majority for Approval of the Scheme of Arrangement between ABB India Limited and ABB Power Products and Systems India Limited and their respective shareholders and creditors.									
Resolution required: (Ordinary/ Special)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	158,931,281	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>158,931,281</b>	<b>100.0000</b>	<b>158,931,281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	
Public- Institutions	E-Voting		31,626,450	92.0297	31,626,450	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	34,365,476	0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>31,626,450</b>	<b>92.0297</b>	<b>31,626,450</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	
Public- Non-Institutions	E-Voting		1,070,700	5.7529	1,070,578	122	99.9886	0.0113	0	0	
	Poll		9,210	0.0495	9,208	2	99.9782	0.0217	1,428	0	
	Postal Ballot (if applicable)	18,611,618	96,128	0.5165	94,633	1,495	98.4447	1.5552	385	0	
	<b>Total</b>		<b>1,176,038</b>	<b>6.3189</b>	<b>1,174,419</b>	<b>1,619</b>	<b>99.8623</b>	<b>0.1377</b>	<b>1,813</b>	<b>0</b>	
<b>Total</b>		<b>211,908,375</b>	<b>191,733,769</b>	<b>90.4796</b>	<b>191,732,150</b>	<b>1,619</b>	<b>99.9992</b>	<b>0.0008</b>	<b>1,813</b>	<b>0</b>	

*Pradeep B. Kuikami*  
**Pradeep B. Kuikami**

**PRADEEP B. KULKARNI**

Annexure-D

No. 32/33, 1<sup>st</sup> & 2<sup>nd</sup> Floor, GNR Complex, 8<sup>th</sup> Cross, Wilson Garden, Bengaluru 560027

FCS 7260; CP No. 7835

**REPORT OF SCRUTINIZER – CONSOLIDATED**

August 10, 2019

To,

Prof. (Dr.) R. Venkata Rao

Chairman appointed by the Hon'ble National Company Law Tribunal, Bengaluru Bench (NCLT),  
for the Meeting of the Unsecured Creditors of ABB India Limited pursuant to Company  
Application CA(CAA) NO. 32/BB/19.

Dear Sir,

**Sub: Consolidated Report of Scrutinizer on the results of Voting by way of Postal  
Ballot and Voting at the venue, in pursuance of directions issued by the Bengaluru  
Bench of Hon'ble National Company Law Tribunal (NCLT)**

I, Pradeep B Kulkarni, Practicing Company Secretary had been appointed as the Scrutinizer  
for the meeting of Unsecured Creditor by the Hon'ble NCLT, Bengaluru Bench vide its Order  
dated June 27, 2019. I have scrutinized the voting process (Postal Ballot and voting at the  
venue by way of Ballot Paper) of the Hon'ble NCLT convened meeting of Unsecured Creditors  
of ABB India Limited held on Friday, August 09, 2019 at 2.00 P.M. at "Aura", Taj Yeshwantpur  
Bengaluru, 2275, Tumkur Road, Yeshwantpur, Bengaluru- 560022.

Notices were issued to the Unsecured Creditors whose names appeared in the List of  
Unsecured Creditors as on March 31, 2019.



Pradeep B. Kulkarni

F.C.S.-7260 : C.P. No. 7835

**PRADEEP B. KULKARNI**

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The Unsecured Creditors of the Company as on the cut-off date i.e. March 31, 2019, were allowed to vote by way of by way of Postal Ballot or by way of Ballot Paper at the venue at the NCLT convened Meeting.

As per the Order of the NCLT dated June 27, 2019, the quorum for the NCLT convened meeting of the Unsecured Creditors is 20 in person or through authorized representative.

The total number of Unsecured Creditors present at the NCLT convened meeting of the Unsecured Creditors of ABB India Limited were 141 (One Hundred and Forty-One) and the details of Unsecured Creditors present in person and by proxy or by their Authorised Representatives and the amount due to them are given below:

Sl. No.	Category of Unsecured Creditors present in person, or through representative or by proxy	In Numbers	Amount due to them as on March 31, 2019 (Rs.)
1	In person	NIL	NIL
2	Through representative	141	13,16,82,60,580
3	By Proxy	NIL	NIL
	<b>Total</b>	<b>141</b>	<b>13,16,82,60,580</b>

After the announcement was made by the Chairman appointed for the meeting, the Unsecured Creditors (present in person or through Representative) voted by Ballot Paper at the venue of the meeting.

Pradeep B. Kulkarni

**PRADEEP B. KULKARNI**

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FCS 7260; CP No. 7835

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I hereby submit my Report as under:

**A.** Details of Votes Cast (by way of Postal Ballot and by Ballot Paper at the venue of the meeting) with respect to the Resolution proposed in the Notice dated July 03, 2019 are given below:

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other rules, circulars and notifications made under the Companies Act, 2013 as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India (as amended) read with the observation letters issued by BSE Limited and the National Stock Exchange of India Limited both dated May 28, 2019, and relevant provisions of other applicable laws, the Memorandum of Association and Articles of Association of ABB India Limited, and subject to the approval of the Bengaluru Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Bengaluru Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of ABB India Limited (hereinafter referred to as the "**Board**", which term shall be



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deemed to mean and include one or more committee(s) constituted/to be constituted by the board of directors or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the scheme of arrangement between ABB India Limited, a public listed company, having its registered office at 21st Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka and ABB Power Products and Systems India Limited, a limited company, having its registered office at 21st Floor, World Trade Center, Brigade Gateway, No. 26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560055, Karnataka and their respective shareholders and creditors ("**Scheme**"), enclosed with this notice, be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Bengaluru Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder,



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creditor, Securities and Exchange Board of India, the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to ABB India Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.

<b>Particulars</b>		<b>No. of Unsecured Creditors</b>	<b>Value of Unsecured Creditors (Rs.)</b>
Votes Cast by way of Postal Ballot	<b>A</b>	519	6,62,31,96,274
Votes Cast by way of Ballot Paper at NCLT Convened Meeting venue	<b>B</b>	141	13,16,82,60,580
<b>Total Votes Cast (A+B)</b>	<b>C</b>	<b>660</b>	<b>19,79,14,56,854</b>
<b>Less: Rejection of Votes cast by way of Postal Ballot</b>	<b>D</b>	352	1,09,33,01,530
<b>Less: Rejection of Votes cast by way of Ballot Paper at NCLT Convened Meeting venue</b>	<b>E</b>	28	9,34,34,062
<b>Total Rejections (D+E)</b>	<b>F</b>	<b>380</b>	<b>1,18,67,35,592</b>
Valid votes cast by way of Postal ballot	<b>A-D</b>	167	5,52,98,94,744

  
Pradeep B. Kulkarni

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Valid Votes cast by way of Ballot Paper at NCLT Convened Meeting venue	<b>B-E</b>	113	13,07,48,26,518
<b>Total Valid Votes</b>	<b>C-F</b>	<b>280</b>	<b>18,60,47,21,262</b>

**B. Reasons for Rejections**

<b>Particulars</b>	<b>No. of Unsecured Creditors</b>	<b>Value of Unsecured Creditors (Rs.)</b>
Rejection of Votes cast by Postal Ballot	352	1,09,33,01,530
(i) No valid authorisation	334	1,08,22,96,620
(ii) No signature	2	55,11,361
(iii) Not voted	15	52,55,333
(iv) Voted for both 'For' and 'Against'	1	2,38,216
Rejection of Votes cast by way of Ballot Paper at the venue of the meeting	28	9,34,34,062
(i) No valid authorisation	24	8,41,29,753
(ii) Not Voted	4	93,04,309
<b>Total Rejections</b>	<b>380</b>	<b>1,18,67,35,592</b>



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**C. Total Number of votes in favour and / or against the Resolution:**

Particulars	Postal Ballot		Voting through Ballot Paper at the venue of the NCLT Convened meeting		Total	
	Number of Unsecured Creditors	Value of Unsecured Creditors	Number of Unsecured Creditors	Value of Unsecured Creditors	Number of Unsecured Creditors	Value of Unsecured Creditors
<b>Total Valid Votes</b>	167	5,52,98,94,744	113	13,07,48,26,518	280	18,60,47,21,262
<b>Total Votes cast in favor of the Resolution</b>	164	5,52,76,61,842	111	13,06,91,75,598	275	18,59,68,37,440
<b>Total Votes cast against the Resolution</b>	3	22,32,902	2	56,50,920	5	78,83,822
<b>Percentage (%) of persons / Votes cast in favor</b>	<b>98.2036</b>	<b>99.9596</b>	<b>98.2301</b>	<b>99.9568</b>	<b>98.2143</b>	<b>99.9576</b>
<b>Percentage (%) of persons / Votes cast against</b>	<b>1.7964</b>	<b>0.0404</b>	<b>1.7699</b>	<b>0.0432</b>	<b>1.7857</b>	<b>0.0424</b>

**Pradeep B. Kulkarni**

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The Compliance with the relevant provisions of the Companies Act, 2013, the Rules there under and the order of the Hon'ble NCLT dated June 27, 2019, in relation to voting in person or by proxy or by authorized representative through Postal Ballot or at the NCLT convened Meeting on the proposed resolution is the responsibility of the Management.

My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render the scrutinizer's report, based on information provided by the management of the ABB India Limited, the physical counting of votes by way of Postal Ballots and voting by Ballot Papers at the venue of the meeting.

I also like to record that I have received a letter dated July 26, 2019, from Directorate General of GST Intelligence, Vadodara Regional Unit, Vadodara with regard to payment of penalty under GST Act and requested to keep the demand in record and also consider the same in the meeting scheduled to be held on August 09, 2019. Accordingly, a copy of the said letter was provided to the Chairman of the meeting.

**The Scheme of Arrangement has been approved by the unsecured creditors of the Company with requisite majority.**



Pradeep B. Kulkarni

**(Pradeep B. Kulkarni)**

F.C.S.-7260 : C.P. No. 7835

Scrutinizer appointed by Hon'ble NCLT, Bengaluru Bench, Bengaluru

(FCS 7260; CP No. 7835)

Place : Bengaluru

Date: August 10, 2019