

Notice

NOTICE is hereby given that the SEVENTIETH ANNUAL GENERAL MEETING of the Members of ABB India Limited will be held on Friday, July 24, 2020 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, 2019, (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 ₹4.80/- per Equity Share of ₹2/- each for the Financial Year 2019.

Item No. 3 – Appointment of a Director

To appoint a Director in place of Mr. Jean-Christophe Deslarzes (DIN: 08064621), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Special Business:

Item No. 4 - Appointment of Mr. V K Viswanathan as non-executive independent director

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

"RESOLVED THAT pursuant to Section 161 (1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with Articles 137 and 144 of the Company's Articles of Association, Mr. V K Viswanathan (DIN: 01782934) who was, based on the recommendation of the Nomination and Remuneration Committee of the Board, appointed as an additional director on November 13, 2019 by the Board, to hold office upto the date of the next Annual General Meeting on July 24, 2020 and in respect of whom the Company received a notice in writing from a

member signifying his intention to propose him as a candidate for the office of Director, be appointed as an independent director of the Company pursuant to Section 149(6) and other applicable provisions of the Act for a term of 3 continuous years from November 13, 2019, he fulfilling the criteria for independence in terms of Section 149 (6) of the Act and being eligible for such appointment, Mr. V K Viswanathan not being liable to retire by rotation during the aforesaid term of his appointment as independent director."

Item No. 5 - Re-appointment of Mrs. Renu Sud Karnad as a non-executive independent director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulations 16(1)(b) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors and the Board of the Company, Mrs. Renu Sud Karnad (DIN: 00008064), whose existing term as an independent director is upto May 5, 2020 and being eligible, 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 re-appointed as an independent director of the Company to hold office as such for a second term of 3 (three) consecutive years with effect from May 6, 2020 and she shall not be liable to retire by rotation during the continuance of her second term."

Item No. 6 - Re-appointment of Mr. Darius E. Udawadia as a non-executive independent director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b), 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors and the Board of the Company, Mr. Darius E. Udawadia (DIN: 00009755), whose existing term as an independent director is upto May 5, 2020, having attained the age of 75 years and being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an independent director of the Company to continue to hold office for a second term of 3 (three) consecutive years with effect from May 6, 2020 and he shall not be liable to retire by rotation during the continuance of his second term."

Item No. 7 - Appointment of Mr. Morten Wierod as non-executive director

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

"RESOLVED THAT Mr. Morten Wierod (DIN: 08753868), who was appointed as a Director by the Board at its meeting held on June 19, 2020 pursuant to Section 161(4) 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 143 of the Company's Articles of Association to fill in the casual vacancy caused by the resignation of Mr. Tarak Mehta (DIN: 06995639) as a Director before the expiry of his term of office, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation; Mr. Wierod to hold office upto the date to which Mr. Tarak Mehta in whose place he is appointed would have held office if he had not resigned."

Item No. 8 - Approval of remuneration to the Cost Auditor of the Company for Financial Year 2020

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 ₹23,00,000/- (Rupees Twenty Three 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,

2020, 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: June 19, 2020

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

Notes:

1. This AGM is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 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 2019 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 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. 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 70th AGM, for information of the Members.
3. The Company has availed the services of KFin Technologies Private Limited, (KFintech) Registrar and Transfer Agent of the Company, as the authorised agency for conducting of the AGM through VC/OAVM

and 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 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 Companies Act, 2013, setting out the material facts concerning special business at Item Nos. 4 to 8 is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from July 18, 2020 to July 24, 2020 (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 Tuesday, July 28, 2020, 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 Friday, July 17, 2020 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 Friday, July 17, 2020.
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) 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, 2012 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, 2011, 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 KFin Technologies Private 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, 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.
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 all 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 or to the Company's designated/exclusive E-mail id: 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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 contract 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 on or before July 17, 2020. Further no tax shall be deducted on the dividend payable to a resident individual shareholders if the total amount of dividend to be received from the Company during the Financial Year 2020-21 does not exceed ₹5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Register 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 copy, if any, allotted by Indian Income Tax Authorities duly self attested by the member
- Copy of Tax Residency Certificate [TRC] for the FY2020-21 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 on or before July 17, 2020. 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 rates mentioned in 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 Friday, July 24, 2020 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.
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. 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 July 21, 2020 to July 22, 2020. 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 before 5.00 PM on Wednesday July 22, 2020. 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. 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.
- vii. 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.

viii. Members who need assistance before or during the AGM may contact Ms. C Shobha Anand, Deputy General Manager, KFin Technologies Private Limited Tel +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an E-mail request to shobha.anand@kfintech.com or 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 Private Limited (KFinTech) on all resolutions set forth in this Notice.
- 2 The remote e-voting period commences at 9.00 a.m. IST on Tuesday, July 21, 2020 and ends at 5.00 p.m. IST on Thursday July 23, 2020. 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., Friday, July 17, 2020, 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.
- 3 Instructions for Remote E-voting are as under:
 - 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 EVEN number 5330 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 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, E-mail 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., to attend the AGM through VC / OAVM on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail cs.skannan@gmail.com

with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "ABB India Limited 70th Annual General Meeting."

4 Instructions for Members for Voting during the AGM:

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

25. Procedure for registering the E-mail addresses and obtaining the AGM Notice, Annual Report and e-voting user ID and password by the Members whose E-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with KFinTech (in case of Members holding shares in physical form)

- I. Those Members who have not yet registered their E-mail addresses are requested to get their E-mail addresses registered by following the procedure given below:
 - a) Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
 - b) Members holding shares in physical form may register their E-mail address and mobile number with Company's Registrar and Transfer Agents, KFin Technologies Private Limited by sending an E-mail request at the E-mail ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the E-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.

- II. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of E-mail addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their E-mail address to the Depository Participant or KFintech are required to provide their E-mail address to KFintech, on or before 5:00 p.m. (IST) on July 17, 2020.
 - a) Visit the link: https://ris.kfintech.com/email_registration/
 - b) Select the Company name viz. ABB India Limited
 - c) Enter the DP ID & Client ID / Physical Folio Number
 - d) Enter the PAN details
 - e) Enter your E-mail address and Mobile Number
 - f) The system will then confirm the E-mail address for receiving this AGM Notice.
 - III. After successful registration of E-mail address, KFintech will send by E-mail, the AGM Notice, Annual Report and e-voting user ID and password to the Members.
26. 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 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) the 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.
27. Other Instructions:
- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call KFintech on 040-67162222 and Toll Free No. 1800 3454 001.
 - ii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date, i.e. Friday, July 17, 2020 may obtain the login ID and password by sending a request at evoting@karvy.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.karvy.com> or call KFintech on 1800 3454 001 / 040-67162222.
 - 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. Friday, July 17, 2020.
 - 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 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.
 - 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 and on the KFintech’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.
 - 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 Section 102 of the Companies Act, 2013

Item No. 4 Mr. V K Viswanathan:

The Board at its meeting held on November 13, 2019, based on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Viswanathan as an Additional Director under independent director category, for a term of 3 continuous years from November 13, 2019.

The Company has received a notice in writing from a member signifying his intention to propose the appointment of Mr. Viswanathan as a Director.

In the opinion of the Board, Mr. Viswanathan fulfils the eligibility criteria for an independent director in terms of Section 149 (6) of the Act and all other eligibility requirements under the applicable provisions of the Act. Mr. Viswanathan has also conveyed his written consent in the prescribed form to the above appointment.

The aforesaid appointment of Mr. Viswanathan as independent director is subject to the approval of the members at the forthcoming Annual General Meeting on July 24, 2020. Hence, the resolution at Item 4 of the Notice.

The Board considers Mr. Viswanathan's appointment as Director under independent category to be in the best interests of the Company having regard to his valuable experience and his track record and capabilities. It hence recommends the same for approval of the members.

The draft letter setting out his remuneration and the other terms of his appointment as independent director is available for electronic inspection between 11 am and 1 pm on any working day of the Company up to the date of the Annual General Meeting on July 24, 2020. Members seeking to inspect can send an E-mail to investor.helpdesk@in.abb.com

Mr. Viswanathan is interested in the resolution at Item 4 of the Notice since it relates to his appointment. No other Director or Key Managerial Personnel and / or their relatives are interested financially or otherwise in the said resolution.

Relevant details of Mr. Viswanathan are provided in the Annexure.

Item No. 5 Mrs. Renu Sud Karnad:

In terms of Section 149 of the Companies Act, 2013, the members had at the Sixty Fifth Annual General Meeting of the Company held on May 6, 2015 appointed Mrs. Renu Sud Karnad (DIN: 00008064), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from May 6, 2015. Accordingly, the earlier term of Mrs. Renu Sud Karnad had expired on May 5, 2020.

In terms of Section 149 of the Companies Act, 2013, Mrs. Renu Sud Karnad is eligible for being re-appointed as an independent director for another term of 3 (three) consecutive years effective May 6, 2020. The Company has received a notice in writing from a member proposing her re-appointment as an independent director of the Company for another term of 3 (three) consecutive years effective May 6, 2020.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 12, 2020, has re-appointed Mrs. Renu Sud Karnad, as Director (Non-executive Independent) on the Board of the Company for a further period of 3 (three) consecutive years effective May 6, 2020. The Company has received a declaration that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Renu Sud Karnad fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as an independent director of the Company.

Mrs. Renu Sud Karnad is a distinguished business leader having more than 33 years of experience in the Indian Financial Market. She serves on few reputed public and private companies. Considering her vast experience and knowledge, the Board considers her continued association with the Company to be of immense benefit to the Company. The Board, therefore, recommends the resolution as set out in Item No. 5 of the Notice for approval of members by means of a Special Resolution.

There-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mrs. Renu Sud Karnad. She has attended most of the Meetings of Board and Committees of which she is Chairperson or Member during her tenure as an Independent Director. Her performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. She has been evaluated and rated favorably in her performance evaluation by other Directors.

Other than Mrs. Renu Sud Karnad who is interested in the Special Resolution at Item No.5 since it relates to her, none of the other Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are interested, financially or otherwise, in the said Special Resolution.

Relevant details of Mrs. Renu Sud Karnad are provided in the Annexure.

Item No. 6 Mr Darius E. Udwardia:

In terms of Section 149 of the Companies Act, 2013, the Members had at the Sixty Fifth Annual General Meeting of the Company held on May 6, 2015 appointed Mr. Darius E. Udwardia (DIN: 00009755), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from May 6, 2015. Accordingly, the earlier term of Mr. Udwardia had expired on May 5, 2020. Further during February 2019, pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members approved by a Special Resolution for continuation of Mr. Udwardia, who attained the age of 75 years, as a non-executive Independent Director of the Company until the remainder of his earlier term.

In terms of Section 149 of the Companies Act, 2013, Mr. Udwardia is eligible for being re-appointed as an Independent Director. The Company has received a notice in writing from a member proposing his appointment as an independent director of the Company for another term of 3 (three) consecutive years effective May 6, 2020.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 12, 2020, has re-appointed Mr. Udwardia, as Director (Non-Executive Independent) on the Board of the Company for a further period of 3 (three) consecutive years effective May 6, 2020. The Company has received a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Udwardia fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an independent director of the Company.

Mr. Udwardia is a Solicitor and Advocate of the Bombay High Court. He is also a Solicitor of the Supreme Court of England. He has over 53 years' experience in, inter alia, corporate law, mergers, acquisitions and take-overs, corporate restructuring, joint ventures and foreign collaborations, project finance, real estate and conveyancing. He also actively assists the Company in implementing the best corporate governance practices. He serves on the Board of few reputed public and private companies. He has been regular in attendance the meetings of the Board and its Committees and participates proactively in their deliberations. Considering his vast experience and knowledge, the Board considers his continued association with the Company to be of immense benefit to the Company. The Board, therefore, recommends the resolution as set out in Item No. 6 of the Notice for approval of members by means of a Special Resolution.

Based on his performance evaluation and as per the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act and rules framed thereunder and the Listing Regulations, the Board is of the opinion that, considering the expertise in specific functional areas, background and contributions made by him and the independence of judgement he brings to bear on the Board's deliberations, the continued association of Mr. Udwardia as Independent Director would be beneficial to the Company and therefore, it is desirable to continue his directorship. Hence, it is proposed to re-appoint Mr. Udwardia as an independent director for a second term of 3 (three) consecutive years from May 6, 2020.

Other than Mr. Udwardia who is interested in the Special Resolution at Item No.6 since it relates to him, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are interested, financially or otherwise, in the said Special Resolution.

Relevant details of Mr. Udwardia are provided in the Annexure.

Item No. 7 Mr. Morten Wierod:

Following the resignation of Mr. Tarak Mehta as a Director effective June 19, 2020, the Board of Directors, at its meeting held on June 19, 2020, appointed Mr. Morten Wierod (DIN: 08753868) as a Director, liable to retire by rotation, pursuant to Section 161(4) 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 143 of the Articles of Association of the Company, to fill in the casual vacancy caused by Mr. Mehta's resignation before the expiry of his term of office. In terms of Section 161(4) of the Act, appointment of Mr. Wierod required to be approved by the Members in this Annual General Meeting and if approved, he will hold office only up to the date up to which Mr. Tarak Mehta would have held office, had he not resigned, i.e., upto the 71st Annual General Meeting of the Company.

The Board considers that the association of Mr. Wierod as a Director of the Company will be beneficial to and in the interest of the Company.

The Directors recommend the passing of the resolution set out at Item No.7 of the accompanying Notice.

Mr. Wierod is concerned or interested in the resolution since it relates to his 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 resolution.

Relevant details of Mr. Wierod are provided in the Annexure.

Item No. 8 Cost Auditors – approval of remuneration:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on February 12, 2020, 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, 2020.

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.8 of the Notice to the payment of remuneration amounting to ₹23,00,000/- (Rupees Twenty Three lakh only) per annum plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending December 31, 2020. 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

B Gururaj
Company Secretary
FCS-2631

Place: Bengaluru
Date: June 19, 2020

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 DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015]

1. Jean-Christophe Deslarzes

Name of the Director	Jean-Christophe Deslarzes	
Date of Birth / Age	12.11.1963/56 years	
Date of Appointment on the Board	08.02.2018	
Qualification	Master's degree in Law from the University of Fribourg, Switzerland.	
Brief profile and nature of their expertise in specific functional areas	<p>Mr. Jean-Christophe a Swiss citizen. He was the Chief Human Resources Officer and member of the Executive Committee of ABB Limited, Switzerland. Mr. Deslarzes began his career in 1991 as a tax and legal consultant at Arthur Andersen in Geneva, Switzerland.</p> <p>From 1994 to 2010, he worked at Rio Tinto and its predecessor companies, Alcan and Alusuisse, in human resources and management roles in Europe and Canada, including as Senior Vice President, Human Resources and member of the Executive Committee of Alcan Group as well as President and CEO, Downstream Aluminium Businesses, Rio Tinto, based in Montreal.</p> <p>From 2010 to 2013 he served as Chief Human Resources and Organization Officer and member of the Executive Board at Carrefour Group, based in Paris.</p>	
Details of remuneration sought to be paid	Not applicable	
Shareholding in the Company	Nil	
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 2019 he has attended 9 Board meetings.	
Directorships, Memberships / Chairmanships of Committees of other Boards.	Directorships Adecco Group ABB Itra	Committee Membership/ Chairmanship Governance and Nomination Committee - Member Compensation Committee - Chairman -

2. Mr. V K Viswanathan

Name of the Director	V K Viswanathan	
Director Identification Number (DIN)	01782934	
Date of Birth / Age	20.11.1950 / 69 years	
Date of Appointment on the Board	13.11.2019	
Qualification	Commerce Graduate from Madras University and Chartered Accountant from the Institute of Chartered Accountants of India	
Brief profile and nature of their expertise in specific functional areas	<p>Mr. Viswanathan has more than 38 years of experience in Commercial, Finance, IT, HR matters. He was associated with the reputed Companies, Robert Bosch, Hindustan Unilever Ltd, Tata Consultancy Services. He was the President and Country Head of Bosch Group in India and Managing Director of Bosch Limited. After superannuation he was the Chairman of the Board of Directors of Bosch Limited.</p>	
Details of remuneration sought to be paid	Sitting fees for attending the Board and its Committee meetings. Profit sharing commission.	
Shareholding in the Company	Nil	
Key terms and conditions of appointment	He is a Non-Executive Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, (including Schedule IV thereto) 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	Post his appointment i.e. November 13, 2019 he has attended all Board meetings (two meetings).	
Directorships, Memberships / Chairmanships of committees of other Boards	Directorships	Committee Membership/ Chairmanship
	Bharti Airtel Limited	Audit Committee – Chairman
	HDFC Life Insurance Company Limited	Audit Committee – Chairman Nomination and Remuneration – Member
	Magma HDI General Insurance Company Limited	Audit Committee – Chairman Nomination and Remuneration – Member
	TransUnion CIBIL Limited	Audit Committee – Chairman Nomination and Remuneration – Member
	KSB Limited (formerly KSB Pumps Limited)	Audit Committee – Member
	Magma FinCorp Limited	Audit Committee – Member Nomination and Remuneration – Chairman
	United Spirits Limited	Audit Committee – Chairman Nomination and Remuneration – Member

3. Mrs. Renu Sud Karnad

Name of the Director	Renu Sud Karnad	
Director Identification Number (DIN)	00008064	
Date of Birth / Age	03.09.1952 / 67 years	
Date of Appointment on the Board	09.08.2013	
Qualification	Master in Arts, Economics, University of Delhi and Bachelor of Law, University of Mumbai	
Brief profile and nature of their expertise in specific functional areas	<p>Mrs. Renu Sud Karnad is the Managing Director of Housing Development Finance Corporation Limited and is a distinguished business leader with 34 years of experience in the Indian Financial Sector with a strong and influential network with the corporate sector and various regulatory bodies. She also has a strong working knowledge of the Indian infrastructure sector and regulatory environment.</p> <p>She has won the recognition for being one of most influential and outstanding woman business leaders in India by both Indian and International associations and media like Wall Street Journal and Verve. She is a Parvin Fellow - Woodrow Wilson School of International Affairs, Princeton University, U.S.A. She is also a member BTS Investment Advisory Committee advising the Swiss Tech fund set up by the Government of Switzerland.</p>	
Current remuneration (last drawn remuneration)	Sitting fees for attending the Board and its Committee meetings. Profit sharing commission.	
Details of remuneration sought to be paid	Sitting fees for attending the Board and its Committee meetings. Profit sharing commission.	
Shareholding in the Company	NIL	
Key terms and conditions of appointment	She is a Non-Executive Independent director of the Company. She is required to comply with the applicable provisions of the Companies Act, (including Schedule IV thereto) 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	During the Financial Year 2019 she has attended 9 Board meetings.	
Directorships, Memberships / Chairmanships of committees of other Boards	Directorships	Committee Membership/ Chairmanship
	Housing Development Finance Corporation Ltd.	CSR – Member Risk – Member
	HDFC Asset Management Co. Ltd.	SRC – Chairperson Risk – Member
	HDFC Ergo General Insurance Co. Ltd.	NRC – Member CSR – Member Risk – Member
	HDFC Life Insurance Co. Ltd.	Audit – Member NRC – Member Risk – Chairperson
	HT Parekh Foundation - Sec 8 company	Audit – Member

	HDFC Bank Limited	-
	Bangalore International Airport Limited	Audit – Chairperson NRC – Chairperson CSR – Member
	GlaxoSmithKline Pharmaceuticals Limited	Audit – Member NRC – Member SRC – Chairperson Risk – Member
	Unitech Limited	-

4. Mr. Darius E. Udwadia:

Name of the Director	Darius E. Udwadia	
Director Identification Number (DIN)	00009755	
Date of Birth / Age	27.09.1939 / 80 years	
Date of Appointment on the Board	21.07.2005	
Qualification	M.A, LL B.	
Brief profile and nature of their expertise in specific functional areas	Mr. Darius E. Udwadia is a Solicitor and Advocate of the Bombay High Court and a Solicitor of the Supreme Court of England. He was a partner of Crawford Bayley & Co., Solicitors & Advocates, Mumbai for 21 years. He was a founder partner of M/s. Udwadia & Udeshi, Solicitors and Advocates, Mumbai, from July 1997. In 2012, the firm was enlarged and reconstituted as Udwadia Udeshi & Argus Partners where he was a Senior Partner. Mr. Udwadia set up a new firm “Udwadia & Co” in 2015 of which he is the Sole Proprietor. Mr. Udwadia has spent over 53 years in active law practice and has vast experience in corporate law, mergers, acquisitions and takeovers, corporate restructuring, foreign collaborations, project and infrastructure finance, intellectual property, international loans and finance - related transactions and instruments, mutual funds, real estate and conveyancing.	
Current remuneration (last drawn remuneration)	Sitting fees for attending the Board and its Committee meetings. Profit sharing commission.	
Details of remuneration sought to be paid	Sitting fees for attending the Board and its Committee meetings. Profit sharing commission.	
Shareholding in the Company	3500 equity shares	
Key terms and conditions of appointment	He is a Non-Executive Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, (including Schedule IV thereto) 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 2019 he has attended 8 Board meetings.	
Directorships, Memberships / Chairmanships of committees of other Boards	Directorships	Committee Membership/ Chairmanship
	JM Financial Limited	Audit – Member NRC – Member
	JM Financial Credit Solutions Limited	Audit – Member NRC – Chairperson CSR – Member
	Concast (India) Limited	CSR – Chairperson
	Conservation Corporation of India Pvt Ltd	-
	Habasis India Private Limited	CSR – Member
	Quantum Advisors Pvt. Ltd.	Audit – Chairperson NRC – Chairperson
	Rossi Gearmotors (India) Pvt. Ltd.	-
	Kamal Udwadia Foundation	-

5. Mr. Morten Wierod

Name of the Director	Morten Wierod	
Director Identification Number (DIN)	08753868	
Date of Birth / Age	30.4.1972 / 47 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. Morten Wierod is currently 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 20 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	Not applicable. He was appointed as Director on June 19, 2020.	
Directorships, Memberships / Chairmanships of committees of other Boards	Directorships	Committee Membership/ Chairmanship
	PT ABB Sakti Industri, Jakarta, Indonesia	-
	ABB Beijing Drive Systems Co., Ltd. / Beijing, CN	-

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.