



REF:INABB:AGM:2019:AGM-COMPL:

May 8, 2019

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001  
**DCS – CRD**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E).  
Mumbai 400 051  
**Attn.: Manager, Listing Dept.**

National Securities Depository Limited  
Trade World, Kamala Mill Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013

Central Depository Services (India) Limited  
28th Floor, P.J.Towers  
Dalal Street, Fort  
Mumbai 400 001

Dear Sirs,

Sub: 69<sup>th</sup> Annual General Meeting – 08.05.2019 and voting results.  
Ref: Scrip Code: **EQ: 500002 / ABB**  
ISIN: **EQ: INE117A01022 /**

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With regard to the above subject, please find enclosed the following:

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II**.
- (3) Report of Scrutinizer dated May 8, 2019, pursuant to the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014.
- (4) Annual Report for the financial year 2018 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the Members as per the provisions of the Companies Act, 2013.
- (5) Copy of the Addendum to the 69<sup>th</sup> AGM Notice, dated April 30, 2019.

Please take the above on record.

Thanking you

Yours faithfully  
For ABB India Limited

  
B. Gururaj  
General Counsel & Company Secretary  
FCS 2631

Encl: as above

## Annexure - I

### Summary of Proceedings of 69<sup>th</sup> Annual General Meeting held on May 8, 2019

As required under item 13 of Part A in Schedule III of Regulation 30 of Listing Regulations, we furnish below the summary of proceedings of 69<sup>th</sup> Annual General Meeting of the Company held on May 8, 2019 at Bengaluru:

Item No.	Particulars	Resolution required	Mode of Voting	Remarks
1.	Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2018, Reports of the Directors and the Auditors thereon.	Ordinary Resolution	By Remote E-voting, Postal Ballot and Poll at AGM	Passed with requisite Majority.
2.	Declaration of Dividend.	Ordinary Resolution	By Remote E-voting, Postal Ballot and Poll at AGM	Passed with requisite Majority.
3.	Appointment of Mr. Tarak Mehta as a Director.	Ordinary Resolution	By Remote E-voting, Postal Ballot and Poll at AGM	Passed with requisite Majority.
4.	Approve the Material Related Party Transaction.	Ordinary Resolution	By Remote E-voting, Postal Ballot and Poll at AGM	Passed with requisite Majority.
5.	Approval of remuneration to the Cost Auditor of the Company for Financial Year 2019.	Ordinary Resolution	By Remote E-voting, Postal Ballot and Poll at AGM	Passed with requisite Majority.

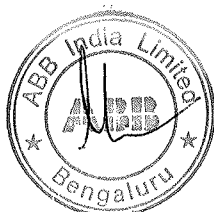
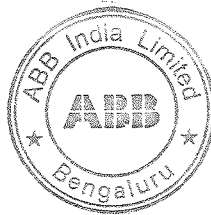


	ABB INDIA LIMITED
<b>Date of the AGM/EGM</b>	08-05-2019
<b>Total number of shareholders on record date</b>	64476

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend							
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
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		158,931,281	100.0000	158,931,281	0	100.0000	0.0000

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director							
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
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<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>
Public- Institutions	E-Voting	34,416,946	31,108,133	90.3861	30,624,981	483,152	98.4468	1.5531
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31,108,133</b>	<b>90.3861</b>	<b>30,624,981</b>	<b>483,152</b>	<b>98.4469</b>	<b>1.5531</b>
Public- Non Institutions	E-Voting	18,560,148	908,556	4.8952	907,806	750	99.9174	0.0825
	Poll		15,897	0.0857	15,847	50	99.6854	0.3145
	Postal Ballot (if applicable)		69,607	0.3750	69,584	23	99.9669	0.0330
	<b>Total</b>		<b>994,060</b>	<b>5.3559</b>	<b>993,237</b>	<b>823</b>	<b>99.9172</b>	<b>0.0828</b>
<b>Total</b>		<b>211,908,375</b>	<b>191,033,474</b>	<b>90.1491</b>	<b>190,549,499</b>	<b>483,975</b>	<b>99.7467</b>	<b>0.2533</b>

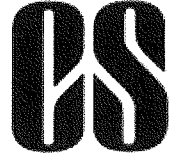


Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Approve the Material Related Party Transaction							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled 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
Promoter and Promoter Group	E-Voting	158,931,281	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	34,416,946	31,206,791	90.6727	26,932,521	4,274,270	86.3033	13.6966
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000

Resolution No.	5
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration to the Cost Auditor of the Company for Financial Year 2019



**CS S KANNAN**  
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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014 amended as on date]

To,

**Chairman / Authorised Persons**  
**ABB India Limited (CIN L32202KA1949PLC032923)**  
**21<sup>st</sup> Floor, World Trade Center**  
**Brigade Gateway, Dr. Rajkumar Road**  
**Bangalore - 560 055.**

Dear Sir,

I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer for the purpose of Scrutinizing the poll conducted through e-voting, postal ballot and by poll at the Annual General Meeting (AGM) for Ordinary and Special Businesses proposed in the Notice dated 1<sup>st</sup> March 2019 convening the 69<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 8<sup>th</sup> May 2019 at "Aura", Taj Yeshwantpur, Bengaluru at 2275, Tumkur Road, Yeshwantpur, Bengaluru - 560022 at 11.00 A.M., sent to the shareholders of the Company, submit my report as under:

1. 4<sup>th</sup> April 2019 onwards physical copy of the Annual Report was sent by Speed Post/Registered Post to 18,688 shareholders to whom opportunity to participate in the poll through postal ballot was provided.
2. On 8<sup>th</sup> April 2019 the Company had sent the Annual Reports to 48,805 shareholders through e-mail.
3. On 30<sup>th</sup> April 2019 Company had emailed an Addendum to the original Notice to 48,805 shareholders with regard to the Agenda Item No.4 listed in the Notice dated 1<sup>st</sup> March 2019.
4. Company had communicated the details of the Addendum to the Notice to BSE and NSE on 30<sup>th</sup> April 2019.
5. On 2<sup>nd</sup> May 2019 physical copy of the Addendum to the original Notice was sent to 17,991 Shareholders by Courier.
6. Company also released an advertisement in the all India editions of the Financial Express and in Vijaya Karnataka, a local Kannada News Paper dated 3<sup>rd</sup> May 2019.

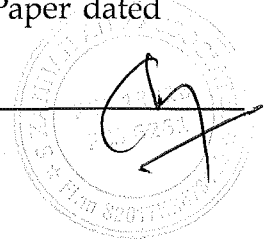
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**S KANNAN AND ASSOCIATES**

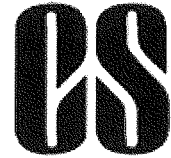
Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040  
Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannanacs.in](mailto:kannans@kannanacs.in), Mobile : 98450 58441, [www.kannanacs.in](http://www.kannanacs.in)







7. The remote e-voting commenced from Saturday, 4<sup>th</sup> May 2019 at 9.00 AM and concluded at 5.00 PM on Tuesday 7<sup>th</sup> May, 2019.
8. 158 shareholders have casted their votes thro remote e-voting system and 153 shareholders have casted their votes through postal ballot.
9. After the announcement on polling at the AGM, 2 (two) empty ballot boxes were duly locked by me and kept for polling with due identification marks.
10. The locked ballot boxes were subsequently opened by me.
11. 256 shareholders were present at the AGM, amongst them, 128 shareholders casted their votes by ballot.
12. The votes casted through Postal Ballot and at the meeting were counted at first instance; thereafter electronic voting was taken up for counting.
13. The poll papers were diligently scrutinized and were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
14. The Poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
15. The results of the Poll are as under:

**Res. No.1 : Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.**

E-VOTING		Postal Ballot		Poll at AGM		Total		Result
For	Against	For	Against	For	Against	For	Against	
190914992	82951	69594	13	15897	0	191000483	82964	Passed with requisite majority

**Res. No. 2 : Declaration of Dividend**

E-VOTING		Postal Ballot		Poll at AGM		Total		Result
For	Against	For	Against	For	Against	For	Against	
190964269	82951	69594	13	15872	25	191049735	82989	Passed with requisite majority

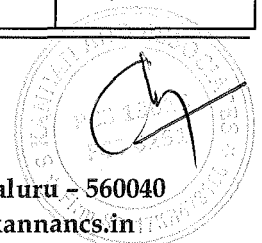
**S KANNAN AND ASSOCIATES**

Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)





**Res. No. 3 : Appointment of a Director in place of Mr. Tarak Mehta (DIN06995639) who retires by rotation and being eligible offers himself for re-appointment.**

E-VOTING		Postal Ballot		Poll at AGM		Total		Result
For	Against	For	Against	For	Against	For	Against	
190464068	483902	69584	23	15847	50	190549499	483975	Passed with requisite majority

**SPECIAL BUSINESS - Ordinary Resolution.**

**Res. No. 4 : To approve the Material Related Party Transaction.**

E-VOTING		Postal Ballot		Poll at AGM		Total		Result
For	Against	For	Against	For	Against	For	Against	
27757287	4308060	69558	49	15896	1	27842741	4308110	Passed with requisite majority

Note: Promoters abstained from voting for this resolution being a related party.

**SPECIAL BUSINESS - Ordinary Resolution.**

**Res. No. 5 : Approval of remuneration to Cost Auditor of the Company for Financial Year 2019.**

E-VOTING		Postal Ballot		Poll at AGM		Total		Result
For	Against	For	Against	For	Against	For	Against	
190962709	84511	69584	23	14307	1590	191046600	86124	Passed with requisite majority

For your information, details of the polling done through remote e-voting, postal ballot and polling done by members present at the AGM are given in **Annexure A**.

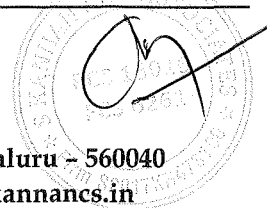
**S KANNAN AND ASSOCIATES**

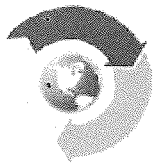
Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

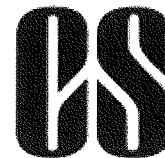
13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)



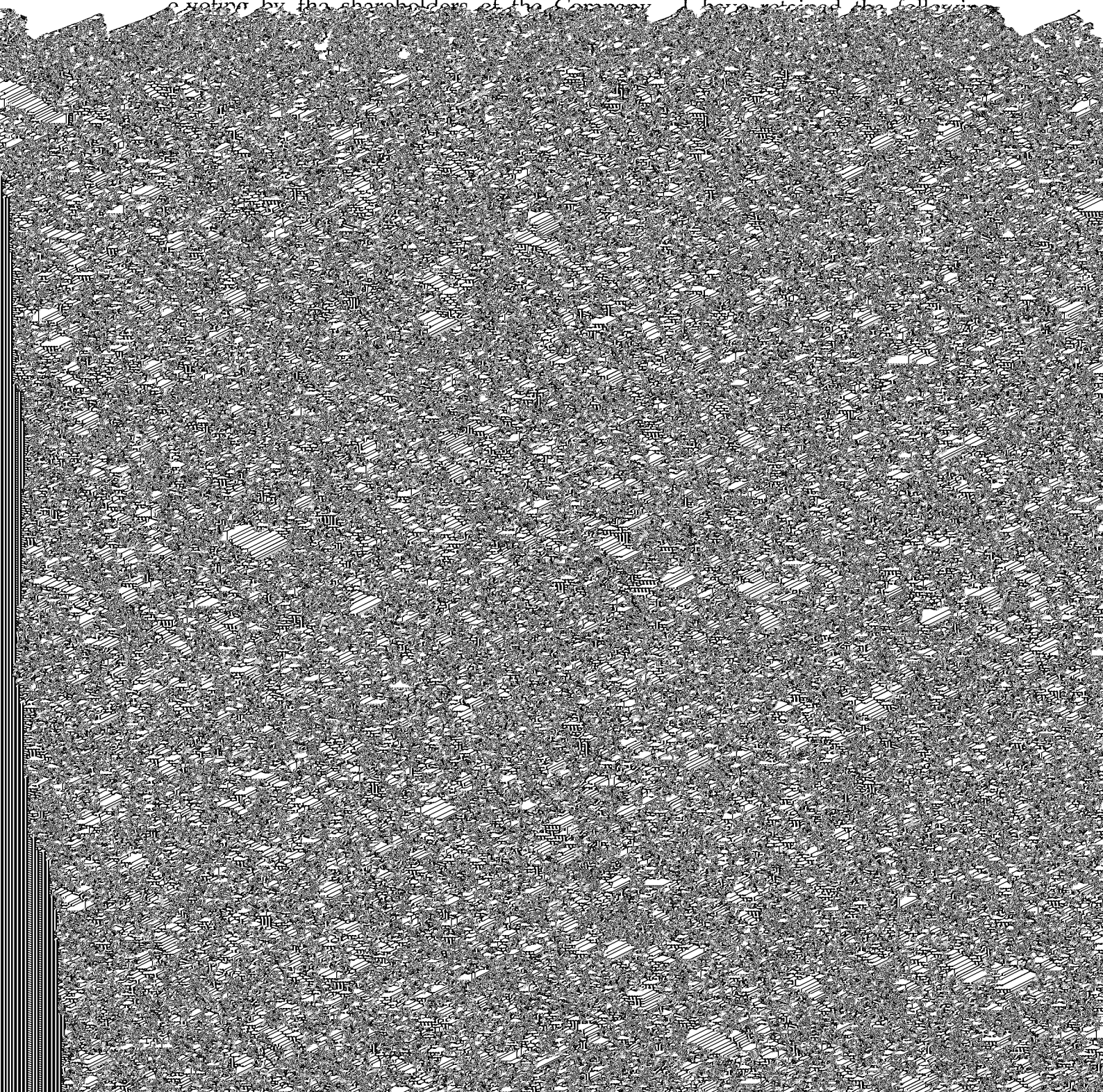


**CS S KANNAN**  
*Complete Compliance*



On reckoning the voting of the shareholders of the Company, I report that all the resolutions as set out in the Notice dated 1<sup>st</sup> March 2019 read with the Addendum to Notice dated 30<sup>th</sup> April 2019 have been passed with the requisite majority. You are hereby advised to put up the results on your web site and also that of your Registrar and Share Transfer Agent and inform the Stock Exchanges accordingly.

I confirm that I am maintaining the registers received from your Registrar and Share Transfer Agent electronically, in respect of the votes cast through remote voting by the shareholders of the Company. I have retained the following



ANNEXURE - A

ABB INDIA LIMITED

Details of E-Voting, Postal Ballot & Physical Poll - 69th AGM held on 8th May 2019



**ABB India Limited**

CIN: L32202KA1949PLC032923

Registered Office: 21st Floor, World Trade Center, Brigade Gateway  
No.26/1, Dr. Rajkumar Road, Malleshwaram West, Bengaluru – 560 055  
Phone: +91 (80) 22949150 - 22949153; Fax: +91 (80) 22949148  
Website: www.abb.co.in, E-mail: investor.helpdesk@in.abb.com

**ADDENDUM TO THE NOTICE OF THE  
69th ANNUAL GENERAL MEETING**

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Secretary of the Company be and are hereby severally authorized to do all acts, deeds and take

**ADDENDUM TO THE STATEMENT OF  
MATERIAL FACTS FOR THE AMENDED  
RESOLUTION**

The Board of Directors recommend the proposed amended Ordinary Resolution as set out in the Addendum to the Notice of the AGM for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested