

Notice to the Members

NOTICE is hereby given that the SIXTY FOURTH ANNUAL GENERAL MEETING of the Members of **ABB India Limited** will be held at “**Grand Ball Room**”, **Second floor, Sheraton Bangalore Hotel at Brigade Gateway**, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055, **on Monday, May 5, 2014** at 11.00 A.M. (IST) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at December 31, 2013 and the Audited statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Gary Steel, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-election.

Special Business:

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mrs. Renu Sud Karnad, who was appointed as an Additional Director by the Board of Directors of the Company, pursuant to Section 260 of the Companies Act, 1956 and Article 152 of the Articles of Association of the Company and who holds office upto the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Vadodara, February 18, 2014

Registered Office:
2nd Floor, East Wing
Khanija Bhavan
49, Race Course Road
Bengaluru – 560 001

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION.
2. The Explanatory Statement pursuant to **Section 102** of the Companies Act, 2013, setting out the material facts in respect of special business under Item No. 4 & 5 are annexed hereto.
3. Members attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **April 29, 2014 to May 5, 2014** (both days inclusive) for the purpose of payment of dividend.
5. The dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on **May 5, 2014**, 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 **April 28, 2014** 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 **April 28, 2014**.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company’s Unpaid Dividend Account, shall be transferred, under Section 205A of the Companies Act, 1956, to the Investor Education and Protection Fund, established under Section 205C of the said Act.
7. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2006 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 the Investor Education and Protection Fund 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, 2005, have been transferred to the Investor Education and Protection Fund.
8. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered addresses, either to the Company’s Registrar and Share Transfer Agents, viz. Karvy Computershare Private Limited, Unit: ABB India Limited, 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, or to their respective Depository Participant (“DP”) in case the shares are held in dematerialised form.

9. Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company's Registrar and Share Transfer Agents which will be made available on request and in case of shares held in dematerialised form, the nomination has to be lodged with their DP. Members holding shares in the dematerialized form may contact their DP for recording nomination in respect of their equity shares.
10. 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.
11. As required under Clause 49 (IV) (G) of the Listing Agreement of the Stock Exchanges, the relevant details of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
12. Shareholders, intending to require information about the Financial Accounts to be explained at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.
13. Members are requested to attend the meeting along with the copy of the Annual Report, already received by them.
14. The Company has designated an exclusive e-mail id viz investor.helpdesk@in.abb.com to enable investors to register their complaints/ queries, if any.
15. Attention of the Members is drawn to the fact that wherever provisions of the new Companies Act, 2013 have already come into force, the Company has adopted the same and reference of those Sections have been made accordingly.

Annexure to Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 4

M/s. S.R. BATLIBOI & CO. LLP, Chartered Accountants, having ICAI Firm registration number 301003E, the retiring Auditors of the Company, have conveyed their inability to seek re-appointment as the statutory auditors of the Company. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting on February 18, 2014 appointed,

subject to the approval of the members at the forthcoming Annual General Meeting, M/s. S.R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, an affiliate of the retiring auditors, as the statutory auditors of the Company. M/s. S.R. BATLIBOI & ASSOCIATES LLP have conveyed their willingness to be appointed as the statutory auditors of the Company and confirmed that their appointment, if made, would be within the limits prescribed in Section 224(1B) of the Companies Act, 1956. If appointed by the members at the forthcoming Annual General Meeting, M/s. S.R. BATLIBOI & ASSOCIATES LLP will hold office from the conclusion of the ensuing Annual General Meeting up to the conclusion of the next following Annual General Meeting.

Item No.5

Mrs. Renu Sud Karnad was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on August 9, 2013, pursuant to Section 260 of the Companies Act, 1956 and Article 152 of the Articles of Association of the Company. Accordingly, Mrs. Karnad holds office as a Director upto the date of the ensuing Annual General Meeting of the Company and is eligible for re-appointment as a Director. Her retirement and eligibility for re-appointment is also in line with Section 161 of the new Companies Act, 2013.

The Company has received notice, along with the deposit as prescribed in the Companies Act, 1956 from a member, proposing the candidature of Mrs. Karnad, for the office of Director.

The Board of Directors of the Company considers Mrs. Karnad's association as a Director will be beneficial and in the interest of the Company. The Directors recommend the ordinary resolution for your approval.

Mrs. Karnad is interested to the extent of receipt of commission and sitting fees payable to her.

Other than Mrs. Karnad, none of the directors nor key managerial personnel of the Company nor their relatives are, in any way, concerned or interested in the proposed Resolution.

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Vadodara, February 18, 2014

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