

ABB India Limited

CIN: L32202KA1949PLC032923

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

Ph: 080-22949150 to 22949153, Fax: 080-22949148

E-mail: investor.helpdesk@in.abb.com; Website: www.abb.co.in

NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modification or re-enactment thereof for the time being in force], for seeking the consent of the Members of ABB India Limited (“the Company”) and to pass the following Special Resolution for and in relation to the Issue of Unsecured Redeemable Non-Convertible Debentures on Private Placement basis, to investors including foreign portfolio investors under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 for an aggregate amount not exceeding ₹ 600 Crore.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating the material facts and the reasons thereof are appended. The Postal Ballot Form along with instructions for Ballot / e-voting, is enclosed for your consideration.

The Board of Directors of the Company at their meeting held on July 2, 2015 have appointed Mr. S Kannan, (Membership No. FCS 6261 / CP No.13016), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative to its Members to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Form.

The Company has engaged Karvy Computershare Private Limited (“KARVY”) to provide e-voting facilities to the Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details and process whereof are specified under instructions to the Postal Ballot Form.

Members who opt to vote physically using Postal Ballot Papers or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: <https://evoting.karvy.com/> starting from **9.00 a.m.** on **Friday, July 10, 2015** and end at **05.00 p.m.** on **Saturday, August 8, 2015**. Members are requested to read carefully, and follow the instructions on the Postal Ballot Form or the aforesaid website for the e-voting facility.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer **by 5.00 p.m. on Saturday, August 8, 2015**.

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence, to any person authorized in writing by him, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced **at 5.00 p.m. on Monday, August 10, 2015**, at the Registered Office of the Company at 21st Floor, World Trade Center, Brigade Gateway, No.26/1 Dr. Rajkumar Road, Malleshwaram West, Bengaluru –

560 055 and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered Office of the Company and hosted on the Company's website www.abb.co.in, and Karvy Computer-share e-voting website i.e. <https://evoting.karvy.com> besides being communicated to the Stock Exchange(s) where the securities of the Company are listed. The Resolution, if approved, will be taken as effectively passed on the date of declaration of Results.

Members requiring any clarifications on e-voting may contact Karvy Computershare Private Limited on 040-67162222 / toll-free number 1800 3454 001 or by email at evoting@karvy.com.

ITEM NO. 1:

Issuance of Unsecured Redeemable Non -Convertible Debentures on Private Placement basis:

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

"RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any [including any amendment thereto or modification(s) or re-enactment(s) thereof], and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where Equity Shares of the Company are listed and in accordance with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and in accordance with any other applicable law or Regulation in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999, ("FEMA") and Rules and Regulations framed there under as amended from time to time and Subject To (a) other applicable Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("Gol") and any other concerned authorities from time to time, to the extent applicable, (b) such approvals, permissions, consents and sanctions as may be necessary, from SEBI, Stock Exchange(s), RBI, Gol and any other appropriate authorities, institutions or bodies as may be required in this regard (c) to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board has constituted or may hereafter constitute to exercise its powers including the power conferred by this resolution) to offer, issue and allot such number of Unsecured Redeemable Non-Convertible Debentures, in one or more tranches, on Private Placement basis to investors including foreign portfolio investors (FPI) under the SEBI (Foreign Portfolio Investors) Regulations, 2014, in terms of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time, through an Information Memorandum and Private Placement Offer Letter(s) of an aggregate issue size not exceeding ₹ 600 crore for the Company's working capital and other corporate purposes, at such price or prices and other terms of issue, as may be decided by the Board in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, including any amendments thereto, and on such terms and conditions as the Board may in its absolute discretion decide in accordance with the directives / guidelines issued by the appropriate authorities and in consultation with the Arranger, and / or Advisor(s), etc., but without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Arranger(s), Debenture Trustee(s), Depositories, Credit Rating Agency(ies), Custodian(s), Registrar(s), Banker(s), Lawyer(s), Advisor(s), Accountants and such other agencies as may require to be appointed, involved or concerned in the FPI Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them in relation to out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and also to seek the listing and trading of the Debentures being offered in the FPI Issue on the Stock Exchange(s) where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue, offer or allotment of Debentures as described above, the Board be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, acting as Depository, Custodian, Registrar, Paying and Conversion Agent, Credit Rating Agency, Trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee / Committee of Directors or to the Managing Director or any Officer(s) of the Company in such manner as they may deem fit in their absolute discretion, subject to applicable law;

RESOLVED FURTHER THAT this resolution shall be valid for a period of 12 months from the date of passing of this Resolution by the Members or such other time as may be permitted in law.”

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Place : Bengaluru
Date : July 2, 2015

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

1. The Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days of the Company from the date hereof up to August 8, 2015.
3. The Postal Ballot Notice along with the Postal Ballot Form shall also be hosted on Company's website: www.abb.co.in and Karvy's website: <https://evoting.karvy.com>.
4. Members can also register their e-mail IDs and contact numbers with the Company by sending details to investor.helpdesk@in.abb.com or with our Registrar and Transfer Agent viz., Karvy Computershare Private Limited einward.ris@karvy.com to enable the Company to communicate to the members, the information about various developments in the Company vide EMAIL / SMS.
5. Members who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided same upon request.
6. Kindly note that Members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If a Member opts for e-voting, then such Member shall not be entitled to vote in physical Postal Ballot and vice versa. In the event any Member casts his vote by both physical Postal Ballot and e-voting, then the vote cast by such Member in e-voting shall prevail and the voting done through physical Postal Ballot shall be treated as invalid.

Statement setting out Material Facts under Section 102 of the Companies Act, 2013 (“Companies Act”) to the accompanying Notice dated July 2, 2015.

The Board of Directors at their meeting held on July 2, 2015 had approved the proposal of borrowings / raising funds in Indian currency by issue of Unsecured Redeemable Non-Convertible Debentures (NCDs) to investors including foreign portfolio investors under Foreign Portfolio Investment route, on Private Placement basis, in one or more tranches, for an amount not exceeding ₹ 600 crore for the Company's working capital and other corporate purposes.

In terms of the requirements of the Companies Act, 2013 and the Rules framed thereunder, the Board in the aforesaid meeting had decided to obtain approval of the Members through Postal Ballot, which also includes voting through electronic means.

The pricing of the Unsecured Redeemable Non-Convertible Debentures (NCDs), would be in accordance with the applicable statutory guidelines depending upon the prevailing market conditions. These NCDs may carry a coupon at a fixed rate or at a floating rate.

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company can make Private Placement of securities subject to the condition that the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a Special Resolution, for each of the offers or invitation. However, in case of offer or invitation for the Unsecured Redeemable Non-Convertible Debentures, it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such Debentures during the year.

Accordingly, the approval of the Members is sought for issue of Unsecured Redeemable Non-Convertible Debentures (NCDs) on Private Placement basis, in one or more tranches under one or more disclosure documents and / or one or more letters of offer and on such terms and conditions for each tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board of Directors for an amount not exceeding ₹ 600 crore.

The Board recommends the Resolution set out in the Notice to be passed as Special Resolution by the Members.

By Order of the Board
For ABB India Limited

B. Gururaj
Company Secretary

Place : Bengaluru
Date : July 2, 2015

Registered Office:
21st Floor, World Trade Center
Brigade Gateway, No.26/1
Dr Rajkumar Road, Malleshwaram West
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POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the Form on or before Saturday, August 8, 2015]

Serial No. :

1. Name and Registered Address of the Sole/First named shareholder :

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No. :

4. Number of Shares held :

I/We here by exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as specified in the Notice dated July 2, 2015, by conveying my/our assent/dissent to the said Resolution by placing tick(✓) mark in the appropriate box below:

Item of Notice No.	Description	No. of Shares	OPTION (Please put “✓” in the appropriate box below)	
			I/We assent (agree) to the Resolution (Vote in favour)	I/We dissent (disagree) to the Resolution (Vote against)
1.	Issuance of Unsecured Redeemable Non-Convertible Debentures on a Private Placement basis for an aggregate amount not exceeding ₹ 600 Crore.			

Place :

Date :

Signature of the Member

Email ID :

Contact No :

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

NOTE: Please return your Postal Ballot Form in the Postage - prepaid self-addressed envelope enclosed here with.

INSTRUCTIONS

1. GENERAL INFORMATION

- Members can cast their vote from **9.00 a.m. on Friday, July 10, 2015 till 5.00 p.m. on Saturday, August 8, 2015.**
- The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on **Friday, June 26, 2015.**
- The Postal Ballot Notice also has been placed on Company's website: www.abb.co.in and Karvy Computershare e-voting website i.e. <https://evoting.karvy.com> and will remain on such website until the last date of receipt of the Postal Ballot from members.
- The date of completion of dispatch of Notice will be announced through advertisement in newspapers.
- Kindly note that Members can opt for only one mode of voting i.e. either by way of physical Postal Ballot or e-voting. If a Member opts for e-voting, then such Member shall not be entitled to vote in physical Postal Ballot and vice versa. In the event any Member casts his vote by both physical Postal Ballot and e-voting, then the vote cast by such Member in e-voting shall prevail and the voting done through physical Postal Ballot shall be treated as invalid.
- Mr. S Kannan, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Postal Ballot including e-voting process in a fair and transparent manner.
- As per Section 110 of the Companies Act, 2013, read with Rule 22 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot in physical form through speed post/registered post.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. S Kannan, C/o Karvy Computershare Private Limited, Unit: ABB India Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 in the enclosed Postage-prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members residing outside India should stamp the envelopes appropriately.
- There shall be only one Postal Ballot for every folio, irrespective of the number of joint-holders. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the cut-off date, i.e., Friday, June 26, 2015. In case of joint-holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL / CDSL to the Company in respect of shares held in dematerialised form) by the first-named shareholder and failing him, by the next-named shareholder.
- In case of shares held by Corporate and Institutional shareholders (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a Certified True Copy of the appropriate Board Resolution / Authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on Saturday, August 8, 2015.** Postal Ballot Forms received after this date shall be considered invalid.
- Postal Ballot Forms which are incomplete / unsigned or defective in any manner shall be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- A Member seeking duplicate Postal Ballot Form/s or desiring any guidance pertaining to the Ballot Process or Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may write to Company's Registrar & Transfer Agent - Karvy Computershare Private Limited, Unit: ABB India Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. It may be noted that the duplicate Postal Ballot Forms, should reach the Scrutinizer not later than **5.00 p.m. on Saturday, August 8, 2015.**
- Members are requested not to send any other paper [other than the Resolution / Authority as mentioned above] along with the Postal Ballot Form in the enclosed Postage-prepaid self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

a) In case of Members receiving the Postal Ballot Form by e-mail:

- Open your web browser during the voting period and navigate <https://evoting.karvy.com>.
- Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- After entering these details appropriately, click on "LOGIN".
- Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and had cast your vote earlier for any company, then your existing login id and password are to be used.
- On the voting page, you will see Resolution description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, it will be treated as "ABSTAINED".
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- Corporate/Institutional Members (corporate /FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs.skannan@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT NO."

b) In case of Members receiving Postal Ballot Form by Post:

- Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
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- Please follow all steps from Sl. No. 3 (a) above, to cast your vote.

- In case of any queries, you may refer to the "Frequently Asked Questions" (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the Downloads section of KARVY's e-voting website: <https://evoting.karvy.com>. You can also send your queries / grievances relating to e-voting to Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 with attention Ms. Shobha Anand, AGM.
- If you have already registered with KARVY for e-voting, you can use your existing User ID and Password for casting your vote. You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).
- The e-voting period shall commence from **9.00 a.m. on Friday, July 10, 2015** and end at **5.00 p.m. on Saturday, August 8, 2015** e-voting shall be disabled by KARVY at **5.00 p.m. on Saturday, August 8, 2015.**

ABB India Limited

POSTAGE
WILL BE
PAID BY
THE
ADDRESSEE

BUSINESS REPLY ENVELOPE

PERMIT NO.: HDC/B-1085
CYBERABAD POST OFFICE
MADHAPUR
HYDERABAD - 500 081

NO POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

The Scrutinizer,
C/o Karvy Computershare Pvt. Ltd.
Unit: ABB India Limited
Plot No. 17-24 Vittal Rao Nagar,
Madhapur, Hyderabad – 500081.