

REF:INABB:DEBENTURE2015:

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: Results of Postal Ballot**  
**Ref: Scrip Code: 500002 / ABB**

Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), notice dated July 2, 2015 was issued to all the Members of the Company seeking their consent for issuance of unsecured redeemable non-convertible debentures on private placement basis to investors including Foreign Portfolio Investors for an aggregate amount not exceeding ₹ 600 crore by way of a Special Resolution.

Based on the Scrutinizer's Report dated August 10, 2015, today, results of the Postal Ballot were declared by the Company at 5.00 pm and displayed the same on the Notice Board kept at the Registered Office of the Company. The summary of Postal Ballot Results for the aforesaid Special Resolution is as follows:

Sl No	Particulars	No. of Physical Postal Ballot Forms	No. of Equity Shares	No. of Electronic Votes	No. of Equity Shares
1.	Total no. of votes cast	817	5,47,151	165	19,12,69,191
2.	Less: Invalid no. of votes / Abstained	28	5,460	0	0
3.	Valid no. of votes	789	5,41,691	165	19,12,69,191
4.	Votes cast in favour of the special resolution	727	4,90,601	163	19,12,51,723
5.	Votes cast against the special resolution	62	51,090	2	30

**Result:**

Sl No.	Description	No. of members participated	No. of votes	Votes %
1.	Votes cast in favour of the resolution (Physical & e-votes)	890	19,17,42,324	99.96
2.	Votes cast against the resolution (physical and e-votes)	64	51,120	0.04
	Total	954	19,17,93,444	100.00

\*Some of the members have voted for lesser number of shares than the shares held by them to the extent of 17438 shares.

..2/-

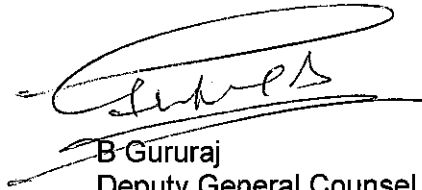
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Accordingly the Special Resolution as set out in the Notice dated July 2, 2015 is approved by the Members with requisite majority. The results of the Postal Ballot and the Scrutinizer's Report are available on the Company's website [www.abb.co.in](http://www.abb.co.in) as well as on the website of KARVY at <https://evoting.karvy.com>

Please take the above on record.

Thanking you

Yours faithfully  
For ABB India Limited



B. Gururaj  
Deputy General Counsel &  
Company Secretary

Encl: Copy of the Scrutinizer's Report

## **SCRUTINIZER'S REPORT**

(Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014.

10<sup>th</sup> August 2015

The Chairman / Authorised Person  
ABB India Limited (CIN L32202KA1949PLC032923)  
21<sup>st</sup> Floor, World Trade Centre  
Brigade Gateway, Dr. Rajkumar Road  
Bangalore - 560055.

Dear Sir,

As you are aware, the Board of Directors of the Company at their meeting held on July 2, 2015, had appointed me as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means and physical postal ballot forms on the resolution contained in the Postal Ballot notice dated July 2, 2015.

My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the e-voting system provided by the Karvy Computershare Private Limited, the authorised service provider, for extending the facility of electronic voting to the shareholders of the Company.

Accordingly, I submit my report as under:

1. In terms of Section 110 of the companies Act, 2013, read with Rule 22 of the Companies (management and Administration) Rules, 2014, the Company has issued a postal ballot notice dated July 2, 2015 for passing a special resolution mentioned in the said notice to its members. The Company completed the despatch of the postal ballot forms along with self-addressed postage pre-paid business reply envelopes to its members whose name(s) appeared in the Register of members / list of beneficiaries as on Friday, June 26, 2015
2. The members were informed vide the postal ballot notice that they were required to give their assent for or dissent against the proposal through physical postal ballot forms which were required to be sent to me on or before Saturday, August 8, 2015 or through e-voting facility which was kept open from 9.00 AM on Friday, July 10, 2015 till 5.00 PM on Saturday, August 8, 2015, (both days inclusive).

3. Pursuant to clause 35B of the listing agreement entered into by the Company with BSE Limited, and the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company has provided electronic voting facility (e-voting) to the shareholders of the Company and has engaged Karvy Computershare Private Limited for providing e-voting platform. Email communication in respect of e-voting for postal ballot of the Company has been sent to email addresses which are registered with the Depositories as on June 26, 2015.
4. Particulars of all the postal ballot forms received from the members including electronic voters have been entered in a register separately maintained for the purpose.
5. The postal ballot forms were duly opened and scrutinized by me and the shareholding was confirmed with the Register of Members of the Company / list of beneficiaries as on the cut-off date i.e., June 26, 2015 as made available by Karvy Computershare Private Limited, the Registrar and Share Transfer Agent of the Company. The report of shareholders' voting through e-voting option was generated after close of working hours i.e., at 5.00 PM on August 8, 2015.
6. I have considered all postal ballot forms received up to 5.00 PM on August 8, 2015 and electronic votes recorded from July 10, 2015 up to the close of workings hours i.e., at 5.00 PM on August 8, 2015, being the last date and time fixed by the Company for receipt of the forms which have been considered for my scrutiny.
7. A summary of the postal ballot forms and electronic voting confirmations (e-votes) received for the special resolution given in the Notice referred to above seeking members' approval for issuance of Unsecured Redeemable Non-Convertible Debentures on Private Placement basis for an aggregate amount of not exceeding Rs.600 Crore is as under:

Sl. No.	Description	No. of members participated	No. of Votes held
1	Postal Ballot forms received* (Physical)	817	5,47,151
2	E-Voting confirmation	165	19,12,69,191
	<b>TOTAL</b>	<b>982</b>	<b>19,18,16,342</b>
	<b>LESS:</b>		
3	a) Invalid / Abstained Votes through Postal Ballots	28	5,460
4	b) Invalid / Abstained votes through e-voting	0	0
5	Votes Ballots (physical)	789	5,41,691
6	Valid Ballots (e-voting)	165	19,12,69,191
7	<b>TOTAL VALID VOTES</b>	<b>954</b>	<b>19,18,10,882</b>

**RESULT**

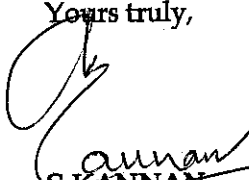
Sl. No.	Description	No. of members participated	No. of votes	Votes in %
1	Votes cast in favour of the resolution* (Physical & e-votes)	890	19,17,42,324	99.96
2	Votes cast against the resolution (physical and e-votes)	64	51,120	0.04
	<b>TOTAL</b>	<b>954</b>	<b>19,17,93,444</b>	<b>100.00</b>

\*Some of the members have voted for lesser number of shares than the shares held by them to the extent of 17438 shares.

8. The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter the same shall be returned to the Company.

I write to state that the special resolution set out in the Notice for Postal Ballot dated July 2, 2015 is approved by members of the Company with requisite majority. You may accordingly declare the results of the Postal Ballot as per law.

Yours truly,

  
S. KANNAN  
FCS 6261, PCS 13016  
BENGALURU

