



REF:INABB: Postal Ballot:Results:Feb2019:

February 4, 2019

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001

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

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: Details of voting Results: Postal Ballot and remote e-voting  
Ref: Scrip Code: 500002 / ABB / ISIN - INE117A01022

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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) read with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated December 4, 2018, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company for re-appointment of Mr Sanjeev Sharma as Managing Director of the Company and for continuation of Directorship of Mr Darius E. Udawadia, Non-Executive Independent Director as per the prescribed format along with the Scrutinizer's Report issued by Mr S Kannan, Practicing Company Secretary, Bengaluru, (Membership No. FCS 6261 / CP No. PCS 13016) the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the ordinary and special resolutions as set out in the Notice of Postal Ballot dated December 4, 2018, have been duly approved by the Members of the Company 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>

We request you to kindly take the above information on record.

Thanking you

Yours faithfully  
For ABB India Limited

  
B Gururaj  
General Counsel &  
Company Secretary

Encl: Copy of the Scrutinizer's Report



**CS S KANNAN**  
Complete Compliance



## SCRUTINIZER'S REPORT

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

4<sup>th</sup> February 2019

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 4<sup>th</sup> December 2018 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 resolutions contained in the Postal Ballot notice dated 4<sup>th</sup> December 2018.

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 resolutions based on the postal ballot forms submitted by the Members of the Company and on the reports generated from the e-voting system provided by the KarvyFintech Private Limited, the authorised service provider, for extending the facility of electronic voting to the Members 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 4<sup>th</sup> December 2018 for passing the resolutions 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 28<sup>th</sup> December 2018.
2. The Public advertisements with respect to despatch of Notice of Postal Ballot was published on 5<sup>th</sup> January 2019 in Financial Express (English daily) and Vijay Karnataka (Kannada daily).

**S KANNAN AND ASSOCIATES**

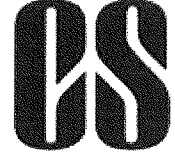
Company Secretaries

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

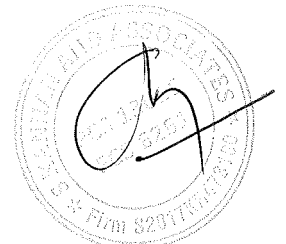
13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

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)





3. 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 Sunday, 3<sup>rd</sup> February 2019 or through e-voting facility which was kept open from 9.00 AM on Saturday, 5<sup>th</sup> January 2019 till 5.00 PM on Sunday, 3<sup>rd</sup> February 2019, (both days inclusive).
4. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 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 Members of the Company and has engaged Karvy Fintech 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 28<sup>th</sup> December, 2018.
5. 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.
6. 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., 28<sup>th</sup> December, 2018 as made available by Karvy Fintech Private Limited, the Registrar and Share Transfer Agent of the Company. The report of Members' voting through e-voting option was generated after close of working hours i.e., at 5.00 PM on 3<sup>rd</sup> February 2019.
7. I have considered all postal ballot forms received up to 5.00 PM on 3<sup>rd</sup> February 2019 and electronic votes recorded from 5<sup>th</sup> January 2019 up to the close of workings hours i.e., at 5.00 PM on 3<sup>rd</sup> February 2019, being the last date and time fixed by the Company for receipt of the forms which have been considered for my scrutiny.
8. A summary of the postal ballot forms and electronic voting confirmations (e-votes) received for the Ordinary resolution and Special resolution given in the Notice referred to above seeking Members' approval is as under:



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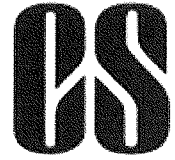
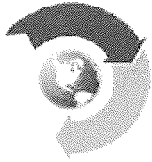
## **S KANNAN AND ASSOCIATES**

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@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)



**Resolution No.1: Ordinary Resolution for re-appointment of Mr. Sanjeev Sharma  
as Managing Director**

E-Voting		Postal Ballot		Total		Result
For	Against	For	Against	For	Against	
191426988	39410	31102	394	191458090	39804	Passed with requisite majority

**Resolution No. 2: Special Resolution for continuation of Directorship of  
Mr. Darius E. Udawadia.**

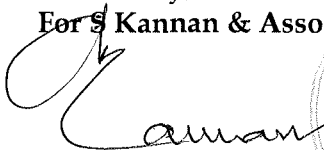
E-Voting		Postal Ballot		Total		Result
For	Against	For	Against	For	Against	
176448964	2882814	29220	230	176478184	2883044	Passed with requisite majority

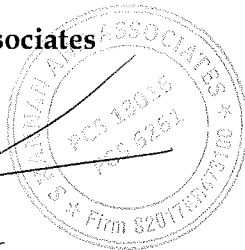
9. The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter the same shall be returned to the Company.

I write to state that both the resolutions set out in the Notice for Postal Ballot dated 4<sup>th</sup> December 2018 are approved by Members of the Company with requisite majority. You may accordingly declare the results of the Postal Ballot as per law.

Yours truly,

For S Kannan & Associates

  
S Kannan  
Company Secretary  
FCS 6261, PCS 13016



**S KANNAN AND ASSOCIATES**

Company Secretaries

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

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