

REF:INABB:AGM:MTS-COPY:

May 23, 2016

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

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Attn: Manager - Listing

Dear Sirs

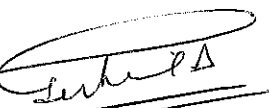
Sub: Copy of Minutes of Annual General Meeting and Annual Report
Ref: Scrip Code – BSE 500002 / NSE ABB

Pursuant to Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are enclosing herewith a certified copy of the Annual Report and Minutes of the Sixty Sixth Annual General Meeting of the Members of the Company held on April 26, 2016.

Kindly take the same on record.

Thanking you

Yours faithfully
For ABB India Limited



B. Gururaj
Deputy General Counsel &
Company Secretary
FCS-2631

Encl: as above

ABB India Limited

Minutes of the Sixty Sixth Annual General Meeting of the Members of ABB India Limited held on Tuesday, April 26, 2016 at 11.00 AM at "Grand Ball Room", Second floor, Sheraton Bangalore Hotel at Brigade Gateway, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055.

Directors Present

Mr Frank Duggan	-	Chairman
Mr Sanjeev Sharma	-	Managing Director
Mr Nasser Munjee	-	Director and Chairman of Audit Committee
Mr Darius E Udawadia	-	Director and Member
Mr Tarak Mehta	-	Director

Also Present

Mr B Gururaj	-	Company Secretary
Mr T K Sridhar	-	Chief Financial Officer

By Invitation

1. Mr Sharad Rao - Representative of M/s S R Batliboi & Associates LLP
Statutory Auditors
2. Mr S Kannan - Scrutinizer for Polling
Practicing Company Secretary

The Meeting was attended by 175 members present in person (including two corporate representations viz., (a) ABB Asea Brown Boveri Limited, Switzerland, represented by Mr Sanjeev Sharma and (b) ABB Norden Holding AB, Sweden represented by Mr T K Sridhar under Section 113 of the Companies Act, 2013) representing 15,89,63,786 equity shares; and 4 members through their proxies representing 6,18,479 equity shares.

Requisite quorum as required under Section 103 of the Companies Act, 2013 being present, the Chairman stated that the meeting was validly constituted and declared that the proceedings be commenced.

At the outset, the Chairman introduced to the shareholders, the Directors, the Chief Financial Officer and the Company Secretary of the Company, who were seated on the dais. While introducing Mr. Sanjeev Sharma, who has been appointed as the Managing Director in place of Mr. Bazmi R Husain, effective January 1, 2016, also thanked Mr. Husain for his contributions to the Company during his tenure as its Managing Director.



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The Chairman informed the Members that Mrs Renu Sud Kamad, Independent Director, was unable to attend this AGM, due to her pre-occupation and that she had sent greetings and good wishes to all the members present.

The Chairman stated that the Register of Directors and Key Managerial Personnel in accordance with Section 170 of the Companies Act, 2013 was available for inspection by the members.

The Chairman stated that the Company had received 6 valid proxies representing 6,67,499 equity shares in the aggregate (0.31%) and 2 representations under Section 113 of the Companies Act, 2013 representing 15,89,31,281 equity shares in the aggregate (75.00%) and that the same along with the instruments of proxy were tabled and available for inspection by the members until the conclusion of the meeting.

With the consent of the members present, the Notice convening the 66th Annual General Meeting of the Company was taken as read.

The Chairman informed that in the absence of any qualification, observation or comment on financial transactions or matters which have any adverse effect on the functioning of the Company mentioned in the Auditors' Report, the Auditors' Report did not require to be read out, in terms of Section 145 of the Companies Act, 2013.

Chairman's Statement

The Chairman then read out his Statement addressed to shareholders, a printed copy of which was distributed at the meeting.

In his statement, the Chairman dealt with External environment, Company's performance and Business outlook.

The Chairman concluded his statement by thanking the Company's customers, channel partners, shareholders, suppliers, banks, financial institutions, government and other stakeholders for their support, partnership and invaluable contributions in facilitating the Company's operations in India.

He also thanked ABB Group for its unstinted support to the Company's operations, his colleagues on the Board for their unfailing guidance and the Company's Management and all its employees for their dedicated and valuable contributions made to the Company.

At the request of the Chairman, Mr Sanjeev Sharma, Managing Director, introducing himself personally to all the members present provided a brief background of his profile. Thereafter, he briefly dealt with the Company's key performance highlights during the financial year 2015, Q1 2016 performance, market scenario, service business achievement, etc.



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The members noted from Mr. Sharma's address about the Company's five pair of values as a part of Next Level Strategy, major projects executed, focus on renewable energy, highlights of the Automation and Power World event held in November 2015, Company's participation in 'Make India' event, interactions with key Policy makers at the Centre, etc.

E-voting Process

The Company Secretary informed that as required under Section 108 of the Companies Act, 2013, the Company had provided remote e-voting facility to the Members to cast their votes electronically in respect of all businesses mentioned in the Notice dated February 4, 2016 and that the Remote e-voting facility was kept open for a period of four (4) days commencing from 9.00 a.m. on April 22, 2016 till 5 p.m. on April 25, 2016 with a cut-off date as April 19, 2016. He also informed that Mr. S Kannan, Practicing Company Secretary ('PCS'), Bengaluru who was appointed as the Scrutinizer for scrutinizing the voting process was present at the meeting.

He further informed that as required under Section 108 of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided facility of remote electronic voting to its members. He also informed that for the benefit of those who have attended the Annual General Meeting, but have not casted their vote through remote e-voting process or ballot paper, they were being provided an opportunity to vote by ballot on the items of business mentioned in the Notice.

The Company Secretary further requested the members who had earlier exercised their votes through remote e-voting or ballot paper, not to participate in the vote on a poll at the meeting.

He also informed that the Chairman had authorized Mr. Sanjeev Sharma, Managing Director and himself in the capacity as Company Secretary, severally to declare the voting results as required under law, which was expected to be completed on or before April 28, 2016.

At the request of the Company Secretary, the Scrutinizer locked and sealed three (3) empty polling boxes in the presence of the members and proxies.

The Chairman opened the floor for discussion on the resolutions on which voting was to be held as mentioned in the notice including clarification on the accounts and reports.

Messrs S Ramamurthy, Sundaresan, D.R.Prakash, K Sadananda Sastry and Ramprasad, members raised a few queries covering various topics like spending on CSR activities, water usage, other expenses, export orders, working capital, inventory, forex/hedging, Debentures,



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borrowings, dividend, investor education and protection fund, backlog orders, etc.

While pointing out the absence of one of the directors in the Committee and Board Meetings held in the year 2015 as reported in the Annual Report, suggested that the Company may explore possibilities of holding meetings through web cast to benefit other members who cannot attend the meeting physically and also provide more pictorial presentation of various key performance achievements

The Chairman, the Managing Director, the Chief Financial Officer and the Company Secretary replied to the queries raised by the shareholders and also offered required explanations and additional details / information.

The Company Secretary then requested those shareholders present who had not exercised Remote E-voting facility and who desired to vote by ballot to do so.

The Company Secretary informed the shareholders that the combined result of the Remote E-voting and voting by ballot would be put up on the Company's Notice Board at its Registered Office and on the websites of the Company as well as Registrars.

There being no other business, the Chairman thanked the shareholders for participating in the meeting.

Sd/-

**FRANK DUGGAN
CHAIRMAN**

CONDUCT OF POLL:

Mr. S Kannan, the Scrutinizer, conducted the poll and counting of votes in accordance with the requirements of Companies Act, 2013 read with The Companies (Management and Administration) Amendment Rules 2015. After ensuring that all members and proxies participating in the Poll had cast their votes, the Scrutinizer closed the poll at 1.35 pm and took custody of the polling boxes.

RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING OF THE COMPANY:

On the basis of the Scrutinizer's Report dated April 27, 2016, in respect of Remote e-voting, ballot paper and poll conducted at the Annual General Meeting, the summary of which is mentioned hereunder, Mr. B Gururaj, Company Secretary, who was authorised by the Chairman in this behalf announced the results of voting on April 27, 2016 stating that all the following Resolutions in respect of Ordinary and Special Businesses as set out at Item Nos. 1 to 7 of the Notice of 66th Annual General Meeting of the Company had been duly passed with the requisite majority in all cases.



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Item No.	Description of Resolution	Total No. of votes polled	No. of votes in favour	No. of votes against	Invalid Votes	Percentage (In favour of the resolution)	Result
Ordinary Business:							
1.	Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2015, Reports of the Directors and the Auditors thereon.	193057253	193056550	0	703	99.9996	Passed with requisite majority
2.	Declaration of Dividend.	193341656	193340948	5	703	99.9996	Passed with requisite majority
3.	Ratification of appointment of Auditors Messrs S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.	193341656	192716971	623982	703	99.6769	Passed with requisite majority
Special Business:							
4.	Re-appointment of Mr. Frank Duggan (DIN: 02937233) who was appointed to fill the casual vacancy.	193341490	193110062	230735	693	99.8803	Passed with requisite majority
5.	Appointment of Mr. Sanjeev Sharma (DIN: 07362344) as Director.	193341490	193236456	104341	693	99.9457	Passed with requisite majority
6.	Appointment of Mr. Sanjeev Sharma (DIN: 07362344) as Managing Director of the Company for a period of 3 years.	193341490	193144459	196338	693	99.8981	Passed with requisite majority
7.	Ratification of remuneration to Cost Auditor for the Financial Year 2016.	193341390	193340697	0	693	99.9996	Passed with requisite majority

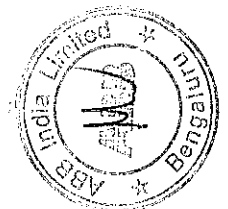


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The Resolutions for the Ordinary and Special businesses as set out in Item Nos. 1 to 7 of the Notice of the 66th Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 66th Annual General Meeting of the Members held on April 26, 2016:

Ordinary Business:

1. Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2015, Reports of the Directors and the Auditors thereon.

"RESOLVED THAT the Audited Balance Sheet, Audited Profit & Loss Account, Cash Flow Statement and Notes to Accounts of the Company viz., Standalone and Consolidated, as at December 31, 2015, and the Report of the Directors and the Auditors attached thereto, be and are hereby received, approved and adopted."

2. Declaration of Dividend.

"RESOLVED THAT dividend @ 185% i.e., Rs.3.70/- (Rupees three and paise seventy only) per share for the year ended December 31, 2015, on 211,908,375 equity shares of Rs.2/- each, be and is hereby declared and that such dividend be paid through HDFC Bank Limited and/or its constituent bank, or any other bankers of the Company, to those shareholders holding equity shares and who are on the Register of Members of the Company as on April 19, 2016, subject to deduction of tax at source, if any, under the provisions of Income-tax Act and Companies Act."

3. Ratification of appointment of Auditors Messrs S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 (7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of Messrs S R BATLIBOI & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 101049W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 67th Annual General Meeting to be held for the financial year 2017 and to authorize the Board of Directors ("the Board") to fix their remuneration.



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Special Business:

4. Re-appointment of Mr. Frank Duggan (DIN: 02937233) who was appointed to fill the casual vacancy.

"RESOLVED THAT Mr. Frank Duggan (DIN: 02937233), who was appointed as a Director by the Board at its meeting held on October 28, 2014 pursuant to Section 161(4) of the Companies Act, 2013 and other applicable provisions if any thereof (including any statutory modification or re-enactment thereof for the time being in force) read with Article 151 of the Company's Articles of Association to fill in the casual vacancy caused by the resignation of Mr. Gary Steel and who holds office upto the date of this Annual General Meeting being the date up to which Mr. Gary Steel would have held office if he had not resigned, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Sanjeev Sharma (DIN: 07362344) as Director.

"RESOLVED THAT Mr. Sanjeev Sharma (DIN: 07362344), who was, pursuant to Article 152 of the Company's Articles of Association appointed as an Additional Director of the Company by the Board at its meeting held on December 11, 2015 and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Sanjeev Sharma as a candidate for the office of Director, be and is hereby appointed as a Director of the Company."

6. Appointment of Mr. Sanjeev Sharma (DIN: 07362344) as Managing Director of the Company for a period of 3 years.

"RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, ("the said Act"), read with Schedule V thereto, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the appointment of Mr. Sanjeev Sharma (DIN: 07362344) ("Mr. Sharma") as the Managing Director of the Company for a period of 3 (three) years from January 1, 2016 to December 31, 2018 (both days inclusive), at the remuneration and on the terms and conditions set out in the Agreement dated December 14, 2015 between the Company and Mr. Sharma, AND the Board be and is hereby authorized to alter, vary or modify his terms of appointment (including remuneration) as may be agreed upon with Mr. Sharma, subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.



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AND RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the said Act, the remuneration payable or granted to Mr. Sharma as the Managing Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company and if there is more than one Whole-time Director, Director remuneration shall not exceed 10% of the net profit to all such Directors taken together.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sharma, as Managing Director, his remuneration, perquisites and other allowances shall be governed and regulated by the limits prescribed in Section II of Part II of Schedule V to the said Act.

AND RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard."

7. Ratification of remuneration to Cost Auditor for the Financial Year 2016.

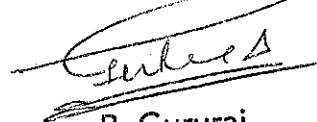
"RESOLVED THAT pursuant to and in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 or re-enactment(s) thereof for the time being in force, the payment of remuneration of Rs.33,00,000/- (Rupees Thirty Three Lakh only) per annum plus applicable service tax and out of pocket expenses that may be incurred during the course of audit to Messrs Ashwin Solanki & Associates, Cost Accountant (Registration No: 100392) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the year ending December 31, 2016, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Sd/-
FRANK DUGGAN
CHAIRMAN

CERTIFIED TO BE TRUE COPY

For ABB India Limited



B. Gururaj
Company Secretary
FCS-2631

