Power and productivity
for a better world™

REF:INABB:AGM:2015:CL35A:

May 7, 2015

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

National Stock Exchange of India Ltd.
Exchange Plaza, 5th 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 Sir(s),

Sub: Disclosure of Voting Results of 65th Annual General Meeting of the Company held on May 6, 2015 - Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we furnish below the details regarding voting results of 65th Annual General Meeting of the Company held on Wednesday, May 6, 2015 at 11.00 A.M. at "Grand Ball Room", Second Floor, Sheraton Bangalore Hotel at Brigade Gateway, 26/1, Dr. Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055.

Sl #	Description					
A	Date of the AGM					**May 6, 2015**
B	Book Closure Date					**30.04.2015 to 06.05.2015 (both days inclusive)**
C	Total number of shareholders on record date					**62949**
D	No. of shareholders present in the meeting either in person or through proxy					**150**
	Shareholders	Present in person	Present through Auth Reptn/ Proxy	Total	Shares	%age to Share Capital
	Promoters and Promoter Group (Representation under Section 113 of Companies Act, 2013)	--	**2**	**2**	**15,89,31,281**	**75.000**
	Public (Including Directors and their relatives)	**143**	**5**	**148**	**6,05,519**	**0.286**
	Total	**143**	**7**	**150**	**15,95,36,800**	**75.286**
E	No. of Shareholders attended the meeting through Video Conferencing: (a) Promoters and Promoter Group: (b) Public				**NA** **NA**	

Mode of voting for all the resolutions was:

- E-voting was conducted during the period from May 2, 2015 (9.00 am) to May 5, 2015 (5.00 pm)
- Physical poll was conducted at the Annual General Meeting held on May 6, 2015, for the shareholders who had not exercised their votes either by e-voting or through Ballot Paper circulated along with the annual report.

Below is the resolution-wise combined result of e-voting and poll:

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) /(1)] *100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 1: Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2014, Reports of the Directors and the Auditors thereon.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32373809	88.995	32335809	38000	99.883	0.117
Public -Others	16599986	195481	1.178	194880	601	99.693	0.307
Total (A)	**211908375**	**191500571**		**191461970**	**38601**		

Resolution 2: Declaration of Dividend.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32772963	90.092	32772963	0	100	0
Public -Others	16599986	195310	1.177	194603	707	99.638	0.362
Total (A)	**211908375**	**191899554**		**191898847**	**707**		

Resolution 3: Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32772963	90.092	32373809	399154	98.782	1.218
Public -Others	16599986	195310	1.177	194709	601	99.692	0.308
Total (A)	**211908375**	**191899554**		**191499799**	**399755**		

Resolution 4: Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32772963	90.092	32538838	234125	99.286	0.714
Public -Others	16599986	195192	1.176	193086	2106	98.921	1.079
Total (A)	**211908375**	**191899436**		**191663205**	**236231**		

Resolution 5: Appointment of Mr. Nasser Munjee (DIN 00010180) as an Independent Director of the Company for a period of 5 consecutive years.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32772963	90.092	29975554	2797409	91.464	8.536
Public -Others	16599986	195310	1.177	194704	606	99.690	0.310
Total (A)	**211908375**	**191899554**		**189101539**	**2798015**		

Resolution 6: Appointment of Mr. Darius E Udwadia (DIN 00009755) as an Independent Director of the Company for a period of 5 consecutive years.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	32772963	90.092	32179174	593789	98.188	1.812
Public -Others	16599986	195310	1.177	194694	616	99.685	0.315
Total (A)	**211908375**	**191899554**		**191305149**	**594405**		

Resolution 7: Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as an Independent Director of the Company for a period of 5 consecutive years.

Mode of voting : (E-voting + Poll)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	158931281	158931281	100	158931281	0	100	0
Public - Institutional holders	36377108	31689763	87.115	31495128	194635	99.386	0.614
Public –Others	16599986	195310	1.177	193201	2109	98.920	1.080
Total (A)	**211908375**	**190816354**		**190619610**	**196744**		

Please take the above on record.

Thanking you

Yours faithfully
For ABB India Limited

B Gururaj
Deputy General Counsel &
Company Secretary

CS S Kannan
Practicing Company Secretary
PCS 13016

FORM No. MGT-13
Report of Scrutinizer

[*Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2)* of the Companies (Management and Administration) Rules, 2014 amended as on date]

The Chairman / Authorised Persons
ABB India Limited (CIN L32202KA1949PLC032923)
21st Floor, World Trade Center
Brigade Gateway, Dr. Rajkumar Road
Bangalore – 560055.

Dear Sir,

I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the resolutions indicated in the Notice sent to the shareholders of the Company through e-voting and postal ballot and by poll at the Annual General Meeting (AGM) of the company held on 6th May, 2015 at "Grand Ball Room", Second Floor, Sheraton Bangalore Hotel, Brigade Gateway, 26/1 Dr. Rajkumar Road, Malleshwaram- Rajajinagar, Bengaluru – 560055 at 11.00 A.M, submit my report as under:

1. The e-voting commenced at 9.00 AM on 2nd May 2015 and concluded at 5.00 PM on 5th May 2015. The Company had sent the annual reports to 26886 shareholders through e-mail. Out of 26886, 111 shareholders had cast their votes thro e-voting system.

2. Physical copy of the Annual Report was sent by Speed Post to 37496 shareholders to whom opportunity to participate in the poll through postal ballot was provided. Out of 37496 shareholders, 223 shareholders had cast their votes.

3. Amongst the shareholders who were physically present at the AGM, 96 Shareholders had cast their votes by ballot.

4. After the announcement on polling at the AGM, 4 ballot boxes were duly locked by me and kept for polling with due identification marks.

5. The locked ballot boxes were subsequently opened by me. As per Law, I counted the votes cast at the meeting and then unblocked the votes cast through e-voting in the presence of two witnesses who are not in the employment of the Company and are well versed with the e-voting system.

6. The poll papers were diligently scrutinized and were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

7. The Poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

8. The results of the Poll are as under:

S. KANNAN * PCS 13016 * Company Secretary

J-001, Shriram Adithya Apartments, Chikalsandra, Banasankari 3rd Stage, Bangalore – 560061
Email: cs.skannan@gmail.com, Mobile 9845058441

CS S Kannan
Practicing Company Secretary
PCS 13016

SL. NO.	RES. NO.	Resolution	E-VOTING		Postal Ballot		Poll at AGM		Total		Result
			For	Against	For	Against	For	Against	For	Against	
1	1	Adoption of Audited Balance Sheet, audited profit and loss account, cash flow statement for the year ended December 31, 2014. Reports of the Directors and the Auditors thereon.	191171274	38000	264952	601	25744	0	191461970	38601	Passed with requisite majority
2	2	Declaration of Dividend	191608458	0	264745	607	25644	100	191898847	707	Passed with requisite majority
3	3	Appointment of M/s. S R Batliboi & Associates LLP., Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors	191209304	399154	264751	601	25744	0	191499799	399755	Passed with requisite majority
4	4	Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy.	191372833	235625	264628	606	25744	0	191663205	236231	Passed with requisite majority
5	5	Appointment of Mr. Nasser Munjee (DIN 00010180) as an Independent Director of the Company for a period of 5 consecutive years.	188811049	2797409	264746	606	25744	0	189101539	2798015	Passed with requisite majority
6	6	Appointment of Mr. Darius E Udwadia (DIN 00009755) as an Independent Director of the Company for a period of 5 consecutive years.	191014669	593789	264736	616	25744	0	191305149	594405	Passed with requisite majority
7	7	Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as an Independent Director of the Company for a period of 5 consecutive years.	190329123	196135	264743	609	25744	0	190619610	196744	Passed with requisite majority

J-001, Shriram Adithya Apartments, Chikalsandra, Banasankari 3rd Stage, Bangalore – 560061
Email: cs.skannan@gmail.com, Mobile 9845058441

CS S Kannan
Practicing Company Secretary
PCS 13016

For your information, details of the polling done through e-voting are given in **Annexure A,** the details of polling done through postal ballot are given in **Annexure B** and details of polling done by members present at the Annual General Meeting are given in **Annexure C.** A summary of all the total ballots received is given in **Annexure D.**

I report that all the resolutions stand passed with the requisite majority. The company is hereby instructed to put up the results on its web site and also that of the service provider and inform the Stock Exchanges.

I confirm that I am maintaining the registers received from the service provider electronically, in respect of the votes cast through e-voting by the shareholders of the Company. I have handed over the following documents to your authorized representative:

1. Original postal ballots received from the shareholders numbering 223.
2. Original ballot papers casted by and among the members present at the AGM numbering 96
3. Detailed Annexures A, B, C and D as indicated above.
4. A Compact Disc (CD) containing the relevant data

Place: Bangalore
Date : 7th May 2015

S Kannan
Practicing Company Secretary
PCS No.13016
FCS 6261

Encl: As above.

We, the undersigned witness that the votes were unblocked on the website https://evoting.karvy.com in our presence on 6th May 2015 at 3.30 PM.

Ananda Krishna D A
40, 3rd Floor, 8th Cross
2nd Block, Jayanagar
Bangalore – 560011

Vinay B L
1605A, 28th Main, 29th Cross
BSK 2nd Stage
Bangalore - 560070

J-001, Shriram Adithya Apartments, Chikalsandra, Banasankari 3rd Stage, Bangalore – 560061
Email: cs.skannan@gmail.com, Mobile 9845058441

ABB INDIA LIMITED - E-voting Result

Annexure - A

Resolution	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31,2014, Reports of the Directors and the Auditors thereon.	111	191608458	107	191171274	1	38000	3	399184
Declaration of Dividend.	111	191608458	111	191608458	0	0	0	0
Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.	111	191608458	109	191209304	2	399154	0	0
Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy.	111	191608458	100	191372833	11	235625	0	0
Appointment of Mr. Nasser Munjee (DIN 00010180) as an Independent Director of the Company for a period of 5 consecutive years.	111	191608458	72	188811049	39	2797409	0	0
Appointment of Mr. Darius E Udwadia (DIN 00009755) as an Independent Director of the Company for a period of 5 consecutive years.	111	191608458	101	191014669	10	593789	0	0
Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as an Independent Director of the Company for a period of 5 consecutive years.	111	191608458	99	190329123	10	196135	2	1083200

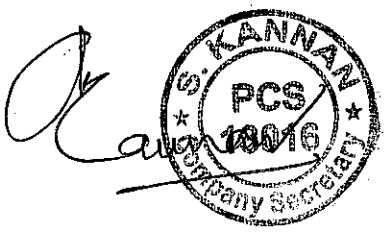


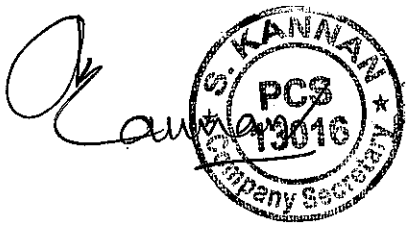
ABB INDIA LIMITED - Postal Ballot Result **Annexure - B**

Resolution	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31,2014, Reports of the Directors and the Auditors thereon.	223	265586	213	264952	5	601	5	33
Declaration of Dividend.	223	265586	211	264745	6	607	6	234
Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.	223	265586	212	264751	5	601	6	234
Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy.	223	265586	210	264628	6	606	7	352
Appointment of Mr. Nasser Munjee (DIN 00010180) as an Independent Director of the Company for a period of 5 consecutive years.	223	265586	211	264746	6	606	6	234
Appointment of Mr. Darius E Udwadia (DIN 00009755) as an Independent Director of the Company for a period of 5 consecutive years.	223	265586	210	264736	7	616	6	234
Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as an Independent Director of the Company for a period of 5 consecutive years.	223	265586	210	264743	7	609	6	234



ABB INDIA LIMITED - AGM Poll Result **Annexure - C**

Resolution	Ballots Received	Total Shares	Favour		Against		Invalid	
			Ballots	Votes	Ballots	Votes	Ballots	Votes
Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31,2014, Reports of the Directors and the Auditors thereon.	96	25920	87	25744	0	0	9	176
Declaration of Dividend.	96	25920	86	25644	1	100	9	176
Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number 101049W, as Statutory Auditors.	96	25920	87	25744	0	0	9	176
Re-appointment of Mr. Tarak Mehta (DIN 06995639) who was appointed to fill the casual vacancy.	96	25920	87	25744	0	0	9	176
Appointment of Mr. Nasser Munjee (DIN 00010180) as an Independent Director of the Company for a period of 5 consecutive years.	96	25920	87	25744	0	0	9	176
Appointment of Mr. Darius E Udwadia (DIN 00009755) as an Independent Director of the Company for a period of 5 consecutive years.	96	25920	87	25744	0	0	9	176
Appointment of Mrs. Renu Sud Karnad (DIN 00008064) as an Independent Director of the Company for a period of 5 consecutive years.	96	25920	87	25744	0	0	9	176



ANNEXURE - D

SUMMERY OF VOTES POLLED AT E-VOTING, POSTAL BALLOT AND AT THE AGM

Res.No.	Type of Voting	Ballots Received	Total Shares	Favour		Against		Invalid		% Shares polled in favour
				Ballots	shares	Ballots	shares	Ballots	Shares	
1	E-Voting	111	191608458	107	191171274	1	38000	3	399184	99.77
	Postal Ballot	223	265586	213	264952	5	601	5	33	99.76
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	407	191461970	6	38601	17	399393	99.77
2	E-Voting	111	191608458	111	191608458	0	0	0	0	100.00
	Postal Ballot	223	265586	211	264745	6	607	6	234	99.68
	Poll at AGM	96	25920	86	25644	1	100	9	176	98.94
TOTAL		430	191899964	408	191898847	7	707	15	410	100.00
3	E-Voting	111	191608458	109	191209304	2	399154	0	0	99.79
	Postal Ballot	223	265586	212	264751	5	601	6	234	99.69
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	408	191499799	7	399755	15	410	99.79
4	E-Voting	111	191608458	100	191372833	11	235625	0	0	99.88
	Postal Ballot	223	265586	210	264628	6	606	7	352	99.64
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	397	191663205	17	236231	16	528	99.88
5	E-Voting	111	191608458	72	188811049	39	2797409	0	0	98.54
	Postal Ballot	223	265586	211	264746	6	606	6	234	99.68
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	370	189101539	45	2798015	15	410	98.54
6	E-Voting	111	191608458	101	191014669	10	593789	0	0	99.69
	Postal Ballot	223	265586	210	264736	7	616	6	234	99.68
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	398	191305149	17	594405	15	410	99.69
7	E-Voting	111	191608458	99	190329123	10	196135	2	1083200	99.33
	Postal Ballot	223	265586	210	264743	7	609	6	234	99.68
	Poll at AGM	96	25920	87	25744	0	0	9	176	99.32
TOTAL		430	191899964	396	190619610	17	196744	17	1083610	99.33

