REF:INABB:AGM:MTS-COPY: June 4, 2018

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
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 Minutes of the Sixty Eighth Annual General Meeting of the Members of the Company held on **May 9, 2018**.

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

CIN: L32202KA1949PLC032923

Phone: +91 80 2294 9150 - 54
Fax : +91 80 2294 9148

www.abb.com/in

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Minutes of the Sixty Eighth Annual General Meeting of the Members of ABB India Limited commenced at 11.00 a.m. and concluded at 12.55 p.m. on Wednesday, May 9, 2018 in "Grand Ball Room", Second floor, Sheraton Grand Bangalore Hotel at Brigade Gateway, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560055.

Directors Present

Mr J C Deslarzes	-	Chairman
Mr Sanjeev Sharma	-	Managing Director
Mr Nasser Munjee	-	Director and Chairman of Audit Committee
Mr Darius E Udwadia	-	Director
Mrs Renu Sud Karnad	-	Director
Mr Tarak Mehta	-	Director

Also Present

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

By Invitation

1. Mr Pawan Kejriwal	-	Representative of B S R & Co. LLP Chartered Accountants
2. Mr S Kannan	-	Scrutinizer for Polling Practicing Company Secretary
3. Mr Pramod	-	Partner Messrs BMP & Co. LLP, Secretarial Auditors

The Meeting was attended by 243 persons representing 245 folios /DPID-Client IDs (159,750,618 equity shares - 75.39 %). Out of which,

- 236 were, Members present in person;
- 1 was representing 2 corporate Members viz., (a) ABB Asea Brown Boveri Limited, Switzerland, (b) ABB Norden Holding AB, Sweden; and
- 6 were proxies for 7 Members.

Mr Sanjeev Sharma, Managing Director, introduced the new Chairman, Mr Jean-Christophe Deslarzes to the Shareholders present at the meeting.

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.

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At the outset, the Chairman introduced to the Members, the Directors, the Chief Financial Officer and the Company Secretary of the Company, who were seated on the dais.

The Chairman stated that the Register of Directors and Key Managerial Personnel in accordance with Section 170 of the Companies Act, 2013 Auditors' Report and Report of the Secretarial Auditors were available for inspection by the Members.

The Chairman stated that the Company had received 7 valid proxies representing 784,850 equity shares in the aggregate (0.37%) and 2 representations under Section 113 of the Companies Act, 2013 representing 158,931,281 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 68th 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 Members, a printed copy of which was distributed at the meeting.

In his statement, the Chairman dealt with External environment, Energy Revolution and Fourth Industrial Revolution, etc.

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 he placed appreciation for Mr. Frank Duggan, his immediate predecessor on the Board.

At the request of the Chairman, Mr Sanjeev Sharma, Managing Director made a presentation to Members on the topic "Positioned for profitable growth" which covered Company's key performance highlights during the Financial Year 2017, Q1 2018 performance, market scenario, major business achievement, CSR activities, etc.

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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 8, 2018 and that the Remote e-voting facility was kept open for a period of four (4) days commencing from 9.00 a.m. on May 5, 2018 till 5.00 p.m. on May 8, 2018 with a cut-off date as May 2, 2018. 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, 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 May 11, 2018. He informed 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.

At the request of the Company Secretary, the Scrutinizer locked and sealed two (2) 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, Choksey, K Sadananda Sastry, Sunderesan, R Muralidhar and another member raised a few queries for clarification, sought a few additional information on certain aspects of the Audited Accounts and made certain suggestions like usage of solar power in company's factories instead of conventional power so as to ensure both cost effectiveness and environment protection, company's strategic positioning in certain business sectors like Railway Signaling Technology, Tunnel and infrastructure, micro grid, electric vehicle, etc.

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Requests were also made for considering distribution of huge accumulated reserves & surplus to shareholders by way of bonus shares and/or increased dividend, arranging for factory visits, directorship representing small shareholders, etc.

A few queries with regard to amount transferred to ABB India Foundation towards CSR spending, steps taken by the Company to ensure obtaining title for the Nelamangala land, etc.

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

Thereafter, the Chairman requested those Members present who had not exercised Remote e-voting facility or Postal ballot and who desired to vote by ballot to do so.

There being no other business, the Chairman thanked the Members and other participants for attending the meeting.

The meeting concluded at 12.55 p.m. with a vote of thanks to the Chair by a shareholder.

Entered on: May 28, 2018

Sd/-
J C DESLARZES
CHAIRMAN
DIN: 08064621
Place: Zurich
Date: 31.5.2018

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) Rules 2014. After ensuring that all Members and proxies participating in the Poll had cast their votes, the Scrutinizer closed the poll at 1.25 p.m. and took custody of the polling boxes. Thereafter, the Scrutinizer counted votes in accordance with the requirements of Companies Act, 2013 and submitted his Report on May 10, 2018 to the Company Secretary.

RESULTS OF THE ELECTRONIC VOTING, POSTAL BALLOT AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES SET OUT IN THE AGM NOTICE:

On the basis of the Scrutinizer's Report dated May 10, 2018, 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 May 10, 2018 stating that following Resolutions in respect of Ordinary and Special Businesses as set out at Item Nos. 1 to 5 of the Notice of 68th 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 Financial Statements and Reports of the Board of Directors and the Auditors thereon.	191224869	191224856	13	5811	99.94	Passed with requisite majority
2.	Declaration of Dividend.	191305182	191305177	5	5811	99.98	Passed with requisite majority
3.	Ratification of appointment of Statutory Auditors and to authorise the Board of Directors to determine their remuneration.	191274138	191273963	175	5794	99.97	Passed with requisite majority
Special Business:							
4.	Appointment of Mr. Jean-Christophe Deslarzes as a Director.	191274119	190990673	283446	5811	99.82	Passed with requisite majority
5.	Approval of remuneration to the Cost Auditor of the Company for Financial Year 2018.	191274090	191273884	206	5811	99.97	Passed with requisite majority

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The Resolutions for the Ordinary and Special businesses as set out in Item Nos.1 to 5 of the Notice of the 68th Annual General Meeting, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 68th Annual General Meeting of the Members held on May 9, 2018:

Item No.1 Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Audited Balance Sheet as at December 31, 2017, Audited Profit & Loss Account and Cash Flow Statement for the year ended December 31, 2017, Explanatory Notes annexed to and the Report of the Directors and the Auditors attached thereto, be and are hereby received, approved and adopted."

Item No.2 Declaration of Dividend.

"RESOLVED THAT dividend @ 220% i.e., Rs.4.40 (Rupees four and paise forty only) per share for the year ended December 31, 2017, 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 May 2, 2018, subject to deduction of tax at source, if any, under the provisions of Income-tax Act and Companies Act."

Item No.3 Ratification of appointment of Statutory Auditors and to authorize the Board of Directors to determine their remuneration

"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 reenactment thereof for the time being in force), the Company hereby ratifies the appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 69th Annual General Meeting to be held for the Financial Year 2018 and to authorize the Board of Directors ("the Board") to fix their remuneration."

Item No.4 Appointment of Mr. Jean-Christophe Deslarzes as a Director

"RESOLVED THAT Mr. Jean-Christophe Deslarzes (DIN: 08064621), who was appointed as a Director by the Board at its meeting held on February 8, 2018 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 143 of the Company's Articles of Association to fill in the casual vacancy caused by the resignation of Mr. Frank Duggan (DIN: 02937233) as a Director, and who holds office upto the date of this Annual General Meeting being the date up to which Mr. Frank Duggan would have held office had he not resigned, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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Item No.5 Approval of remuneration to the Cost Auditor of the Company for Financial Year 2018

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of Rs.35,00,000/- (Rupees Thirty Five Lakh only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit to Ashwin Solanki & Associates, Cost Accountants (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 Financial Year ending December 31, 2018, be and is hereby approved.

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/-
J C DESLARZES
CHAIRMAN
DIN: 08064621
Place: Zurich
Date: 31.5.2018

Certified True Copy

For ABB India Limited

B Gururaj
Company Secretary
FCS 2631

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