

NOTICE

Notice is hereby given that the Seventy-sixth Annual General Meeting of Abbott India Limited will be held through Video-Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) on Monday, September 7, 2020 at 9.00 a.m. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 107/- and special dividend of ₹ 143/- per Equity Share for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr Kaiyomarz Marfatia (DIN : 03449627), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint a Director in place of Mr Munir Shaikh (DIN : 00096273), who has attained the age of seventy-five years and, who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

RESOLVED That pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Company be and is hereby accorded to the re-appointment of Mr Munir Shaikh (DIN : 00096273), who has attained the age of seventy-five years and who retires by rotation at this Annual General Meeting and being eligible for re-appointment, as Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS :

5. **Ratification of remuneration payable to M/s Kishore Bhatia & Associates, Cost Auditors, for the financial year 2020-21**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED That pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), remuneration of ₹ 7.50 Lakhs plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, as approved by the Audit Committee and Board of Directors of the Company, payable to M/s Kishore Bhatia & Associates, Cost Accountants (Registration No. 00294), for conducting the Cost Audit of the Company for the financial year 2020-21, be and is hereby ratified.

6. **Appointment of Ms Shalini Kamath (DIN : 06993314) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED That pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms Shalini Kamath (DIN : 06993314), who was appointed as Additional Director by the Board of Directors effective October 29, 2019, in terms of the provisions of Section 161 of the Act, read with Article 113 of the Articles of Association of the Company, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, from a Member proposing her candidature for the office of Director and who has submitted the declaration that she meets the requisite criteria of independence, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) years effective October 29, 2019.

7. **Appointment of Mr Ambati Venu (DIN : 07614849) as Director, liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :



RESOLVED That Mr Ambati Venu (DIN : 07614849), who was appointed as Additional Director of the Company by the Board of Directors effective March 1, 2020, in terms of the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), read with Article 113 of the Articles of Association of the Company, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, 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.

8. Appointment of Mr Anil Joseph (DIN : 08753233) as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED That Mr Anil Joseph (DIN : 08753233), who was appointed as Additional Director of the Company by the Board of Directors effective July 1, 2020, in terms of the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), read with Article 113 of the Articles of Association of the Company, to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

9. Appointment of Mr Anil Joseph (DIN : 08753233) as Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED That in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), read with Article 133 of the Articles of Association of the Company and subject to

approval of the Central Government and such other approvals, as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr Anil Joseph (DIN : 08753233) as the Managing Director, not liable to retire by rotation, for a period of 5 (five) years with effect from July 1, 2020, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

RESOLVED Further That the Board 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.

10. Approval of transactions/contracts/arrangements with Related Party

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

RESOLVED That pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“the Listing Regulations”), consent of the Company, be and is hereby accorded to the Audit Committee/Board of Directors to enter into transactions/contracts/arrangements with Abbott Healthcare Private Limited, [a ‘Related Party’ as per the provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations], in the ordinary course of its business and on arm’s length basis, for purchase and sale of products; goods; raw materials; active pharmaceutical ingredients; stock-in-trade, availing or rendering of services, reimbursement of expenses, recovery of cost, rent payments, buying/leasing of property, lending or borrowing of monies (as may be permissible under the applicable provisions of the Act) or such other transactions on such terms and conditions as may be mutually agreed upon between the Company and the Related Party for an amount not exceeding ₹ 800 Crore (Rupees Eight Hundred Crores) in each financial year for a period of 5 (five) years upto the financial year 2024-25.

RESOLVED Further That the Audit Committee/Board of Directors, be and is hereby severally authorised to do all such acts, deeds, matters and things and to finalize the terms and conditions and execute such agreements, documents and writings and make such filings as may be necessary or expedient to give effect to this Resolution.

11. Approval for increase in Foreign Investment limits into the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

RESOLVED That subject to the provisions of Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and the Consolidated Foreign Direct Investment Policy Circular of 2017 dated August 28, 2017 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and other applicable rules, guidelines, regulations, notifications, circulars, provisions, if any, (including any amendment(s), or re-enactment(s) or re-notification(s) of each of the above for the time being in force), and subject to other statutory/regulatory compliances and approvals (including approval from the Central Government for increase in sectoral cap for foreign investment and any attendant conditions stipulated thereunder) as may be necessary, consent of the Company be and is hereby accorded for acquiring and holding equity shares of the Company, by the Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)/Non-Resident Indians (NRIs) under the portfolio scheme up to 5% of the total paid up share capital of the Company, provided that the composite cap for total foreign investment from all sources (including investments received under the Portfolio Investment Scheme, Foreign Venture Capital Investors (FVCIs), Foreign Direct Investment (FDI) and indirect foreign investment, etc., in any combination thereof) shall not exceed 80% of the total paid up share capital of the Company, on a fully diluted basis.

RESOLVED Further That the Board of Directors of the Company, be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution and to delegate all or any of its powers herein

conferred to any committee of Board of Directors or any one or more of the Directors of the Company, for giving effect to this Resolution.

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. : ACS 16536

Mumbai

August 7, 2020

Registered Office :

Abbott India Limited

CIN : L24239MH1944PLC007330

3, Corporate Park, Sion-Trombay Road,

Mumbai - 400 071

Telephone No. : +91-22-6797 8888/+91-22-5046 1000/2000

Fax : +91-22-5016 9400

Email : investorrelations.india@abbott.com

Website : www.abbott.co.in

NOTES :

- i. In view of the prevailing situation due to COVID-19 pandemic and pursuant to the Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020, respectively, followed by Circular No. 20/2020 dated May 5, 2020, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Annual General Meeting of the Company ("the Meeting") shall be held through Video-Conferencing ("VC") or Other Audio-Visual Means ("OAVM").
- ii. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- iii. Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting.



- iv. A statement pursuant to Section 102(1) of the Act, relating to the Business to be transacted from Item Nos. 4 to 11 is annexed hereto.
- v. The additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the Secretarial Standards issued by the Institute of Company Secretaries of India, are annexed hereto.
- vi. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 1, 2020 to Monday, September 7, 2020 (both days inclusive).
- vii. Final dividend of ₹ 107/- and special dividend of ₹ 143/- per Equity Share of ₹10/- each, as recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be paid on and from September 14, 2020 to the Members whose names appear on the Register of Members as on September 7, 2020 and to the Beneficial Owners of the Shares as on August 31, 2020, as per the details furnished by the Depositories for this purpose.
- viii. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent.
- ix. In view of the prevailing lockdown due to COVID-19 pandemic, the Dividend will be paid electronically in the bank accounts of the Members whose bank details are available with the Company/Registrar and Share Transfer Agent/Depositories.

Members holding shares in electronic form are requested to intimate change, if any, in their registered address or bank details to their Depository Participants with whom they have Demat accounts. The Company or Registrar and Share Transfer Agent cannot act on any request received directly from such Members. Members holding shares in physical form are requested to intimate change, if any, in their registered address or bank details to the Company/Registrar and Share Transfer Agent.

For the Members, whose bank details are not updated/ registered as aforesaid, the Company shall withhold the demand drafts and shall dispatch the same once the lockdown is lifted and postal services are normalized.

- xi. Members holding shares in electronic form are required to contact their Depository Participants to register/ change their nomination.

Members holding shares in physical form are advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>

- xii. Members who have not encashed their dividend warrants from the year 2013-14 or thereafter, are requested to write to the Company/Registrar and Transfer Agent for issue of new demand drafts. Members are requested to note that the unclaimed dividends will be transferred to the Investor Education and Protection Fund (IEPF) after the below mentioned due dates :

Dividend and Year	Dividend per Share	Due Date of Transfer to IEPF
56 th Dividend 2013-14	23	30/08/2021
57 th Dividend 2014-15	31	27/08/2022
58 th Dividend 2015-16	35	16/08/2023
59 th Dividend 2016-17	40	16/08/2024
60 th Dividend 2017-18	55	16/08/2025
61 st Dividend 2018-19	65	20/09/2026

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the required information in respect of dividend remaining unpaid/ unclaimed (as on date of the last Annual General Meeting held on August 22, 2019) on the Company’s website under the Investor Section at <https://www.abbott.co.in/investor-relations/other-information/unclaimed-dividend.html>

- xiii. In terms of requirements of Regulation 39(4) and Schedule VI of the Listing Regulations, shares which remained unclaimed in the custody of the Company are required to be transferred to the Suspense Account opened by the Company.

Accordingly, details of the unclaimed shares lying in the Company's Unclaimed Suspense Account are as follows :

Particulars	Number of Shareholders	Number of Shares
Aggregate number as at April 1, 2019	187	23,993
Number of shares claimed and transferred from the Unclaimed Suspense Accounts during the year	1	165
Number of shares transferred to Investor Education and Protection Fund	148	19,117
Aggregate number as at March 31, 2020	38	4,711

All benefits accruing on such shares shall be credited to Unclaimed Suspense Account for a period of seven years. Thereafter, the said shares including all benefits accrued thereon shall be transferred by the Company to IEPF Authority in accordance with the provisions of Section 124(5) and (6) of the Act. The voting rights in respect of such shares shall remain frozen till the rightful owner claims such shares.

- xiv. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.
- xv. In terms of requirements of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more are required to be transferred to the IEPF Authority ("IEPF Authority").

During the year 2019-20, the Company has transferred 31,212 Equity Shares held by 239 Members to the IEPF Authority in July 2019. The details of shares so transferred is available on the Company's website under the Investor Section at [https://www.abbott.co.in/investor-](https://www.abbott.co.in/investor-relations/other-information/unclaimed-dividend.html)

[relations/other-information/unclaimed-dividend.html](https://www.abbott.co.in/investor-relations/other-information/unclaimed-dividend.html)

The said details are also provided in the Corporate Governance Report.

The Members whose shares/unclaimed dividends, etc. have been transferred to IEPF may claim the shares and unclaimed dividends by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time. A Member can file only one consolidated claim in a financial year as per the said Rules and amendments thereto.

During the year, 7 claims were received from Members, details of which are as follows :

Particulars	Number of Shareholders	Number of Shares
Aggregate number as at April 1, 2019	396	66,989
Transferred to IEPF Authority during the year	239	31,212
Claims brought forward	3	812
Claims received from Shareholders during the year	7	1,305
Claims processed by IEPF Authority	5	1,276
Claims pending with IEPF Authority	5	841
Aggregate number as at March 31, 2020	630	96,925

- xvi. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on investorrelations.india@abbott.com at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- xvii. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
- xviii. The Ministry of Corporate Affairs has undertaken a **"Green Initiative in Corporate Governance"** and allowed companies to share documents with its shareholders through an electronic mode. In line with MCA Circulars and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Annual Report for the financial year 2019-20 along with the Notice of Seventy-sixth Annual General Meeting,



will be sent through electronic mode to the Members whose email addresses are available with the Company/ Depositories/Depository Participants.

The aforesaid documents shall also be available on the Company' website <https://www.abbott.co.in/investor-relations/financials.html> and on the websites of the BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com

The Members whose email addresses are not registered with the Company are requested to do so by following the instructions given under Part E.

- xix. The relevant documents referred to in the accompanying Notice and Explanatory Statement will be provided upon request, in electronic mode upto the date of the Meeting. The Members are required to write to investorrelations.india@abbott.com with a subject "Inspection of Documents".

xx. **Voting through electronic means**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2015, Regulation 44 of the Listing Regulations and in line with the MCA Circulars, the Company is pleased to provide to its Members the facility to exercise their vote through electronic means i.e. 'remote e-voting' on resolutions proposed to be passed at the Meeting. In line with the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only.

- a. The facility for voting shall be provided at the Meeting. Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.
- b. The remote e-voting facility will be available during the following voting period :

Commencement of remote e-voting : From 9 a.m. (IST) on Friday, September 4, 2020

End of remote e-voting : Upto 5 p.m. (IST) on Sunday, September 6, 2020

- c. Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88) (Membership No. FCS 993) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. August 31, 2020 ("Cut-off date") only shall be entitled to avail the facility of remote e-voting or voting at the Meeting, as the case may be, in proportion to the shares held as on the Cut-off date.
- e. Any person who acquires the shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on Cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.
- f. The facility of voting will be provided at the Meeting for the Members attending the Meeting and who have not cast their vote earlier by remote e-voting.
- g. A Member can participate in the Meeting through VC/OAVM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting
- h. Once the Member has confirmed his voting on the resolution, he will not be allowed to modify his vote or cast the vote again.
- i. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- j. The Results shall be declared by the Chairman or any other person authorized by him in writing within forty-eight hours from the conclusion of the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. www.abbott.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results. The results shall simultaneously be forwarded to the BSE Limited, Mumbai and also be displayed on the Notice Boards of the Registered and Corporate Offices of the Company.

Process and Manner of remote e-voting :

Part A : Instructions for login :

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders section’.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****.

c) For Members holding shares in physical Form	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***
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5. Your password details are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which will be communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digit of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial Password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password :
 - a) If you are holding shares in your demat account with NSDL or CDSL, click on **“Forgot User Details/ Password?”** option available on www.evoting.nsdl.com
 - b) If you are holding shares in physical mode, click on **“Physical User Reset Password?”** option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at



evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box and click on “Login” button.
8. Thereafter Home page of e-voting will open.

Part B : Instructions to cast your vote :

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles and you will be able to see “EVEN” of all the companies in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of Abbott India Limited.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Part C : General Instructions :

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cstaizoomkhumri@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990 or write to Ms Sarita Mote – Assistant Manager at SaritaM@nsdl.co.in/evoting@nsdl.co.in/ + 91 22 2499 4890/National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Part D : Instructions for voting by the Members at Meeting attended through VC/OAVM :

1. Only those Members, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
2. Members who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
3. The Members may connect with Ms Sarita Mote – Assistant Manager - NSDL at evoting@nsdl.co.in for any grievances/concerns relating to e-voting during the Meeting.

Part E : Instructions for registration of Email address :

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below :

- In case shares are held in physical mode, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to investorrelations.india@abbott.com
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to investorrelations.india@abbott.com
- Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Meeting. In case of any queries, Member may write to investorrelations.india@abbott.com

xxi. **Instructions for Members for attending the Meeting through VC/OAVM :**

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-voting system. Members may attend the Meeting and view the live webcast at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Facility of joining the Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Meeting and will be available for Members on first-come-first-served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. **Speaker Registration/Questions for the Meeting :**

Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations.india@abbott.com from Monday, August 24, 2020 to Monday, August 31, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.

xxii. Considering the Meeting would be held through VC/OAVM, the route Map for the venue is not annexed to the Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr Munir Shaikh (DIN : 00096273), Non-Executive Chairman of the Board retires by rotation at this Annual General Meeting of the Company in terms of provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

In terms of the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015, as amended from time to time, no person who has attained the age of seventy-five years shall be appointed or continued as a Director unless a special resolution is passed approving such appointment or continuation. Considering that Mr Shaikh has attained the age of seventy-five years, approval of the Members is sought through Special Resolution for his re-appointment as Director, liable to retire by rotation.

Mr Shaikh has held several management and leadership positions with Abbott since 1968 in different geographies across various businesses. In his last role, from June 2005 until his retirement in 2010, he was the Divisional Vice President, Southeast Asia/Middle East/Africa, Abbott Nutrition International based in Singapore. He is a fellow of the Institute of Chartered Accountants of England and Wales.

As the Chairman of the Board of the Company since March 2001, Mr Shaikh brings to the Board extensive leadership and industry experience of over five decades, including a deep knowledge and understanding of the Company's business operations, strategies and the opportunities and risks faced by the Company. His significant contribution and guidance to the Board in governance matters and strategic direction to the Management have helped the Company achieve several milestones year-after-year.

The Board, based on recommendation of the Nomination and Remuneration Committee is of the view that his immense knowledge, independent perspective and continued association will immensely benefit the Company and therefore, recommend his re-appointment. Mr Shaikh is not related to the promoter companies. He does not hold any shares in the Company.



None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Shaikh, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as a Special Resolution.

Item No. 5

The Board, based on the recommendation of the Audit Committee, approved the appointment of M/s Kishore Bhatia & Associates, Cost Accountants (Registration No. 00294) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2020-21 at a remuneration of ₹ 7.50 Lakhs plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, remuneration payable to M/s Kishore Bhatia & Associates, Cost Auditors, as stated above, requires ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

Item No. 6

The Board, based on recommendation of the Nomination and Remuneration Committee, appointed Ms Shalini Kamath (DIN : 06993314) as Additional Director of the Company effective October 29, 2019, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) read with Article 113 of the Articles of Association of the Company. She holds office upto the date of this Annual General Meeting.

Further, the Board as per the applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and based on recommendations of the Nomination and Remuneration Committee, appointed Ms Kamath as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) years effective October 29, 2019, subject to approval of the Members at the Annual General Meeting of the Company.

Ms Kamath has given her consent to act as a Director of the Company. Also, as per confirmations received from her, she is not disqualified from being appointed as a Director in terms of

Section 164 of the Act, and meets the criteria of independence as prescribed under the applicable provisions of the Act and the Regulations. She has further confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Ms Kamath is independent of the Management.

The Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Ms Kamath for the office of Director of the Company.

Ms Kamath has close to three decades of work experience in three distinct fields—Human Resources, Business Development and Social & Community Development and across two continents – India and Africa. She is a certified and practicing ‘CEO & Leadership Coach’.

Ms Kamath’s Human Resources (HR) career spans close to a decade and half with Group HR Head positions for Chevron Texaco India, Star India, KPMG India and Ambit Holdings. She was a key member of the Executive Leadership Team in each of her assignments. She was a ‘Strategic Partner’ to the businesses in providing business linked people solutions through change, renewal and transformation. In addition, her role in managing the corporate communications function at Ambit Holdings has given her the experience in building a strong corporate brand, both externally and internally.

Prior to her roles in HR, Ms Kamath was the Deputy Marketing Director at Raytheon India. She began her working career in Zambia and Botswana. Over a decade, she worked with the Governments of both the countries on several educational and social & community development projects. She acquired extensive experience in tripartite partnership projects related to community-oriented income generation programs.

Ms Kamath is Independent Director on the Boards of Graphite India Limited (Listed), Borosil Renewables Limited (Listed) and Ambit Finvest Private Limited.

Ms Kamath is an MBA graduate from Edinburgh Business School, UK. She has been trained at Harvard Business School in change and transformation. She is an alumnus of CSC Global leadership program and a certified Zenger Folkman Leadership4you trainer & facilitator.

The additional details of Ms Kamath as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure forming part of this Notice. Ms Kamath does not hold any shares in the Company.

The letter of appointment of Ms Kamath containing terms of her appointment, is available for inspection by Members on the website of the Company at www.abbott.co.in

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms Kamath, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members as an Ordinary Resolution.

Item No. 7

Mr Ambati Venu (DIN : 07614849) served as the Managing Director of the Company for over three and half years upto February 29, 2020. He has been elevated to a new role within the Abbott Group in India effective March 1, 2020.

The Board, with a view to continue to leverage extensive experience held by Mr Ambati in the areas of pharmaceuticals and his deep understanding and knowledge about the Company's operations and based on recommendation of the Nomination and Remuneration Committee, appointed him as Additional Director of the Company effective March 1, 2020, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder ("the Act") read with Article 113 of the Articles of Association of the Company. He holds office upto the date of this Annual General Meeting.

Mr Ambati has given his consent to act as a Director of the Company. Also, as per confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Mr Ambati for the office of Director of the Company.

Prior to joining the Company in September 2016, Mr Ambati held over 24 years of extensive experience in consumer goods and OTC products with GlaxoSmithKline Consumer Healthcare Limited (GSK Consumer) in various leadership positions across the Indian sub-continent, Middle East, North Africa and Asia. His last role till September 2015 was Regional Vice President & General Manager-Asia, GSK Consumer.

Mr Ambati holds strong business acumen and the ability honed in both developed and emerging markets. Having worked in various regions since joining GSK Consumer in 1992, one of his strongest assets is his ability to excel within diverse socio-cultural environments. Prior to his Asia

appointment, he was the Vice President & General Manager for Middle East & North Africa where he spearheaded commercial operations across seventeen countries in one of the company's fastest growing and most complex business environments.

Mr Ambati is an alumnus of the Indian Institute of Management, Ahmedabad and has a Bachelor's degree in Engineering (Mechanical) from the University of Bhopal.

The additional details of Mr Ambati as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure forming part of this Notice. He does not hold any shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Ambati, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the resolution set forth in Item No. 7 for the approval of Members as an Ordinary Resolution.

Item Nos. 8 and 9

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr Anil Joseph (DIN : 08753233) as an Additional Director with effect from July 1, 2020 in terms of Section 161 of the Companies Act, 2013 and Rules made thereunder ("the Act") read with Article 113 of the Articles of Association of the Company. He holds office up to the date of this Annual General Meeting.

The Board, based on recommendation of the Nomination and Remuneration Committee also appointed Mr Joseph as the Managing Director, not liable to retire by rotation, for a term of 5 (five) years with effect from July 1, 2020, subject to the approval of the Central Government and Members of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr Anil Joseph for the office of Director of the Company.

Mr Joseph has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.



He satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director.

Mr Joseph, comes with an excellent track record of over 25 years working with reputable companies across different business sectors (predominately Healthcare & FMCG) driving revenue and income growth; business turnaround and managing emerging markets. He has an extensive and broad-based experience in managing P&L, General Management and Sales & Marketing including Strategy Development, Branding & Position, Key Accounts and Distributor Management and Sales Operations.

Prior to joining the Company, Mr Joseph was working with Abbott Laboratories, Singapore heading the Diagnostics Division (Transfusion Medicine) for APAC, China and Japan since March 2016. At Abbott, he was instrumental in setting up the Transfusion Medicine Business Unit in Asia Pacific building a team, developing retention and growth strategies and executing a high-pressure environment to transition the business. Prior to this, he has worked with Johnson & Johnson and Coca-Cola in various senior leadership positions, in India and across Asia Pacific markets. He brings diversified experience across different countries, market types and managing multiple functions – sales, marketing, finance, engineering, supply chain, etc. and has significant expertise in managing start-ups, turn around, managing explosive growth as well as sustaining success.

Mr Joseph holds a Master's in Business Administration (dual specialization – Marketing and Human Resources) from Symbiosis Institute of Business Management, Pune University and Bachelor of Science (Mathematics) from C.M.S College, MG University, Kottayam, Kerala.

The significant terms and conditions of appointment of Mr Joseph are as under :

1. In consideration of the performance of his duties to the Company, Mr Joseph shall be entitled to the following remuneration subject to applicable taxes :
 - (a) Salary, allowances and perquisites : from ₹ 2.94 crore per annum upto ₹ 4.25 crore per annum; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time,
 - (b) Performance Linked Bonus : Performance Bonus will be allowed in addition to Salary as stated above according to the Company policy and as may be determined by the Board of Directors but shall not exceed an amount equal to 100% of the Salary for the relevant period.
2. Mr Joseph shall be entitled to furnished/non-furnished residential accommodation in lieu of housing allowance which is part of his Base Salary, relocation expenses (one-time), club fees, telephone and such other perquisites/benefits in accordance with the Company's Rules. He will be entitled for Abbott Laboratories, USA stocks under its "Long Term Incentive Plan" in the form of Restricted Stock Unit, as per his eligibility. He is also eligible to purchase shares of Abbott Laboratories, USA, under its "Affiliate Employee Stock Purchase Plan"

The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.
3. The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit;
4. Notwithstanding anything contained in this Agreement, if in any financial year during the tenure of Mr Joseph as Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr Joseph shall be subject to the provisions of Section 197 and Section II of Part II of Schedule V to the Act, or any other law or enactment for the time being or from time to time in force;
5. Mr Joseph shall not directly or indirectly, engage himself in any other business or occupation or employment whatsoever, without the approval of the Board. PROVIDED HOWEVER, that it shall be permissible to Mr Joseph to hold share(s) of any other company(ies);
6. So long as Mr Joseph functions as Managing Director, he shall not become interested or otherwise concerned directly or through any of his relatives, if any, in any selling agency of the Company, without the prior approval of the Board;
7. Mr Joseph shall not, during the continuance of his employment hereunder or at any time thereafter divulge or disclose to any person whomsoever or make any use

whatsoever for his own purpose or for any purpose other than that of the Company, of any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and he shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from so doing. PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company shall not be deemed to be contravention of this Clause;

8. The employment of Mr Joseph shall forthwith be determined if he shall become insolvent or make any composition or arrangement with his creditors or if he is guilty of any misconduct or otherwise violates the Abbott Code of Business Conduct;
9. In case of the demise of Mr Joseph during the course of his employment hereunder, the Company will pay to his legal personal representatives the salary and other emoluments payable hereunder for the then current month and other dues together with any such further sum as the Board of Directors may determine;
10. Notwithstanding anything contained to the contrary in this Agreement, either party shall be entitled to determine the Agreement by giving not less than 3 (three) months' notice in writing in that behalf to the other party without the necessity of showing any cause. However, the Company shall have the option to terminate the employment by giving 3 (three) months' remuneration including salary, allowances, benefits/perquisites in lieu of notice.
11. The appointment of Mr Joseph as Director shall cease as provided in Section 167(1)(c) and (d) of the Companies Act, 2013 and simultaneously his employment with the Company shall also come to an end.

The additional details of Mr Joseph as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, are set out in the Annexure forming part of this Notice. Mr Joseph does not hold any shares in the Company.

A copy of the agreement between Mr Joseph and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members

up to the date of this Annual General Meeting. The Members may write an email to investorrelations.india@abbott.com by mentioning "Request for Inspection" in the subject of the email.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Joseph, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 and 9.

Considering the rich and diversified experience of Mr Joseph, the Board recommends the resolutions set forth in Item Nos. 8 and 9 for the approval of Members as Ordinary Resolutions.

Item No. 10

The Company is engaged in the business of manufacturing, selling, distribution and marketing of Pharmaceuticals.

The Company, in the ordinary course of its business and on arm's length basis enters into various transactions, contracts, arrangements with various Abbott affiliates. The Company and Abbott Healthcare Private Limited both being indirect subsidiaries of Abbott Laboratories, USA, are Related Parties as per the provisions of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("the Listing Regulations").

The transactions with Abbott Healthcare Private Limited inter alia include purchase and sale of products; goods; raw materials; active pharmaceutical ingredients; stock-in-trade, availing or rendering of services, reimbursement of expenses, recovery of costs, rent receipts/payments, buying/leasing of property, lending or borrowing of monies, (as may be permissible under the applicable provisions of the Act), etc., which are entered into in the ordinary course of business, at arms' length and in the best interest of the Company.

In terms of Regulation 23 of the Listing Regulations, all material transactions (i.e. the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements) with a related party requires approval of the Members through ordinary resolution.

The Members at its Meeting held on July 18, 2017, approved the transactions with Abbott Healthcare Private Limited upto a limit of ₹ 550 Crore in each financial year. Considering the future business projections, the Company envisages that the



transactions with Abbott Healthcare Private Limited may exceed the said approved limits. Thus, by way of abundant caution, prior approval of the Members is being sought in terms of the Regulation 23 of the Listing Regulations for enhanced limits of

₹ 800 Crore in each financial year for a period of 5 financial years upto 2024-25. The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The particulars of the contracts/arrangements/transactions are as under :

Name of the Related Party	Abbott Healthcare Private Limited
Name of Director(s) or Key Managerial Personnel who is related	NA
Nature of Relationship	Abbott Healthcare Private Limited and the Company both are indirect subsidiaries of Abbott Laboratories, USA
Material terms of the contracts/arrangements/ transactions	Purchase and sale of products; goods; raw materials; active pharmaceutical ingredients; stock-in-trade, availing or rendering of services, reimbursement of expenses, recovery of costs, rent receipts/ payments, buying/leasing of property, lending or borrowing of monies, (as may be permissible under the applicable provisions of the Act) or such other transactions.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Aggregate amount of transactions to be entered with related party	Not exceeding ₹ 800 Crore (Rupees Eight Hundred Crores) in each financial year for a period of 5 years upto 2024-25

The Company, from time to time, conducts third party review for each category of transactions with Abbott Healthcare Private Limited and basis which, determines that all such transactions meet domestic transfer pricing norms enshrined in the Income Tax Act, 1961 and are on arm's length. The Audit Committee and the Board are of the opinion that the above transactions are entered in the best interests of the Company and accordingly have granted approval for enhancing the limits of transactions with Abbott Healthcare Private Limited.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, is deemed to be concerned or interested, financially or otherwise, in the resolutions set out at Item No. 10.

The Board recommends the resolution set forth in Item No. 10 for the approval of Members as an Ordinary Resolution.

Item No. 11

In accordance with the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and the Consolidated Foreign Direct Investment Policy Circular of 2017 dated August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and other applicable rules, guidelines, regulations, notifications, circulars, provisions, if any, (including any amendments, or re-enactments or re-notifications of each of the above for the time being in force), foreign investment in a company engaged in brown-field pharmaceutical sector up to 74% of the share capital of the Company would fall under the automatic route, while foreign investment beyond 74% would require approval of the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers.

Members may please note that prior to the change in FDI Policy on October 19, 2012, foreign investment in a company engaged in brown-field pharmaceutical sector was permitted up to 100% under the automatic route. Further, the Foreign Direct Investment of 74.99% from the promoters of the Company and other Foreign investment (held by FII/FPI and NRI repatriable) to the extent of 0.12% (out of total 1.34% held as on July 24, 2020 by FII/FPI and NRI repatriable) were received prior to such change in policy in October 2012, in compliance with the then applicable foreign exchange regulations.

Presently, the Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) are unable to purchase additional shares of the Company owing to the applicable sectoral limits in terms of the SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018, and therefore, it is pertinent to increase the applicable limits for Foreign Investment into the Company, subject to receipt of approval from the Government.

In line with the Company's commitment to be compliant with the abovementioned regulatory regime for foreign investment and giving headroom to the further foreign portfolio investment, the Board on June 16, 2020, approved proposal to increase the aggregate limit for investment by Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)/Non Resident Indians (repatriable) under the portfolio investment scheme, to the proposed ceiling of 5% of the total paid up share capital of the Company, provided that the composite cap for total foreign investment from all sources (including investments received under the Portfolio Investment Scheme, Foreign Venture Capital

Investors (FVCIs), Foreign Direct Investment (FDI), Indirect Foreign Investment, etc., in any combination thereof) shall not at any time exceed 80% of the total paid up share capital of the Company on a fully diluted basis. In terms of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, this would also require an approval of the Members by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, is deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 11.

The Board recommends the resolution set forth in Item No. 11 for the approval of Members as a Special Resolution.

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. : ACS 16536

Mumbai
August 7, 2020

Registered Office :

Abbott India Limited

CIN : L24239MH1944PLC007330

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Details of Directors seeking appointment/re-appointment at the Seventy-sixth Annual General Meeting (pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and the Secretarial standards issued by the Institute of Company Secretaries of India

Name of Director	Mr. Kaiyomar Marfatia	Mr. Munir Shaikh	Ms Shalini Kamath	Mr. Ambati Venu	Mr. Anil Joseph
Date of Birth	November 22, 1956	March 1, 1943	December 15, 1964	May 26, 1969	January 31, 1975
Date of Appointment	March 1, 2011	March 2, 2001	October 29, 2019	March 1, 2020	July 1, 2020
Expertise in Specific Functional Area	Mr. Marfatia has over 40 years of diverse experience in the Legal and Secretarial streams, of which about 24 years have been with Abbott.	Mr. Shaikh possesses vast knowledge of the industry and is a consummate team player with an entrepreneurial flair.	Ms Kamath has close to three decades of work experience in three distinct fields – Human Resources, Business Development and Social & Community Development and across two continents – India and Africa.	Mr. Ambati has diversified experience in handling International business operations with an excellent track record of success in building and leading high performing teams.	Mr. Joseph has an expertise in managing P&L, General Management and Sales & Marketing including Strategy Development, Branding & Position, Key Accounts and Distributor Management and Sales Operations.
Qualifications	B.Com. from Lala Lajpat Rai College and Law degree from Government Law College, Mumbai	Fellow of the Institute of Chartered Accountants in England and Wales	MBA graduate from Edinburgh Business School, UK and an Alumna of CSC Global leadership program and a certified Zenger Folkman Leadership4you trainer and facilitator	Alumnus of the Indian Institute of Management, Ahmedabad and Bachelor's degree in Engineering (Mechanical) from the University of Bhopal	M.B.A. with dual specialization – Marketing & Human Resources from Symbiosis Institute of Business Management, Pune University and B.Sc. (Mathematics) from C.M.S College, MG University, Kottayam, Kerala
No. of shares held in the Company	NIL	NIL	NIL	NIL	NIL
Directorships in other Indian Companies	None	None	3	None	None
Membership of Committees in other Indian Companies	None	None	1	None	None
Relationship between Directors inter-se	None	None	None	None	None