

NOTICE

Notice is hereby given that the Eightieth Annual General Meeting of Abbott India Limited will be held through Video-Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) on Thursday, August 8, 2024 at 10.00 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, 2024 together with the Reports of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 410/- per Equity Share for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr Ambati Venu (DIN : 07614849), 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.

In this matter, 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, 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, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

5. Appointment of M/s Walker Chandiok & Co LLP as the Statutory Auditors of the Company.

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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force),

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Eighty-fifth Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

RESOLVED Further That the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS :

6. Ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Auditors, for the financial year 2024-25

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), and as approved by the Audit Committee and the Board of Directors of the Company, remuneration of ₹ 0.09 Crores plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), for conducting the Cost Audit of the Company for the financial year 2024-25, be and is hereby ratified.

7. Appointment of Ms Alison Davies (DIN : 10658884) 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including



any statutory modification or re-enactment thereof for the time being in force) read with Article 113 of the Articles of Association of the Company, Ms Alison Davies (DIN : 10658884), who was appointed as an Additional Director of the Company with effect from June 13, 2024 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED Further That the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

By Order of the Board

Sangeeta Shetty

Company Secretary

Membership No. : ACS 18865

Mumbai
June 12, 2024

Registered Office :

Abbott India Limited

CIN : L24239MH1944PLC007330

3, Corporate Park, Sion-Trombay Road, Mumbai - 400 071

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

E-mail : investorrelations.india@abbott.com

Website : www.abbott.co.in

NOTES :

- i. In accordance with the Ministry of Corporate Affairs, ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 5, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Annual General Meeting ("AGM") will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/ 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 and Securities and Exchange Board of India ("SEBI")

Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, 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. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- iii. Corporate Members intending to have their representatives attend the Meeting through VC/ OAVM 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 Businesses to be transacted at Item Nos. 4 to 7 is annexed hereto.
- v. The additional details of Directors retiring by rotation/ seeking appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.
- vi. Final dividend of ₹ 410/- 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 after August 13, 2024 to the Members whose names appear on the Register of Members and to the Beneficial Owners of the Shares as on July 19, 2024 ("Record date"), as per the details furnished by the Depositories for this purpose.
- vii. In accordance with the provisions of the Income Tax Act, 1961 ("IT Act") as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Shareholders and the Company is required to deduct Tax at Source ("TDS") from dividend paid to the Shareholders at the applicable rates. Section 206AB of the Act mandates special provisions for TDS in respect of taxpayers who have not filed their income-tax return for the previous year.

A separate communication has been sent to the Members describing the detailed provisions regarding this and process to submit the documents/ declarations

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along with the formats, in respect of deduction of TDS on the dividend payout. The intimation is also available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

- viii. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated that dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.
- ix. 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 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 bank details by sending duly signed Form ISR-1 alongwith required documents to the Registrar and Share Transfer Agent/ Company.
- x. SEBI, vide its Circular dated November 3, 2021, as amended from time to time, had made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/ Opt-out of Nomination details to avail any investor service. The timeline provided by SEBI to furnish/ update the above details was September 30, 2023, which was extended till December 31, 2023. Members who are yet to update their KYC details are therefore urged to furnish PAN, KYC and Nomination/ Opt-out of Nomination by submitting the prescribed forms duly filled, by e-mail from their registered e-mail ID to inward.ris@kfintech.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to KFin Technologies Limited, Registrar and Transfer Agent of the Company (“KFin”), at Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Further effective April 1, 2024, all the holders of physical securities shall be eligible for any dividend payment in respect of their folios, only through electronic mode after updation of all the above required details.
- In accordance with the SEBI Circular dated March 16, 2023, the Company has sent out intimations to those Members, holding shares in physical form, whose folios are incomplete with PAN, KYC and/ or Nomination details, requesting them to update their details with the RTA/ Company.
- xi. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/ splitting of share certificate; consolidation of share certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website at <https://www.abbott.co.in/investor-relations.html> and on the website of the KFin at <https://www.kfintech.com>. It may be noted that any service request can be processed only after the Folio is KYC Compliant.
- xii. To eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFin for assistance in this regard.
- xiii. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to KFin, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- xiv. In terms of requirements of Regulation 39(4) and Schedule VI of the SEBI Listing Regulations, shares which remained unclaimed in the custody of the Company are required to be transferred to the Unclaimed Suspense Account opened by the Company.



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

Particular	No. of Shareholders	No. of Shares
No. of shares as on April 1, 2023	33	3,958
No. of shares claimed and transferred from the Unclaimed Suspense Account during the year	-	-
No. of shares transferred to Investor Education and Protection Fund (IEPF)	-	-
No. of shares as on March 31, 2024	33	3,958

All benefits accruing on such shares shall be credited to Unclaimed Suspense Account for a period of 7 (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.

- xv. Members who have not encashed their dividend warrants from the year 2016-17 or thereafter, are requested to write to the Registrar and Transfer Agent/ Company. 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 for Transfer to IEPF
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
62 nd Dividend 2019-20	250	05/10/2027
63 rd Dividend 2020-21	275	25/08/2028
64 th Dividend 2021-22	275	08/09/2029
65 th Dividend 2022-23	325	07/09/2030

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 unpaid/ unclaimed dividend (as on date of the last Annual General Meeting held on August 9, 2023) on the Company's website under the Investor Section at <https://www.abbott.co.in/investor-relations.html>.

- xvi. In terms of requirements of Section 124 and 125 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.

The details of shares so transferred are available on the Company's website under the Investor Section at <https://www.abbott.co.in/investor-relations.html>.

The Members whose shares and unclaimed dividend 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. The process for claiming the shares and unclaimed dividend from IEPF is available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

The details of shares lying in the IEPF Account are given below :

Particular	No. of Shareholders	No. of Shares
No. of shares in IEPF Account as on April 1, 2023	684	98,049
No. of shares transferred to IEPF Account during the year 2023-24	57	8,157
No. of shares claimed and transferred to the Shareholders from IEPF Account during the year 2023-24	(9)	(1,805)
No. of shares in IEPF Account as on March 31, 2024	732	1,04,401

- xvii. 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.

- xviii. In line with the MCA Circulars and the SEBI Circulars, Annual Report for the financial year 2023-24 along with the Notice of Eightieth Annual General Meeting *inter alia*, indicating the process and manner of e-voting, is being sent through electronic mode to the Members whose e-mail addresses are available with the Company/ Depositories/ Depository Participants.

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

The Members whose e-mail addresses are not registered with the Company are requested to register the same by following the instructions given under Part D of Annexure II to this Notice.

- 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. 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, e-mail id, mobile number at investorrelations.india@abbott.com from Thursday, July 25, 2024 to Thursday, August 1, 2024. 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.

xxi. Voting through Electronic Means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI 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. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing e-voting facility to enable the Members to cast their votes electronically as well as for e-voting during the AGM.

In line with the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only.

In terms of SEBI Circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode

are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their Mobile No. and E-mail ID correctly in their demat account in order to access e-voting facility.

- a) The facility for remote e-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 Monday, August 5, 2024
End of remote e-voting	Upto 5 p.m. (IST) on Wednesday, August 7, 2024

- c) Mr Taizoon M. Khumri, Practicing Company Secretary (Membership No. FCS 993 and Certificate of Practice No. 88) 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 1, 2024 ("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 by them as on the Cut-off date.
- e) 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.
- f) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company after the Notice is sent through e-mail and holding shares as of the Cut-off date i.e., August 1, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting



your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022-4886 7000.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the Cut-off date i.e., August 1, 2024, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-voting system”.

- g) Once the Member has confirmed his voting on the resolution, he will not be allowed to modify his vote or cast the vote again.
 - h) 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 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 favor 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.
 - i) 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 Board of the Registered Office of the Company.
- xxii. Instructions for e-voting and attending the Annual General Meeting is annexed as Annexure II and forms part of this Notice.
- xxiii. Considering the Meeting would be held through VC/OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

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

Item No. 4

Mr Munir Shaikh (DIN : 00096273), Non-Executive Director 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 SEBI Listing Regulations, 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 by the Members approving such appointment or continuation. In accordance with these provisions, re-appointment of Mr Munir Shaikh (age 81 years) as Director, liable to retire by rotation, is subject to approval of Members through Special Resolution.

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.

Mr Shaikh is the Chairman of the Board since March 2001. He has an extensive leadership and industry experience of over five decades, including a deep knowledge and understanding of the Company’s business operations, strategies, 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 with the Company, will immensely benefit the Company. In view of this, the Board recommends his re-appointment in the interest of the Company. 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.

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Item No. 5

S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. : 324982E/E300003), were re-appointed as the Statutory Auditors at the Seventy-fifth Annual General Meeting of the Company held on August 22, 2019, for a period of five years i.e., from financial year 2019-20 to financial year 2023-24, to hold office till the conclusion of the Eightieth Annual General Meeting of the Company.

Accordingly, S R B C & CO LLP would be completing their second term as the Statutory Auditors of the Company at this Annual General Meeting. Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on May 9, 2024, have recommended, the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company. M/s Walker Chandiook & Co LLP have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Companies Act, 2013. M/s Walker Chandiook & Co LLP will hold office for a period of 5 (five) consecutive years from the conclusion of the ensuing Eightieth Annual General Meeting of the Company till the conclusion of the Eighty-fifth Annual General Meeting subject to the approval by the Shareholders at the ensuing Annual General Meeting.

M/s Walker Chandiook & Co LLP was established on January 1, 1935 and converted to a Limited Liability Partnership Firm on March 25, 2014 and has a registered office at L-41, Connaught Circus, New Delhi - 110 001. The firm is registered with the Institute of Chartered Accountants of India ("ICAI") and empaneled on the Public Company Accounting Oversight Board ("PCAOB") and Comptroller & Auditor General of India ("CAG"). The firm provides professional services like auditing, taxation and management consultancy services to clients in India. The firm has 70 Partners and over 2,215 personnel operating from 15 cities [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]. The firm is one of the 4th largest audit firms in India with many marquee names as audit clients and many of them in the NSE Top 250.

The proposed remuneration to be paid to M/s Walker Chandiook & Co LLP for audit services for the financial year ending March 31, 2025, is ₹ 1.20 Crores plus applicable taxes and out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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 the recommendation of the Audit Committee at its Meeting held on May 9, 2024, approved the appointment of M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2024-25 at a remuneration of ₹ 0.09 Crores plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses.

The overall remuneration proposed to be paid to the Cost Auditors for the financial year 2024-25 is commensurate to the scope of the audit to be carried out by the Cost Auditors and is in line with the guidelines issued by the Institute of Cost Accountants of India. M/s Joshi Apte & Associates, Cost Accountants, have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959.

M/s Joshi Apte and Associates is a leading Cost Accounting Firm in India. It has offices in Mumbai, Pune, Surat, Indore and Delhi. M/s Joshi Apte and Associates has a total of 9 partners. It employs more than 35 employees including trainees and associates. They have varied experience in Cost Audit, Costing system implementation, ERP implementation and reimplementation including popular ERPs like SAP, Stock Audits, Income Tax certifications and many other regulatory affairs.



M/s Joshi Apte and Associates has more than 100 satisfied clients all across the country and they are trend setting in various matters related to profession. They provide valuable insights to clients with their team of professionals and have a proven track record of integrity and independence.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, remuneration payable to M/s Joshi Apte & Associates, Cost Auditors, as stated above, is subject to 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. 6.

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

Item No. 7

The Board, based on recommendation of the Nomination and Remuneration Committee, appointed Ms Alison Davies (DIN : 10658884) as Additional (Non-Executive) Director of the Company effective June 13, 2024 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.

Ms Davies has provided her consent to act as a Director of the Company and also a confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

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

Ms Davies is Vice President, Treasurer for Abbott Laboratories, USA.

Ms Davies was appointed to her current role in September 2023. She joined Abbott in 1999 and has served in various finance leadership roles, including Divisional Vice President and Controller for Medical Devices and DVP and Controller for Diagnostics, as well as a number of other finance positions in Abbott Diagnostics.

Prior to joining Abbott, Ms Davies worked for Telspec PLC and Coopers and Lybrand.

She earned her Bachelor's of Science in Business Economics and Accounting from the University of Southampton and is a Member of the Institute of Chartered Accountants in England and Wales.

The additional details of Ms Davies 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 I forming part of this Notice. She does not hold any shares in the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives, except Ms Davies 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.

By Order of the Board

Sangeeta Shetty

Company Secretary

Membership No. : ACS 18865

Mumbai

June 12, 2024

Registered Office :

Abbott India Limited

CIN : L24239MH1944PLC007330

3, Corporate Park, Sion-Trombay Road, Mumbai - 400 071

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

E-mail : investorrelations.india@abbott.com

Website : www.abbott.co.in

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ANNEXURE I

Details of Directors retiring by rotation/ seeking appointment at the Eightieth Annual General Meeting pursuant to 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

Name of Director	Ambati Venu	Munir Shaikh	Alison Davies
Date of Birth	May 26, 1969	March 1, 1943	April 7, 1968
Age	54	81	56
Date of Appointment	March 1, 2020*	March 2, 2001	June 13, 2024
Expertise in Specific Functional Area	Mr Venu has over 30 years of diversified experience in handling International business operations with an excellent track record of success in building and leading high performing teams.	Mr Shaikh possesses vast knowledge of the industry and is a consummate team player with an entrepreneurial flair.	Ms Davies has over 25 years of rich experience in various finance leadership roles.
Qualifications	Alumnus of the Indian Institute of Management, Ahmedabad and Bachelor's degree in Engineering (Mechanical) from the University of Bhopal.	Fellow of the Institute of Chartered Accountants in England and Wales.	Bachelor's of Science in Business Economics and Accounting from the University of Southampton and a Member of the Institute of Chartered Accountants in England and Wales
Terms and conditions of Appointment	Appointed as Non-Executive Director, liable to retire by rotation.	Appointed as Non-Executive Director, liable to retire by rotation.	Appointed as Non-Executive Director, liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	NA	0.32 Crores [#]	NA
Remuneration proposed to be paid	NA	Entitled for commission and sitting fees for attending Meetings of the Board and its Committees and reimbursement of expenses for participation in the Board/ Committees Meetings	NA
Number of Meetings of the Board attended during the financial year 2023-24	5	5	NA
No. of shares held in the Company	NIL	NIL	NIL
Directorships in other Indian Companies	None	None	None
Membership/ Chairmanship of Committees in other Indian Companies	None	None	None
Relationship between Directors <i>inter-se</i>	None	None	None

* Date of appointment as Non-Executive Director.

[#] Commission and sitting fees paid for the financial year 2023-24.



ANNEXURE II

Part A : Access to NSDL e-voting system

A. Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the virtual Annual General Meeting (“the Meeting”)

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS User can visit the e-services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. If you are not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/ Member” section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store
  Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi tab and then use your existing my easi Username and Password. After successful login the Easi/ Easiest User will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the User will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the User can visit the e-voting service providers’ website directly. If the User is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi tab and then click on registration option.
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Type of Shareholders	Login Method
	4. Alternatively, the User can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the User by sending OTP on registered mobile no. and email ID as recorded in the Demat Account. After successful authentication, User will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and voting during the Meeting.

Important Note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

Steps to Login for e-voting and for joining the virtual Meeting

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 “Shareholder/ Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login 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	Your User ID is
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*****
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*****
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***



5. Password details for Shareholders other than Individual Shareholders 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 was 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., a .pdf file. Open the .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 the steps mentioned in Part D.
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password :
 - a) Click on “**Forgot User Details/ Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on “**Physical User Reset Password?**” (If you are holding shares in physical mode) 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.com mentioning your demat account number/ folio number, PAN, name and registered address etc.
 - d) 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.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-voting will open.

Part B : Cast your vote electronically and join the Meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual Meeting, you need to click on “VC/ OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. 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.

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3. 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.
4. The Members may connect with Ms Pallavi Mhatre - Senior Manager, NSDL at evoting@nsdl.com for any grievances/ concerns relating to e-voting during the Meeting.

Part D : Instructions for Shareholders whose email addresses are not registered with the Depositories/ Company for procuring User ID and Password for e-voting for the resolutions set out in this Notice

Shareholders/ Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing below mentioned documents :

1. Members whose shares are held in physical mode, are requested to provide folio no., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and Aadhaar (self-attested scanned copy of Aadhaar Card).
2. Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID for NSDL demat accounts or 16 digit Beneficiary ID for CDSL demat accounts), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained in Step 1 (A) i.e., Login method for e-voting for Individual Shareholders holding securities in demat mode.

Part E : Instructions for Members for attending the Meeting through VC/ OAVM

1. Members will be provided with a facility to attend the Meeting through VC/ OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for “Access to NSDL e-voting system”. After successful login, you can see link of “VC/ OAVM” placed under “Join Meeting” menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member 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.
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. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note, that the 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.

Part F : 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 cstaizoonkhumri@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-voting” tab in their login.
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 022-4886 7000 or send a request to Ms Pallavi Mhatre - Senior Manager at evoting@nsdl.com.