

TAIZOON M. KHUMRI

T.M. KHUMRI & CO.

Company Secretaries

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CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & INSTAPOLL

To,
Munir Shaikh
Chairman,
Seventy Fifth Annual General Meeting
Abbott India Limited
Unit No. 3, Corporate Park,
Sion Trombay Road, Chembur
Mumbai 400071

Dear Sir,

Subject: Scrutinizer's Report on Remote e-voting and Instapoll conducted at the Seventy-Fifth Annual General Meeting of ABBOTT INDIA LIMITED (CIN: L24239MH1944PLC007330), held at Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai – 400 021 on Thursday, August 22, 2019 at 3.30 p.m.

Appointment as Scrutinizer:

Pursuant to the Resolution passed by the Board of Directors of **ABBOTT INDIA LIMITED** (hereinafter referred to as the "Company") on May 27, 2019, I have been appointed as the Scrutinizer for the remote e-voting and the Instapoll held at the Seventy Fifth Annual General Meeting (hereinafter referred to as the "AGM") of the Company on Thursday, August 22, 2019.



Dispatch of Notices:

The Company has represented to me that, as on July 19, 2019 (Benpos date) there were 27, 497 Members of the Company. Notice of the AGM was sent to all the Members in the following manner:

a) Through e-mail:

The Company's Registrar and Share Transfer Agents viz. Karvy Fintech Private Limited, Hyderabad (KFPL) had sent the Notice of AGM by e-mail to 20,229 Members whose e-mail Id's were available with the Company/ Depository Participants.

A summary of the E-mails sent is as under:

Sr. No.	Description	Records	
		E-mails	Folios
1	Total e-mail IDs	20,229	20,229
2	Less: Invalid, Blacklist e-mail Id's	-	-
3	Valid e-mails	20,229	20,229
4	Less: Failed/ Undelivered/ bounced back	606	606
5	E-mails sent successfully	19,623	19,623

b) The Notice of AGM was also sent to 7,874 Members by Registered and Speed Post, including 606 Members who's Email ID bounced.

A summary of the Articles (Notices) sent by Speed Post / Registered Post and Delivered / undelivered articles is as under:



Sr. No.	Description	Folios
1	Total Articles (Notices) sent through Speed Post / Registered Post	7,874
2	Less: Undelivered Articles (Notices) (as on August 10, 2019)	351
3	Total Articles (Notices) Delivered Successfully	7,523

Notice of the AGM, and the Annual Report was provided on the Company's website www.abbott.co.in to the Members for their access. The Notices sent (through e-mail and physical form) and the accompanying Attendance Slip and Remote E-voting contained the instructions to be followed by the Members who were desirous of casting their votes electronically (e-voting) as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

Cut-off Date:

The cut-off date for the purposes of identifying the Members who were entitled to vote on the Resolutions placed for approval of the Members was considered as Thursday, August 15, 2019. As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for 3 (three) days from 9.00 a.m. (IST) on Monday, August 19, 2019 upto 5:00 P.M. (IST) on Wednesday, August 21, 2019.

Advertisements:

As prescribed in Rule 20(4)(v) of the said Rules, the Company also released the Notice through newspaper advertisements, which were



published more than 21 days in advance from the date of the AGM in English in 'Business Standard, Mumbai' newspaper dated July 31, 2019 and in Marathi in 'Loksatta, Mumbai' newspaper dated, July 31, 2019. The Notice published in the newspapers carried the required information as specified in Rule 20(4)(v)(a) to 20(4)(v)(h) of the said Rules.

Remote e-Voting and Voting at the AGM:

The Company had engaged the services of KFPL for extending the facility of remote e-voting to the Members of the Company. KFPL had set up remote e-voting facility on its website, <https://www.evoting.karvy.com>. The Company had uploaded the items of business to be transacted on the website of the Company and also on KFPL website to facilitate their Members to cast their vote through remote e-voting.

KFPL had provided tablet based electronic voting facility i.e. Instapoll to the Members present at the AGM and who had not cast their vote earlier through remote e-voting facility. The Members of the Company holding the shares as on cut-off date of Thursday, August 15, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

Process on completion of voting:

After completion of Instapoll at the AGM the votes cast through Instapoll were unblocked first at 7.24 p.m. on Thursday, August 22, 2019 and thereafter, the votes through remote e-voting were unblocked at 7.36 p.m. on Thursday, August 22, 2019. In both the instances the unblocking was done by me in the presence of two witnesses viz. Ms. Fatema Fatehi and Mr. Husain Wagh (not in the employment of the Company).



After the conclusion of the AGM, the votes were reconciled with the records maintained by the Company/Registrar and Share Transfer Agent with respect to the Authorizations/Proxies lodged with Company.

There were in all 93 Members holding 8273 Equity Shares of Rs.10/- each of the Company aggregating to 0.04% of the total Paid-up Share Capital of the Company, who participated in the Instapoll carried out by the Company. For further details refer my Scrutinizer's Report on Instapoll dated August 22, 2019.

Further, there were in all 94 Members holding 17437825 Equity Shares of Rs.10/- each of the Company aggregating to 82.06% of the total Paid-up Share Capital of the Company, who have participated in the remote e-voting process carried out by the Company. For further details refer my Scrutinizer's Report on remote e-voting dated August 22, 2019.

Results:

The result of the remote e-voting together with that of the Instapoll as rounded off upto four decimals places is as under:



ITEM NO.1: AS AN ORDINARY RESOLUTION

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of Directors and Auditors thereon.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	87*	17411624	100	93	8273	100	180*	17419897	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	7*	26200	-	0	0	-	7*	26200	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.2: AS AN ORDINARY RESOLUTION

Declaration of final dividend of Rs.50/- and special dividend of Rs.15/-per equity share for the financial year ended March 31, 2019.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	93*	17437625	100	93	8273	100	186*	17445898	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	1*	199	-	0	0	-	1*	199	-

**Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.*

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.3: AS AN ORDINARY RESOLUTION

Appointment of Mr Jawed Zia (DIN: 00191276), as Director, liable to retire by rotation.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	91*	17436952	99.9961	93	8273	100	184*	17445225	99.9961
Votes against the Resolution	3	674	0.0039	0	0	0	3	674	0.0039
Abstain votes	1*	199	-	0	0	-	1*	199	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.4: AS AN ORDINARY RESOLUTION

Appointment of Mr Kaiyomarz Marfatia (DIN: 03449627) as Director, liable to retire by rotation.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	93*	17437625	100	93	8273	100	186*	17445898	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	1*	199	-	0	0	-	1*	199	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.5: AS AN ORDINARY RESOLUTION

Re-appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/E300003) 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 Eightieth Annual General Meeting and approve the remuneration payable to them.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	93*	17437625	100	93	8273	100	186*	17445898	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	1*	199	-	0	0	-	1*	199	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.6: AS AN ORDINARY RESOLUTION

Ratification of remuneration of Rs. 6.65 Lakhs plus applicable taxes and reimbursement of reasonable out-of-pocket expenses payable to M/s. Kishore Bhatia & Associates, (Registration No. 00294), Cost Auditors for the financial year 2019-20.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	92*	17437600	100	93	8273	100	185*	17445873	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	2*	224	-	0	0	-	2*	224	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.7: AS AN ORDINARY RESOLUTION

Appointment of Mr Sudarshan Jain (DIN: 00927487) as Independent Director for a term of 3 (three) years effective April 1, 2019, not liable to retire by rotation.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	90*	17437179	99.9976	92	8268	99.9396	182*	17445447	99.9976
Votes against the Resolution	3	422	0.0024	1	5	0.0604	4	427	0.0024
Abstain votes	2*	224	-	0	0	-	2*	224	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.8: AS AN ORDINARY RESOLUTION

Appointment of Mr Mark Murphy II (DIN: 08385393) as Director effective April 1, 2019, liable to retire by rotation.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	93*	17437625	100	93	8273	100	186*	17445898	100
Votes against the Resolution	1	1	0	0	0	0	1	1	0
Abstain votes	1*	199	-	0	0	-	1*	199	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.9: AS AN ORDINARY RESOLUTION

Re-appointment of Mr Rajiv Sonalker (DIN: 07900178) as Whole-time Director for a period effective August 8, 2019 upto June 30, 2021, not liable to retire by rotation.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	90*	17437144	99.9972	92	8268	99.9396	182*	17445412	99.9972
Votes against the Resolution	4	482	0.0028	1	5	0.0604	5	487	0.0028
Abstain votes	1*	199	-	0	0	-	1*	199	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



ITEM NO.10: AS AN ORDINARY RESOLUTION

Approval of Transactions with Abbott Products Operations AG., Switzerland ("Related Party") for an amount not exceeding Rs. 650 Crores in each financial year.

Mode of Voting	REMOTE E-VOTING			INSTAPOLL (E-voting at AGM)			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	68*	792081	52.6797	93	8273	100	161*	800354	52.9387
Votes against the Resolution	23	711497	47.3203	0	0	0	23	711497	47.0613
Abstain votes	4**	15934247	-	0	0	-	4**	15934247	-

*Includes 1 member who has voted for 1 share in favour and abstained from voting on 199 shares.

#Includes 3 members (Promoters) holding 15934048 shares being directly / indirectly related parties of the Company have abstained from voting.

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and Instapoll may be considered as carried by the requisite majority.



Maintenance of Registers and handover of Records:

I hereby confirm that I have maintained the Registers received from KFPL in respect of the votes cast through remote e-voting and Instapoll mentioning inter alia Folio / DP ID/Client ID, name of the Members and number of Shares voted upon by them. The relevant records were sealed and handed over to Ms. Krupa Anandpara, Company Secretary, as authorised by the Chairman for safe keeping and for subsequent handover to him.

Thanking you,

Yours Faithfully



TAIZOON M. KHUMRI

F.C.S No.993,
Certificate of Practice No. 88
Practicing Company Secretary
Unique Code Number: I1981MH001800

Place: Mumbai
Date: August 22, 2019

ABBOTT INDIA LIMITED

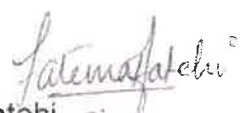

KRUPA ANANDPARA
Company Secretary
Membership No.: ACS 16536



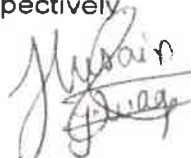
CONFIRMATION OF WITNESSES

We the undersigned, witness the fact that the Instapoll facility and the remote e-voting facility in respect of the Seventy Fifth Annual General Meeting of ABBOTT INDIA LIMITED was duly unblocked in our presence, as prescribed in Rule 21(1)(f) and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on Thursday, August 22, 2019 at 7.24 p.m. (IST) and on Thursday, August 22, 2019 at 7.36 p.m. (IST) respectively.

Witness 1.


Ms. Fatema Fatehi
12-13, Esplanade, 3rd Floor,
3, Amri Keshav Nayak Marg,
Fort, Mumbai 400001

Witness 2.


Mr. Husain Wagh
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg,
Fort, Mumbai 400001

Place: Mumbai

Date: August 22, 2019