

TAIZOON M. KHUMRI

T.M. KHUMRI & CO.

Company Secretaries

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

To,
Mr. Munir Shaikh
Chairman,
Seventy Fourth Annual General Meeting
ABBOTT INDIA LIMITED
3, Corporate Park,
Sion-Trombay Road, Chembur,
Mumbai - 400 071

Dear Sir,

Subject: Scrutinizer's Report on Remote e-voting and Instapoll conducted at the Seventy Fourth Annual General Meeting of ABBOTT INDIA LIMITED (CIN: L24239MH1944PLC007330), held at Rama Watumull Auditorium, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai-400020 on Wednesday, 18th July, 2018 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 14th May, 2018, I have been appointed as the Scrutinizer for the remote e-voting and the Instapoll held at the Seventy Fourth Annual General Meeting (hereinafter referred to as the "AGM") of the Company on Wednesday, 18th July, 2018.



Dispatch of Notices:

The Company has represented to me that, as on 8th June, 2018 there were 23,684 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 Computershare Private Limited, Hyderabad (KCPL) had sent the Notice of AGM by e-mail to 15,767 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	15,767	15,767
2	Less: Invalid and Blacklist e-mail IDs	-	-
3	Valid E-mails sent	15,767	15,767
4	Less: Bounces (Hardcopy sent via Speed Post on 28 th June, 2018)	1,273	1,273
5	Valid e-mails sent Successfully	14,494	14,494

b) The Notice of AGM was also sent to 9,190 Members by Registered and Speed Post, including 1,273 Members who's Email ID bounced.

A summary of the Notice sent by Registered and Speed Post is as under:

Sr. No.	Description	Folios
1	Sent by Registered and Speed Post	9,190
2	Less: Undelivered Envelopes (as on 12 th July, 2018)	377
3	Total Envelopes Delivered Successfully	8,813



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) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically 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 Wednesday, 11th July, 2018. 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 Sunday, 15th July, 2018 upto 5:00 P.M. (IST) on Tuesday, 17th July, 2018.

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' newspaper dated 23rd June, 2018 and in Marathi in 'Loksatta' newspaper dated 23rd June, 2018.

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 KCPL for extending the facility of remote e-voting to the Members of the Company. KCPL 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 KCPL website to facilitate their Members to cast their vote through remote e-voting.

KCPL 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 Wednesday, 11th July, 2018 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 6.17 p.m. and thereafter, the votes through remote e-voting were unblocked at 6.22 p.m. 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 91 Members holding 6627 Equity Shares of Rs.10/- each of the Company aggregating to 0.0241% 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 18th July, 2018.

Further, there were in all 109 Members holding 1,75,06,241 Equity Shares of Rs.10/- each of the Company aggregating to 82.39% 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 18th July, 2018.

Results:

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



ITEM NO. 1: AS AN ORDINARY RESOLUTION

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 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	108	1,75,04,376	100	91	6,627	100	199	1,75,11,003	100
Votes in against of the Resolution	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid / abstain votes	1	1,865	-	NIL	NIL	-	1	1,865	-

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.5/- per Equity Share for financial year ended March 31, 2018.

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	108	1,75,06,223	99.9999	91	6,627	100	199	1,75,12,850	99.9999
Votes in against of the Resolution	1	18	0.0001	NIL	NIL	NIL	1	18	0.0001
Invalid /abstain votes	NIL	NIL	-	NIL	NIL	-	NIL	NIL	-

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. 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	99	1,74,17,051	99.9278	91	6,627	100	190	1,74,23,678	99.9278
Votes in against of the Resolution	8	12,582	0.0722	NIL	NIL	NIL	8	12,582	0.0722
Invalid /abstain votes	2	76,608	-	NIL	NIL	-	2	76,608	-

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

Ratification of remuneration of Rs. 6.65 Lakhs payable to M/s Kishore Bhatia & Associates (Registration No. 00294), Cost Auditors for the financial year 2018-19.

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	108	1,75,06,236	100	91	6,627	100	199	1,75,12,863	100
Votes in against of the Resolution	1	5	0	NIL	NIL	NIL	1	5	0
Invalid /abstain votes	NIL	NIL	-	NIL	NIL	-	NIL	NIL	-

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

Appointment of Ms Anisha Motwani (DIN: 06943493) as Independent Director, for a term of 3 (three) years effective, April 25, 2018.

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	105	1,74,29,623	99.9999	91	6,627	100	196	1,74,36,250	99.9999
Votes in against of the Resolution	2	10	0.0001	NIL	NIL	NIL	2	10	0.0001
Invalid /abstain votes	2	76,608	-	NIL	NIL	-	2	76,608	-

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

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	103	1,74,24,546	99.9708	91	6,627	100	194	1,74,31,173	99.9708
Votes in against of the Resolution	4	5,087	0.0292	NIL	NIL	NIL	4	5,087	0.0292
Invalid /abstain votes	2	76,608	-	NIL	NIL	-	2	76,608	-

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. Rajiv Sonalker (DIN: 07900178) as Director.

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	105	1,74,98,981	99.9585	91	6,627	100	196	1,75,05,608	99.9585
Votes in against of the Resolution	4	7,260	0.0415	NIL	NIL	NIL	4	7,260	0.0415
Invalid /abstain votes	NIL	NIL	-	NIL	NIL	-	NIL	NIL	-

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 Rajiv Sonalker (DIN: 07900178) as Whole-time Director, for a period of 2 (two) years effective August 8, 2017.

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	102	1,74,98,611	99.9564	91	6,627	100	193	1,75,05,238	99.9564
Votes in against of the Resolution	7	7,630	0.0436	NIL	NIL	NIL	7	7,630	0.0436
Invalid /abstain votes	NIL	NIL	-	NIL	NIL	-	NIL	NIL	-

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 A SPECIAL RESOLUTION

Re-appointment of Mr Munir Shaikh (DIN: 00096273), who has attained the age of Seventy-five years, 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	95	1,74,16,032	99.9220	91	6,627	100	186	1,74,22,659	99.9220
Votes in against of the Resolution	12	13,601	0.0780	NIL	NIL	NIL	12	13,601	0.0780
Invalid /abstain votes	2	76,608	-	NIL	NIL	-	2	76608	-

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 KCPL both electronically and manually, in respect of the votes cast through remote e-voting and instapoll mentioning inter alia 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: 18th July, 2018

CONFIRMATION OF WITNESSES

We the undersigned, witness the fact that the Instapoll facility and the remote e-voting facility in respect of the Seventy Fourth 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 Wednesday, 18th July, 2018 at 6.17 p.m. (IST) and 6.21 p.m. (IST) respectively.

Witness 1.

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

Place: Mumbai

Date: 18th July, 2018

Witness 2.

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