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REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Abbott India, we are committed to strong corporate governance that is aligned with our objective of maximizing our stakeholders' interests. We adhere to the highest standards of governance, integrity, ethics and transparency.

The Company's Code of Business Conduct lays down values and principles that always guide our actions to live up to our best ideals and to operate our business with the utmost integrity. We ensure that ethical conduct is embedded across our operations, and we expect all our employees and external partners to follow the same. Our policies and procedures operate alongside our Code to guide our employees as they conduct their day-to-day activities. They encompass all relevant laws, regulations and promotional standards. The Company's Board and leadership teams fully abide by and support the Code, policies, procedures and principles it embodies. The Board maintains the high ground when it comes to compliance.

The Company's philosophy on Corporate Governance is thus, concerned with the ethics, values and morals of the Company and its Directors, who are expected to act in the best interests of the Company and remain accountable to the members and other beneficiaries for their actions.

BOARD OF DIRECTORS

At Abbott India, the Board of Directors plays an oversight role. The Board clearly understands the business dynamics and environment under which the Company operates, challenges and opportunities associated with the business operations.

The Board provides guidance and strategic direction to the Management in achievement of overall objectives. The Board always acts in good faith, with due diligence and care and in the best interests of all stakeholders.

Board Appointments

The Company has a comprehensive policy on nomination and appointment of Directors which lays down the characteristics, qualifications and other positive attributes which are taken into consideration when selecting members for the Board of Directors.

The Board members should, at a minimum, have backgrounds that when combined provide a portfolio of experience and knowledge that will serve Abbott's governance and strategic needs. Board candidates are considered basis a range of criteria including broad-based business knowledge and relationships, prominence and excellent reputations in their primary fields of endeavor, as well as a broad business perspective and commitment to good corporate citizenship. Directors should have demonstrated experience and ability that is relevant to the Board of Directors' oversight role with respect to the Company's business and affairs.

The Nomination and Remuneration Committee plays a constructive role in identifying Board candidates and recommending their appointments to the Board.

Board Composition and Category

The Board is well-structured and has optimum combination of executive and non-executive directors. The composition of the Board of Directors of the Company is in conformity with the requirements under the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time ("the SEBI Listing Regulations").

The Chairman of the Board is a Non-Executive Director. As on the date of this Report, the Board comprises of 9 Directors including 2 Executive and 7 Non-Executive Directors, of which 3 are Independent.

There are 3 Women Directors on the Board. There is no inter se relationship between the Directors. The composition of the Board of Directors, their attendance at the Board Meetings held during the year under review and at the last Annual General Meeting along with the number of directorships and membership held in various committees in other Companies, as on the date of this Report are given in the table below :

Name of the Director	Category of Directorship	No. of shares held in the Company	Total Board Meetings held in 2022-23	Attendance at		No. of Directorships in other Companies ¹	No. of Committee positions held in other Companies ²
				Board Meetings held in 2022-23	Annual General Meeting (August 10, 2022)		
Munir Shaikh Chairman of the Board	Non-Executive Director	NIL	5	5	Yes	NIL	NIL
Vivek V Kamath	Managing Director	NIL	5	5	Yes	NIL	NIL
Anisha Motwani	Non-Executive, Independent Director	NIL	5	5	Yes	9	8
Sudarshan Jain	Non-Executive, Independent Director	250 (along with relatives)	5	5	Yes	2	1
Shalini Kamath	Non-Executive, Independent Director	NIL	5	5	Yes	3	1
Ambati Venu	Non-Executive Director	NIL	5	5	Yes	NIL	NIL
Kaiyomarz Marfatia	Non-Executive Director	NIL	5	5	Yes	1	2
Rajiv Sonalker Whole-time Director (will retire effective June 30, 2023)	Executive Director	45	5	5	Yes	NIL	NIL
Sabina Ewing	Non-Executive Director	NIL	5	3 (2 via video-conference)	Yes	NIL	NIL

1. Includes directorships in public, private, foreign Companies and alternate directorship. However, it does not include directorship in Companies registered under Section 8 of the Act.

2. Includes Memberships/Chairmanship of Audit Committee and Stakeholders Relationship Committee in listed and public limited Companies.

The Company notifies the BSE Limited regarding all appointments/re-appointments/cessations of Directors as required under Regulation 30 of the SEBI Listing Regulations.

None of the Directors on the Board holds directorship in more than ten public Companies. Further, none of the Independent Directors of the Company serve as Independent Director in more than seven listed Companies or as whole-time director in any listed Company.

Board Meetings held during the year

During the year under review, 5 Board Meetings were held on the following dates :

May 17, 2022; August 10, 2022; November 14, 2022; February 10, 2023 and March 17, 2023. The necessary quorum was present for all the Board Meetings. The option for attending Board/Committee Meetings via audio-visual means except for the items which are specifically excluded for the same is provided to the Directors. The average attendance at the Meetings of Board of Directors was 95.5%.

BOARD SKILL/COMPETENCIES/EXPERTISE

The Board has diverse sets of competencies and expertise, ideal mix of analytical, strategic and leadership skills that is required for its oversight role, meet the governance and strategic needs. The Board constantly focuses on raising of the governance standards of the Company.

Name	Skills/Competencies/Expertise/Qualifications and Other Directorships
Munir Shaikh Chairman	<p>Mr Shaikh has held several management and leadership positions in different geographies across various businesses. He possesses vast knowledge of the industry and is a consummate team player with an entrepreneurial flair. He has an extensive leadership and industry experience including a deep knowledge and understanding of the Company's business operations, strategies and the business environment in which the Company operates.</p> <p>He holds expertise in the areas of general management, finance, marketing and business development.</p> <p>He is a fellow of the Institute of Chartered Accountant in England and Wales.</p>
Vivek V Kamath Managing Director	<p>Mr Kamath holds rich and diversified experience in healthcare, including pharmaceuticals, OTC and diagnostics. He has held several senior leadership positions in various reputed pharmaceutical Companies, Indian as well as MNCs, across different geographies and holds strong functional expertise in the areas of strategy, marketing, sales and general management.</p> <p>Prior to joining the Company, Mr Kamath worked as the General Manager of the Specialty Care business of Abbott Healthcare Private Limited. Prior to Abbott, he has worked with MSD Pharmaceuticals; Roche Diagnostics, India; Novartis, Singapore; Ranbaxy; Pfizer, India; Fulford, India; Wockhardt and Johnson & Johnson.</p> <p>He holds strong business acumen and has been instrumental in building high performance teams, leading organizational change and driving faster than market growth in sales, profit and productivity across the various Companies he has worked with. He has an excellent track record of building megabrands via marketing and sales excellence, transforming operations and partnering with alliance partners, key stakeholders, healthcare professionals as well as diverse trade channels.</p> <p>He holds a Master's degree in Management and Bachelor of Science in Microbiology from Mumbai University.</p>
Anisha Motwani	<p>Ms Motwani is a Brand and Innovation expert with varied experience in marketing across diverse industries. As a marketer and creator of multiple consumer-oriented strategies, she takes a very strong interest in the topic of the Indian consumer-buying behavior, connect points, impact of the digital revolution, new segments and sub-segments etc. She has been in forefront of behavior change projects such as Swachh Bharat and Clean Ganga mission. She is an active contributor to various corporate and industry boards/association.</p>

	<p>She has immense knowledge and expertise on digital marketing and brand building, corporate communications, consumer research and analytics and creative excellence. She holds Master's in Business Administration and Bachelor of Science from Sophia College.</p> <p>She is an Independent Director on the Boards of Welspun India Limited; Prataap Snacks Limited; Hindware Home Innovation Limited (erstwhile Somany Home Innovation Limited) and Star Health and Allied Insurance Company Limited and a Director on the Boards of Philips Domestic Appliances India Limited; Nuvama Wealth Management Limited (erstwhile Edelweiss Securities Limited); Nuvama Wealth Finance Limited (erstwhile Edelweiss Finance and Investments Limited); Godrej Finance Limited and Dvara Kshetriya Gramin Financial Services Private Limited.</p> <p>She is a Member of Audit Committee in Welspun India Limited, Prataap Snacks Limited, Hindware Home Innovation Limited (erstwhile Somany Home Innovation Limited); Star Health and Allied Insurance Company Limited; Nuvama Wealth Finance Limited (erstwhile Edelweiss Finance and Investments Limited) and Philips Domestic Appliances India Limited, Member of Stakeholders Relationship Committee in Nuvama Wealth Finance Limited (erstwhile Edelweiss Finance and Investments Limited) and Chairperson of Audit Committee in Godrej Finance Limited.</p>
Sudarshan Jain	<p>Mr Jain is a veteran in the healthcare business. He has rich business experience in strategic management, corporate affairs, brand building and overall business operations in healthcare Companies. His experience covers pharmaceutical, OTC, hospital, diagnostic and nutrition businesses.</p> <p>He has played active role in shaping the healthcare policy and improving access to healthcare in India and has wide industry knowledge and extensive expertise in building market leading brands.</p> <p>He holds Master's in Business Administration from the Indian Institute of Management (IIM), Ahmedabad and Bachelor of Science in Physics from St. Stephens College, Delhi. He is a Director on the Board of Healthium Medtech Limited and Sunshine Holdings PLC, Sri Lanka.</p> <p>He is a Member of Stakeholders Relationship Committee in Healthium Medtech Limited.</p>
Shalini Kamath	<p>Ms Kamath holds vast experience and expertise in three distinct fields-Human Resources, Business Development and Social and Community Development and across two continents-India and Africa.</p> <p>She also has extensive experience in building strong corporate brands, both externally and internally and has handled tripartite partnership projects related to community-oriented income generation programs. She is a certified and practicing "CEO and Leadership Coach".</p> <p>She holds Master's in Business Administration from Edinburgh Business School, UK; training from Harvard Business School in change and transformation; alumnus of CSC Global leadership program and a certified Zenger Folkman Leadership4you trainer and facilitator.</p> <p>She is an Independent Director on the Boards of Borosil Renewables Limited and Johnson Controls-Hitachi Air Conditioning India Limited and Director on the Board of Ambit Finvest Private Limited.</p> <p>She is a Member of Audit Committee in Borosil Renewables Limited.</p>
Ambati Venu	<p>Mr Ambati holds extensive experience in consumer goods, OTC and pharmaceutical businesses. Having worked in various regions, one of the strongest assets is his ability to</p>

	<p>excel within diverse socio-cultural environments.</p> <p>He holds strong business acumen, strategic leadership, the ability honed in both developed and emerging markets across the world.</p> <p>He is an alumnus of the Indian Institute of Management, Ahmedabad and holds a Bachelor's degree in Engineering (Mechanical) from the University of Bhopal.</p>
Kaiyomarz Marfatia	<p>Mr Marfatia holds strong legal acumen and immense experience in corporate compliance functions, litigation, industrial licensing, foreign collaborations, technology transfer arrangements, distribution arrangements and IPR matters, among others, in pharmaceutical/healthcare and engineering industries.</p> <p>He has played a vital role in the acquisition of various brands and businesses and handled cross functional projects such as manufacturing reconfiguration/optimization and corporate restructuring.</p> <p>He is a Law Graduate from the Government Law College.</p> <p>He is an Independent Director on the Board of SNL Bearings Limited. He is a Member of Audit Committee and Chairman of Stakeholders Relationship Committee in SNL Bearings Limited.</p>
Rajiv Sonalker (will retire effective June 30, 2023)	<p>Mr Sonalker has extensive financial experience in the pharmaceutical, FMCG and engineering industries in India and Europe.</p> <p>Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk and Internal Control. He has played a crucial role in several projects such as the merger, acquisitions, integration and corporate restructuring. He has been instrumental in driving many automation and digitization projects critical for the Company.</p> <p>He is a fellow Member of the Institute of Chartered Accountants of India.</p>
Sabina Ewing	<p>Ms Ewing is a passionate, transformational global technology leader. She is a champion for delivering 21st century Information Technology organizations that move beyond the back office to Information Technology as a strategic enabler of top-line and bottom-line results. Currently, Ms Ewing is acting as a Global CIO, Vice President-Business and Technology Services for Abbott Laboratories, USA. Prior to that, she served as the Global Head-Business Technology for Pfizer Upjohn Headquartered in Shanghai, China. She has also served as Vice President for corporate functions and business services BT, supporting Pfizer's human resources, legal, corporate affairs, corporate compliance and corporate aviation divisions, as well as the enterprise-wide Global Support Services Organization.</p> <p>She holds Bachelor of Science in Commerce (with concentrations in Management Information Systems and Finance) from the University of Virginia and a Master of Science in Systems and Management from New York University.</p>

Tenure of Directorships

Managing Director/Executive Directors are appointed for such tenure as prescribed under the Act and in accordance with the terms of their contract of service with the Company.

Non-Executive Directors (other than the Independent Directors) are subject to retirement by rotation as per the provisions of the Act. One-third of total number of such Directors who are liable to retire by rotation, retire at each Annual General Meeting and are eligible for re-appointment.

Independent Directors are appointed for a term upto five consecutive years. They are eligible for re-appointment for another term upto five consecutive years on passing of a special resolution by the Company.

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to the Notice convening the Annual General Meeting, which forms part of the Annual Report.

INDEPENDENT DIRECTORS

- (i) In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.
- (ii) Based on the declarations received from the Independent Directors, the Board of Directors and the Nomination and Remuneration Committee have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Meeting of Independent Directors

Meeting of Independent Directors was held on August 9, 2022, in compliance with the requirements of the Act, Rules framed thereunder and Regulation 25(3) of the SEBI Listing Regulations. The said Meeting was attended by all the Independent Directors. Ms Shalini Kamath acted as the Lead Independent Director for the said Meeting.

The Independent Directors at their Meeting inter alia, reviewed the performance of Non-Independent Directors and the Board of Directors as a whole and the performance of the Chairman, considering the views of Executive Directors and Non-Executive Directors. They also assessed the quality, quantity and timelines of flow of information between the Management and the Board of Directors that helps the Board in effective decision making and provided valuable feedback and inputs.

FAMILIARIZATION PROGRAMS FOR INDEPENDENT DIRECTORS

As a part of induction and continuing education program for Independent Directors, the Managing Director/Commercial Directors/Function Heads make periodic presentations at the Board/Committee Meetings to apprise the Directors of the Company's business strategies, long-term plans, operations and performance, relevant legal/regulatory updates in the laws and regulations applicable to the Company. In addition, these presentations also provide insights into various growth opportunities for the Company, operational and environmental challenges associated with the Company's business operations, products, management's risk mitigation plans, human resources, cyber security and CSR updates, etc.

Regular briefs are provided to the Directors on the Company's business operations, policies and procedures, distribution channels, business model, cash and treasury management, accounting systems and internal financial controls, etc. Annual interactive strategy sessions are arranged with the Senior Management and Functional heads often combined with plant visits.

Details of the programs conducted by the Company for the financial year 2022-23 and participation of independent directors are available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

REMUNERATION OF DIRECTORS

Non-Executive Directors

Criteria for payment of sitting fees to Non-Executive Directors are set out in the Remuneration Policy which is available on the website of the Company.

The Non-Executive Directors of the Company are paid remuneration by way of sitting fees and commission. The details of sitting fees paid to Non-Executive Directors for the financial year 2022-23 is given below :

(Rs. in Crores)		
Sr. No.	Name of the Director	Sitting Fees
1.	Munir Shaikh	0.11
2.	Anisha Motwani	0.15
3.	Sudarshan Jain	0.13
4.	Shalini Kamath	0.15
5.	Kaiyomarz Marfatia	0.08

As per the approval granted by the Shareholders dated November 12, 2022 from the financial year 2022-23, the Non-Executive Directors (other than Non-Executive Directors of the Company, who are in full time employment with Abbott Group Companies) are entitled for Commission of Rs. 0.15 Crores per annum and additional Rs. 0.05 Crores per annum to the Board Chairman, in proportion to the Board Meetings attended by them during the year.

Besides payment of commission, sitting fees and dividend on equity shares held by the Directors, if any, none of the Non-Executive Directors had any pecuniary relationship or transactions with the Company.

Executive Directors

The Executive Directors are paid remuneration in accordance with the limits prescribed under the Act and the Remuneration Policy of the Company. Such remuneration is considered and approved by the Nomination and Remuneration Committee, the Board of Directors and the Shareholders of the Company.

Details of remuneration paid to the Executive Directors for the financial year 2022-23 are as follows :

(Rs. in Crores)			
Terms of Agreement	Vivek V Kamath Managing Director		Rajiv Sonalker CFO and Whole-time Director
Period of appointment	5 years		2 years
Date of appointment	February 15, 2022		August 8, 2017*
Salary and Other Allowances	3.15		2.22
Perquisites	1.85		0.63
Contribution to Provident Fund	0.17		0.13
Performance Linked Incentive	1.26		0.71
Notice Period	Three Months		
Severance Fees	There is no separate provision for payment of severance fees.		
Stock Option [#]	NIL		

* Initial date of appointment.

[#]The Company does not have any Stock Option Plan for its employees. However, above Executive Directors are entitled to Stock Option of Abbott Laboratories, USA under its "Incentive Stock Option Program" and is also eligible to purchase shares of Abbott Laboratories, USA, under its "Affiliate Employee Stock Purchase Plan", the perquisite value of which is included above.

The amount of performance bonus/commission payable to the Managing Director/Whole-time Director is calculated basis the performance of the Company in general and the individual's performance for the relevant financial year measured against specific key result areas, which are aligned to the Company's objectives and policies. The same is considered and approved by the Board based on the recommendation of the Nomination and Remuneration Committee in alignment with the Company policies.

The Company has entered into Agreements with Mr Vivek V Kamath, Managing Director for a period of 5 years from February 15, 2022 to February 14, 2027 and Mr Rajiv Sonalker, Whole-time Director for his re-appointment for a period of 2 years from July 1, 2021 to June 30, 2023.

AUDIT COMMITTEE

The composition, role, terms of reference as well as powers of the Audit Committee are in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. All the Members of the Audit Committee are financially literate.

Composition :

The Committee comprises of 4 Members of which, 3 are Independent Directors and 1 Non-Executive Director as on the date of this Report.

The composition of the Audit Committee, category of its Members, their attendance at the Committee Meetings held during the year under review is given below :

Name of the Member	Category	No. of Meetings 2022-23		
		Held		Attended
Anisha Motwani Chairperson	Independent Director	4		4
Munir Shaikh	Non-Executive Director	4		4
Sudarshan Jain	Independent Director	4		4
Shalini Kamath	Independent Director	4		4

Ms Krupa Anandpara, Company Secretary is the Secretary of the Committee.

Meetings :

During the year under review, the Committee met 4 times on the following dates :

May 17, 2022; August 10, 2022; November 14, 2022 and February 10, 2023.

The necessary quorum was present for all the Committee Meetings.

Meetings of Audit Committee are also attended by the Managing Director, Non-Executive Directors, Chief Financial Officer, Statutory Auditors and the Internal Auditors as invitees. The Cost Auditors attend the Audit Committee Meeting where Cost Audit Report is discussed and approved.

Ms Anisha Motwani, Chairperson of the Audit Committee attended the Annual General Meeting of the Company held on August 10, 2022, in compliance with the requirements of Regulation 18(1)(d) of the SEBI Listing Regulations.

Role :

The role of the Committee includes :

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by them;
- reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
 - a) matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;

- e) compliance with listing and other legal requirements relating to the financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report.
- reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 - reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the Company with related parties;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the Company, wherever it is necessary;
 - evaluation of internal financial controls and risk management systems;
 - reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
 - discussion with internal auditors of any significant findings and follow up thereon;
 - reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
 - to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
 - approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc, of the candidate;
 - reviewing the functioning of the Vigil Mechanism/Whistle-Blower Mechanism;
 - carrying out any other functions as may be prescribed under the Act, Rules framed thereunder and Regulation 18 of the SEBI Listing Regulations or as may be delegated by the Board, from time to time.

The Committee also reviews various information prescribed under Part C of Schedule II as referred in Regulation 18(3) of the SEBI Listing Regulations.

NOMINATION AND REMUNERATION COMMITTEE

The composition, role, terms of reference as well as powers of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations.

Composition :

The Committee comprises of 3 Members, of which 2 are Independent Directors and 1 Non-Executive Director as on the date of this Report.

The composition of the Nomination and Remuneration Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given below :

Name of the Member	Category	No. of Meetings 2022-23	
		Held	Attended
Sudarshan Jain Chairman	Independent Director	3	3
Ambati Venu	Non-Executive Director	3	3
Anisha Motwani	Independent Director	3	3

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

Meetings :

During the year under review, the Committee met 3 times on the following dates :

May 17, 2022; August 9, 2022 and March 17, 2023.

The necessary quorum was present for all the Committee Meetings.

Mr Sudarshan Jain, Chairman of the Committee attended the Annual General Meeting of the Company held on August 10, 2022, to answer the Shareholders' queries in compliance with the requirements of Regulation 19(3) of the SEBI Listing Regulations.

Role :

The role of the Committee in relation to Nomination matters include :

- formulating criteria for identifying suitable candidates for Directors and Senior Management;
- identify persons who are qualified to become Directors and appointed as the Senior Management in accordance with criteria laid down and recommend to the Board their appointment and removal;
- formulating the criteria for determining the qualifications, positive attributes and independence of a Director;
- devising policy on the diversity of the Board;
- ensuring that there is an appropriate induction program in place for new Directors and reviewing its effectiveness.
- formulating the criteria for evaluation of performance of Board, its Committees and individual Directors and review its implementation and compliance and whether to extend or continue the term of appointment of the Independent Director on the basis of such assessment;
- to consider any other matters as may be delegated by the Board.

The role of the Committee in relation to Remuneration matters include :

- recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The Committee shall, while formulating the policy ensure that :
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality, required to run the Company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- recommend to the Board all remuneration, in whatever form, payable to the Senior Management;
- to consider any other matters as may be delegated by the Board.

Performance Evaluation Criteria of Independent Directors

In terms of the requirements of the Act and Rules made thereunder, evaluation of Independent Directors is done by the entire Board of Directors (except the Director whose evaluation is being done) basis the criteria set by the Nomination and Remuneration Committee. The Board also evaluates if the Independent Directors fulfill the criteria of independence as laid down in the Act, Rules framed thereunder and the SEBI Listing Regulations. Criteria for evaluation and detailed mechanism adopted for evaluation of Directors are provided in the Board's Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, role, terms of reference as well as powers of the Stakeholders Relationship Committee are in compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations.

Composition :

The Committee comprises of 4 Members, of which 2 are Independent Directors; 1 Non-Executive Director and 1 Executive Director as on the date of this Report.

The composition of the Stakeholders Relationship Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given below :

Name of the Member	Category	No. of Meetings 2022-23		
		Held		Attended
Kaiyomarz Marfatia Chairman	Non-Executive Director	2		2
Vivek V Kamath	Managing Director	2		2
Anisha Motwani	Independent Director	2		2
Shalini Kamath	Independent Director	2		2

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee. She also acts as the Compliance and Nodal Officer of the Company.

Meetings :

During the year under review, the Committee met twice on the following dates :

May 17, 2022 and August 9, 2022.

The necessary quorum was present for all the Committee Meetings.

Role :

The role of the Committee includes :

- resolving the grievances of the shareholders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
- review of measures taken for effective exercise of voting rights by the shareholders;
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

A summary of grievances received and resolved by the Company to the satisfaction of the shareholders/investors during the year under review, is given below :

Particulars	No. of Grievances
Pending at the beginning of the year	NIL
Received during the year	18 [#]
Resolved during the year	18 [#]
Pending at the end of the year	NIL

[#]pertains 9 letters received from BSE Limited, 8 letters from Securities and Exchange Board of India (SEBI-SCORES) and 1 letter from the Registrar of Companies/Ministry of Corporate Affairs.

These investor grievances mainly pertained to Duplicate Share Certificate; Transmission of Shares/Deletion of name; Non-receipt of Dividend; KYC updation; Deduction of TDS on payment of Dividend; Exchange of Share Certificate; Demat of Shares and IEPF Claim. All the grievances were resolved upto the satisfaction of shareholders.

CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE

The composition, role, terms of reference as well as powers of the Corporate Social Responsibility Committee are in compliance with the requirements of Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014.

Composition :

The Committee comprises of 5 Members of which 2 are Independent Directors, 1 Non-Executive Director and 2 Executive Directors, as on the date of this Report.

The composition of the CSR Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given below :

Name of the Member	Category	No. of Meetings 2022-23		
		Held		Attended
Munir Shaikh Chairman	Non-Executive Director	4		4
Vivek V Kamath	Managing Director	4		4
Anisha Motwani	Independent Director	4		4
Shalini Kamath	Independent Director	4		4
Rajiv Sonalker	Whole-time Director	4		4

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

Meetings :

During the year under review, the Committee met 4 times on the following dates :

May 17, 2022; August 9, 2022; November 14, 2022 and February 10, 2023.

The necessary quorum was present for all the Committee Meetings.

Role :

The role of the Committee includes :

- formulate and recommend for the acceptance of the Board, the Corporate Social Responsibility Policy ("CSR Policy") inter alia, to include the CSR activities, specify the modalities of execution, implementation schedules and recommend the same to the Board of Directors;
- identify the CSR projects/activities/programs to be undertaken by the Company ("CSR activities"), in alignment with Company's CSR Policy and Schedule VII of the Act;
- review best practices in the key CSR areas by appropriate internal/external analysis;
- recommend the amount of expenditure to be incurred on the CSR activities, for each financial year of the Company;
- devise suitable transparent monitoring mechanism for monitoring progress/status of implementation of the CSR activities;
- receive reports and review activities from executive and specialist groups managing CSR activities;
- monitor CSR Policy from time to time and revise the same as and when needed;
- carry out such other functions, as may be prescribed by the Act or CSR Rules or as may be delegated by the Board, from time to time.

RISK MANAGEMENT COMMITTEE

The composition, role, terms of reference as well as powers of Risk Management Committee are in compliance with the provisions of Regulation 21 of the SEBI Listing Regulations.

Composition :

The Committee comprises of 2 Independent Directors, 1 Non-Executive Director and 2 Executive Directors as on the date of this Report.

The composition of the Risk Management Committee, category of its Members, their attendance at the Committee Meetings held during the year under review is given below :

Name of the Member	Category	No. of Meetings 2022-23	
		Held	Attended
Vivek V Kamath Chairman	Managing Director	3	3
Sudarshan Jain	Independent Director	3	3
Shalini Kamath	Independent Director	3	3
Kaiyomarz Marfatia	Non-Executive Director	3	3
Rajiv Sonalker	Whole-time Director	3	3

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

Meetings :

During the year under review, the Committee met 3 times on the following dates :

May 17, 2022; November 9, 2022 and February 10, 2023.

The necessary quorum was present for all the Committee Meetings.

Role :

The role of the Committee includes :

- to formulate a detailed Risk Management policy which shall include :
 - a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks) information, cyber security risks or any other risk as may be determined by the Committee;
 - measures for risk mitigation including systems and processes for internal control of identified risks;
 - business continuity plan.
- to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- to monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- to periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- to keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- any other role as may be delegated by the Board from time to time or which may be prescribed under the Act or the SEBI Listing Regulations or by amendments thereof.

The Risk Management Committee shall coordinate its activities with other Committees, in instances where there is any overlap with activities of such Committees, as per the framework laid down by the Board of Directors.

ANNUAL GENERAL MEETINGS

Financial Year	Date	Time	Location	No. of Special Resolutions
2021-22	August 10, 2022	9.30 a.m.	Via Video-Conferencing (VC)/Other Audio-Visual Means (OAVM)	Re-appointment of Mr Munir Shaikh (DIN : 00096273), who has attained the age of Seventy-five years, as Director, liable to retire by rotation.
2020-21	July 27, 2021	9.30 a.m.	Via Video-Conferencing (VC)/Other Audio-Visual Means (OAVM)	Re-appointment of Ms Anisha Motwani (DIN : 06943493) as an Independent Director for a term of 5 (five) years effective April 25, 2021, not liable to retire by rotation.
2019-20	September 7, 2020	9.00 a.m.	Via Video-Conferencing (VC)/Other Audio-Visual	i. Re-appointment of Mr Munir Shaikh (DIN : 00096273), who has attained the

			Means (OAVM)	<p>age of Seventy-five years, as Director, liable to retire by rotation.</p> <p>ii. Approval for acquiring and holding equity shares of the Company, by the Foreign Institutional Investors/Foreign Portfolio Investors/Non-Resident Indians under the portfolio scheme upto 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., shall not exceed 80% of the total paid up share capital of the Company, on a fully diluted basis.</p>
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All the resolutions set out in the Notices of the Meetings, as aforesaid, were duly passed with requisite majority by the Members.

POSTAL BALLOT

During the year 2022-23, following resolutions were passed by the Company through Postal Ballot :

Sr. No.	Type of Resolution	Particulars	Voting Pattern	
			% of votes in favor of the resolution	% of votes against the resolution
1.	Special	Re-appointment of Ms Shalini Kamath (DIN: 06993314) as an Independent Director for a period of 5 (five) years effective October 29, 2022.	98.20%	1.80%
2.	Ordinary	Payment of Commission of Rs 0.15 Crores p.a. to the Non-Executive Directors of the Company (who are not in full time employment with Abbott Group Companies) and additional Rs. 0.05 Crores p.a. to the Board Chairman.	100%	-

PROCEDURE ADOPTED FOR POSTAL BALLOT

The Postal Ballot was conducted in compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding General Meetings/conducting Postal Ballot process, vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022.

CODE OF BUSINESS CONDUCT

Code of Business Conduct for Board of Directors and Senior Management ("Code") lays down various principles of ethics and compliance. The Code has been posted on the Company's website at <https://www.abbott.co.in/investor-relations.html>.

All the Directors and Senior Management have confirmed the compliance of the Code of Business Conduct. The Certificate issued by Mr Vivek V Kamath, Managing Director to this effect forms part of this report.

CODE OF FAIR DISCLOSURE

The Company has in line with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, adopted the Code of Fair Disclosure i.e., Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. The same has been posted on the Company's website at <https://www.abbott.co.in/investor-relations.html>.

VIGIL MECHANISM/WHISTLE-BLOWER POLICY

The Company has in place the Vigil Mechanism/Whistle-Blower Policy called "Abbott India Limited-Procedure for Internal Investigations" in terms of the requirements of the Act and Regulation 22 of the SEBI Listing Regulations. Adequate safeguards are provided against victimization of director(s) or employee(s) or any other person who raises concerns using such mechanism. No employee has been denied access to the Audit Committee.

MEANS OF COMMUNICATION

- i) The quarterly, half-yearly and annual results are published in English daily newspaper (Business Standard-Pan India) and Marathi newspaper (Loksatta) published from Mumbai. The quarterly results/shareholding pattern/notice of Board Meetings are made available on the website of the Company at <https://www.abbott.co.in/investor-relations.html> and on the website of BSE Limited.
- ii) During the year under review, the Company had met institutional investors once on September 28, 2022. No presentation was made during the Meeting. The transcript and video recording of the Meeting is available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting

Wednesday, August 9, 2023, through Video-Conferencing (VC)/Other Audio-Visual Means (OAVM)

ii) Financial year

April 1, 2022 to March 31, 2023

iii) E-Voting Period

From 9.00 a.m. (IST) on Sunday, August 6, 2023
Upto 5.00 p.m. (IST) on Tuesday, August 8, 2023

iv) Dividend Payment Date

On and after August 16, 2023

v) Listing on Stock Exchange

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Telephone No. : +91-22-2272 1233/4, +91-22-6654 5695
Fax : +91-22-2272 1919
Website : www.bseindia.com
E-mail : corp.relations@bseindia.com

- vi) The annual listing fees for the financial year 2022-23 was paid to the BSE Limited as per Regulation 14 of the SEBI Listing Regulations.

vii) International Securities Identification Number (ISIN)

INE358A01014

viii) Stock Code (BSE)

500488

ix) Market Price Data (High/Low) on BSE

(Rs.)		
Month	High	Low
April, 2022	18,401.65	16,785.20
May, 2022	18,298.95	16,156.00
June, 2022	19,119.55	17,541.20
July, 2022	20,168.00	18,484.05
August, 2022	20,895.00	18,237.85
September, 2022	19,285.00	17,349.05
October, 2022	19,467.25	17,800.25
November, 2022	20,347.20	19,145.10
December, 2022	22,170.00	19,953.60
January, 2023	22,481.80	20,763.35
February, 2023	21,531.50	19,900.00
March, 2023	22,160.25	19,908.65

x) Performance in comparison to broad based indices

April 1, 2022 to March 31, 2023, Normalized (100)

xi) Registrar and Share Transfer Agent

KFin Technologies Limited
(formerly KFin Technologies Private Limited)

Selenium Building, Tower B,
Plot No. 31-32, Financial
District, Nanakramguda,
Serilingampally,
Hyderabad - 500 032
Tel No. : +91-40-6716 2222;
Toll Free No. : 1800 309 4001

6/8, Ground Floor,
Crossley House,
Near BSE Limited,
Next to Union Bank,
Opposite to J&K Bank,
Fort, Mumbai - 400 001

E-mail : einward.ris@kfintech.com

Website : <https://www.kfintech.com>

<https://ris.kfintech.com>

Investor Support Center : <https://ris.kfintech.com/clientservices/isc/>

Details of various centers of KFin are available on www.kfintech.com

xii) Share Transfer System

Share Transfer Committee comprising of the Directors and officials of the Company to attend to the share transfer formalities at least once in a fortnight. The Committee also considers requests received for duplicate, split/consolidation, dematerialization and transmission of shares.

All the requests received as specified above, are normally processed as per the prescribed timelines upon receipt of complete set of documents.

xiii) Shareholding Pattern as on March 31, 2023

Category of Shareholders	No. of Shares	% to Total
Promoters	1,59,34,048	74.99
Banks	4,819	0.02
Foreign Portfolio Corporation	40,679	0.19
Alternative Investment Fund	26,427	0.12
General Insurance Corporation of India	40,403	0.19
Mutual Funds	14,61,254	6.88
Qualified Institutional Buyer	2,98,222	1.41
Domestic Companies	1,49,366	0.70
Resident Indians	30,65,805	14.43
Non-Resident Indians	1,21,313	0.57
Directors	95	0.00
Directors Relatives	200	0.00
Unclaimed Suspense Account	3,958	0.02
Investor Education and Protection Fund (IEPF) Authority	98,049	0.46
Others	4,664	0.02
Total	2,12,49,302	100.00

xiv) Distribution of Shareholding as on March 31, 2023

Distribution	No. of Shareholders	% to Total	No. of Shares held	% to Total
(1)	(2)	(3)	(4)	(5)
Up to 500	70,885	98.33	16,69,935	7.86
501 to 1,000	658	0.91	4,76,267	2.24
1,001 to 2,000	316	0.44	4,46,576	2.10
2,001 to 3,000	93	0.13	2,22,773	1.05
3,001 to 4,000	40	0.06	1,39,966	0.66
4,001 to 5,000	21	0.03	94,164	0.44
5,001 to 10,000	29	0.04	1,99,354	0.94
Above 10,000	44	0.06	1,80,00,267	84.71
Total	72,086	100.00	2,12,49,302	100.00

- xv)** 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, 2022	34	3,961
No. of shares claimed and transferred from the Unclaimed Suspense Account during the year	(1)	(3)
No. of shares transferred to Investor Education and Protection Fund (IEPF)	-	-
No. of shares as on March 31, 2023	33	3,958

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 the IEPF Authority in accordance with provisions of Section 124(5) and (6) of the Act and Rules framed thereunder.

- xvi) 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 ("IEPF Rules"), 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 Investor Education and Protection Fund Authority ("IEPF Authority").

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

The Members whose shares/unclaimed dividends, etc. have been transferred to IEPF may claim the shares 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 Member can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

During the year, the Company has transferred 2,842 Equity Shares held by 28 Members to the IEPF Authority in September 2022, details of which are given below :

Particular	No. of Shareholders	No. of Shares
No. of shares in IEPF Account as on April 1, 2022	680	1,02,590
No. of shares transferred to IEPF Account during the year 2022-23	28	2,842
No. of shares claimed and transferred to the Shareholders from IEPF Account during the year 2022-23	(24)	(7,383)
No. of shares in IEPF Account as on March 31, 2023	684	98,049

- xvii) Pursuant to the Act read with IEPF Rules, dividend, if not claimed for a period of 7 (seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to IEPF. During the financial year 2022-23, the Company has transferred to IEPF unpaid dividend amounting to Rs. 44,99,588/- pertaining to the year 2014-15.

- xviii) The Company has appointed a Nodal Officer under the provisions of IEPF. Details of the Nodal Officer for the purpose of co-ordination with the IEPF Authority are available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

xix) Dematerialization of Shares as on March 31, 2023 and liquidity

The shares of the Company are compulsorily traded in electronic mode and are available for trading with both the Depositories in India namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

2,10,05,394 Equity Shares representing 98.85% of the Company's total paid-up share capital were held in dematerialized mode, as on March 31, 2023.

xx) The Company has not issued any GDR/ADR or Warrants or any other convertible instruments

xxi) Foreign exchange risk and hedging activities

The Company has foreign exchange exposure and hedging is done for a significant portion of the same.

xxii) Plant Location

L-18/19, Verna Industrial Estate, Goa

xxiii) Address for correspondence/E-mail ID for Shareholders

Abbott India Limited
CIN : L24239MH1944PLC007330

Registered office : 3, Corporate Park, Sion-Trombay Road, Mumbai – 400 071 Tel No. : +91-22-6797 8888	Corporate Office : Shares Department 15-16th Floor, Godrej BKC, Plot C – 68, “G” Block, Bandra Kurla Complex, Near MCA Club, Bandra (East), Mumbai – 400 051 Tel No. : +91-22-5046 1000/2000 Fax : +91-22-5046 9400
E-mail : investorrelations.india@abbott.com Website : www.abbott.co.in	

KFin Technologies Limited (formerly KFin Technologies Private Limited) Unit : Abbott India Limited	
Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Tel No. : +91-40-6716 2222; Toll Free No. : 1800 309 4001	6/8, Ground Floor, Crossley House, Near BSE Limited, Next to Union Bank, Opposite to J&K Bank, Fort, Mumbai - 400 001
E-mail : einward.ris@kfintech.com Website : https://www.kfintech.com https://ris.kfintech.com Investor Support Center: https://ris.kfintech.com/clientservices/isc/	

KPRISM-Digital application by KFin

KFin Technologies Limited (KFin) has launched a mobile application-KPRISM and a website <https://kprism.kfintech.com/signin.aspx> for online service. The mobile application can be downloaded from <https://kprism.kfintech.com/app/>.

The Members are required to complete one time registration for availing various services viz., view of consolidated portfolio service by KFin, dividend status, requests for change of address, change/update bank mandate. The Members can also download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The said application can alternatively be downloaded from the Android Play Store.

OTHER DISCLOSURES

- The Company has obtained a certificate from Ms Neena Bhatia, Practising Company Secretary (Membership No. FCS 9492 and Certificate of Practice No. 2661), confirming that none of the Directors on the Board is debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority for the year ended March 31, 2023.
- There were no Related Party Transactions entered into by the Company during the year that had potential conflict with the interests of the Company at large.
- Policies on dealing with Related Party Transactions and Materiality and on Determination of Materiality of Event or Information for Disclosure are disclosed on the website of the Company at <https://www.abbott.co.in/investor-relations.html>.

The details of transactions entered into with Related Parties is disclosed in Note 38 of the Financial Statements.

- d) Details of instances of non-compliance by the Company, penalties/strictures imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India or any Statutory Authority on any matters related to the capital markets during the last three years :

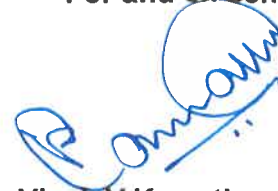
The Company had received post-facto approval from the Department of Pharmaceuticals permitting the increase in foreign shareholding in excess of 75.11% from October 19, 2012 to January 14, 2021, which was subject to compounding with the Reserve Bank of India for the contravention of applicable rules under the Foreign Exchange Management Act, 2000. The Company is taking steps with the Reserve Bank of India in this regard. The Company has filed the compounding application with the Reserve Bank of India and taking adequate steps in this regard.

- e) In the preparation of Financial Statements, no differential treatment from that prescribed in the Accounting Standards has been followed.
- f) Pursuant to the disclosures made by the Senior Management to the Board, there were no material financial and commercial transactions entered by them where they have personal interest and which could have potential conflict with the interest of the Company at large.
- g) In terms of requirement of Regulation 17(8) of the SEBI Listing Regulations, Managing Director and Chief Financial Officer have made a certification to the Board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.
- h) The Company has complied with all the Corporate Governance requirements specified in Regulations 17 to 23, 24A to 27 and applicable clauses of Regulation 46(2) of the SEBI Listing Regulations. The Company does not have any subsidiary and therefore, Regulation 24 is not applicable to the Company.
- i) There has been no instance of any non-compliance of any requirement of Corporate Governance Report of Schedule V of the SEBI Listing Regulations.
- j) The Company does not deal in commodity(ies) and hence disclosure relating to commodity price risks and commodity hedging activities does not apply.
- k) The Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement during the financial year ended March 31, 2023.
- l) The Company has not obtained any Credit Ratings during the year.
- m) The Company has complied with all the mandatory requirements of the SEBI Listing Regulations.
- n) During the financial year, there was no instance where the Board has not accepted any recommendation of any Committees of the Board.
- o) Total fees paid to the Statutory Auditors and all the entities in their network firm/network entities for all the services rendered by them during the financial year 2022-23 is Rs. 2.26 Crores including all the taxes, as may be applicable.
- p) During the year, 1 complaint was received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the same was appropriately closed.

Compliance with Discretionary requirements :

- i. The quarterly and half yearly financial results are published in two newspapers as prescribed under the SEBI Listing Regulations and are also available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>. Therefore, the results were not separately circulated to all the Members.
- ii. Reporting of Internal Auditors is directly to the Audit Committee.
- iii. The Company has its financial statements with unmodified audit opinion.

For and on behalf of the Board



Vivek V Kamath
Managing Director
DIN : 06606777

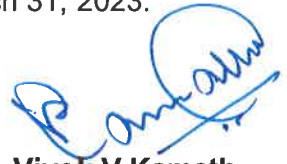


Sudarshan Jain
Director
DIN : 00927487

Mumbai
May 19, 2023

**DECLARATION UNDER SCHEDULE V (D) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Schedule V (D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Vivek V Kamath, Managing Director of Abbott India Limited, do hereby affirm that, all the Board Members and Senior Management Personnel of the Company have affirmed Compliance with the Abbott India Code of Conduct for the year ended March 31, 2023.



Vivek V Kamath
Managing Director
DIN : 06606777

Mumbai
March 31, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Abbott India Limited
Unit No. 3, Corporate Park,
Sion-Trombay Road,
Chembur, Mumbai – 400 071

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Abbott India Limited having CIN : L24239MH1944PLC007330 and having their registered office at Unit No. 3, Corporate Park, Sion-Trombay Road, Mumbai - 400 071 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Name of Director	DIN	Date of Appointment in Company
Munir Shaikh	00096273	02/03/2001
Vivek V Kamath	06606777	15/02/2022
Anisha Motwani	06943493	25/04/2018
Sudarshan Jain	00927487	01/04/2019
Shalini Kamath	06993314	29/10/2019
Ambati Venu	07614849	01/03/2020
Kaiyomarz Marfatia	03449627	01/03/2011
Rajiv Sonalker	07900178	08/08/2017
Sabina Ewing	09201770	15/06/2021

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on this, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs.

Place : Mumbai
Date : May 19, 2023
UDIN : F009492E000334036
Peer reviewed No : 1012/2020

Neena Bhatia
Practicing Company Secretary
Membership No. : FCS 9492
Certificate of Practice No. : 2661

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

The Members of Abbott India Limited

1. The Corporate Governance Report prepared by Abbott India Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("Applicable criteria") for the year ended March 31, 2023 as required by the Company for annual submission to the Stock Exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include :
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2023 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the Minutes of the following Committee Meetings/Other Meetings held from April 1, 2022 to March 31, 2023 :
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting (AGM);
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Risk Management Committee;

- (g) Corporate Social Responsibility Committee;
- (h) Independent Directors Meeting.

- v. Obtained necessary declarations from the directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year-end. Obtained and read the Minutes of the Audit Committee Meeting where in such related party transactions have been pre-approved prior by the Audit Committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from the management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2023, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number : 324982E/E300003

per **Dolphy Dsouza**

Partner

Membership Number : 38730

UDIN : 23038730BGYSNL6239

Place of Signature : Mumbai

Date : May 19, 2023