



Abbott India Limited

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POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 in view of COVID-19 pandemic (“MCA Circulars”), that the resolution appended below is proposed to be passed by the Members of Abbott India Limited (“the Company”) through postal ballot by way of electronic voting (“Postal Ballot”).

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993) as ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall **commence on Friday, May 8, 2020 at 9.00 A.M. (IST) and end on Saturday, June 6, 2020 at 5.00 P.M. (IST)**. The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorised by him after completion of scrutiny of the e-voting and, the results of the voting shall be declared **not later than 3.30 P.M. (IST) on Monday, June 8, 2020** at the Corporate Office of the Company. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.abbott.co.in and on the e-voting website of KFin Technologies Private Limited i.e. <https://evoting.karvy.com> The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed.

Resolution

Approval to advance loan(s) to any of the Company's group entities in India upto an aggregate limit of ₹ 300 Crore under Section 185 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to advance any loan(s) (including any loan represented by a book debt) to any of the Company's group entities in India (which shall mean to include Abbott Healthcare Private Limited, St. Jude Medical India Private Limited and Alere Medical Private Limited and any other entities which are or may form part of Abbott Group in India as a result of direct or indirect control being exercised by Abbott Group over such entities at any time hereafter or from time to time, hereinafter collectively referred to as "Abbott Affiliates"), in which any Director of the Company is or will be deemed to be interested, from time to time, upto an aggregate limit of ₹ 300 Crore (Rupees Three Hundred Crores), in one or more tranches, which the Board may, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their Principal Business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise and agree to the terms and conditions for advancing aforesaid loan(s), and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities, including but not limited to making requisite filings with any statutory authorities/regulatory bodies, and to do all such acts, deeds or things incidental or expedient thereto as the Board may think fit and suitable in the interest of the Company.

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No.: ACS 16536

Mumbai
April 27, 2020

NOTES

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Special Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, May 1, 2020 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding

general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. www.abbott.co.in and on the e-voting website of KFin Technologies Private Limited (“KFin”) i.e. <https://evoting.karvy.com>

All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 8. As per the MCA Circulars and in view of non-availability of postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged KFin as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. Dispatch of the Notice shall be deemed to be completed on **Tuesday, May 5, 2020**.
6. E-voting shall **commence on Friday, May 8, 2020 at 9.00 A.M. (IST) and end on Saturday, June 6, 2020 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by KFin for voting thereafter.
7. The Company has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993) as ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.

8. The remote e-voting process shall be as under:

(A) In case of Members receiving e-mail from KFin:

- (i) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials, given as under:

First time Users	User ID and Password as given in email
Existing Users	
User ID:	For Members holding shares in Demat form:
	a. For NSDL: 8 character DP ID followed by 8 digit Client ID
	b. For CDSL: 16 digit Beneficiary ID/Client ID
	For Members holding shares in Physical form:
	Event No. (EVEN) followed by Folio No. registered with the Company
Password:	Your existing password

- (iii) After entering the details appropriately, click on “LOGIN”.
- (iv) Password change menu appears wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

- (v) Login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the “EVENT” i.e. “Abbott India Limited”.
- (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts may choose to vote differently for each folio/demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (x) A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm your voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, Members can login any number of times and vote till they have confirmed their voting on the resolution.
- (xi) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF Format) of the Certified True Copy of the Board Resolution, together with attested specimen signature(s) for authorising the representatives to vote on their behalf, to the Scrutinizer through e-mail to cstaizoomkhumri@gmail.com with a copy marked to evoting@kfintech.com Alternatively, the aforesaid documents can directly be uploaded on the portal of KFin, while casting the vote.

(B) In case of Members who have not registered their email address: Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- (i) Members who have not registered their email address and in consequence could not receive the Notice may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter. Post successful registration of the email, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to einward.ris@kfintech.com Alternatively, the process may be completed by accessing the link provided under the Investor Section of the Company’s website on www.abbott.co.in
- (ii) It is clarified that for permanent registration of email address, the Members are requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, India by following due procedure.
- (iii) Those Members who have already registered their email address are requested to keep their email addresses updated with their Depository Participants/the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/documents/Annual Reports electronically to their email address.

9. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorised by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorised by him, **not later than 3.30 P.M. (IST) on Monday, June 8, 2020** at the Corporate Office of the

Company. The resolution if passed by the requisite majority shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. **Saturday, June 6, 2020**.

The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website i.e. www.abbott.co.in and on the e-voting website of KFin i.e. <https://evoting.karvy.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and displayed at the Registered Office and Corporate Office of the Company once the lockdown is lifted.

10. In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.karvy.com> or contact Mr Premkumar Nair, Manager – Corporate Registry, KFin Technologies Private Limited at Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, India, at email: einward.ris@kfintech.com; 1800-3454-001 (toll free) or may write to the Company Secretary at investorrelations.india@abbott.com

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

The Company may have to render financial assistance by way of advancing loan(s), to any of its group entities in India (which shall mean to include Abbott Healthcare Private Limited, St. Jude Medical India Private Limited and Alere Medical Private Limited and any other entities which are or may form part of Abbott Group in India as a result of direct or indirect control being exercised by Abbott Group over such entities at any time hereafter or from time to time, hereinafter collectively referred to as "Abbott Affiliates") for meeting their business requirements.

In terms of provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company may advance loan(s) to the companies in which any Director of the Company is interested or deemed to be interested, subject to approval of Members by way of a Special Resolution.

In view of this, the Board of Directors seek consent of the Members, by way of a Special Resolution to advance loan(s) (including any loan represented by a book debt), to any of the Abbott Affiliates, in which any Director of the Company is or will be deemed to be interested from time to time, upto an aggregate limit of ₹ 300 Crore (Rupees Three Hundred Crores) provided that such loan(s) amount shall be utilised by the borrowing entity(ies) for its/their operational/working capital requirements or for expansion of its/their business activities, as may be required and for the matters connected and incidental thereto ("Principal Business activities"). Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s). Any such loan(s) shall be backed by the Corporate Guarantee from Abbott Laboratories, USA (ultimate holding company).

The Members may note that the Board of Directors would carefully evaluate proposals in the best interest of the Company and provide such loan(s), through deployment of funds only out of its surplus funds/internal resources/accruals and/or any other appropriate sources, from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective Abbott Affiliates, is concerned or interested, financially or otherwise, in the resolution set forth herewith.

The Board recommends the resolution set forth herein for the approval of Members as a Special Resolution.

By Order of the Board

Krupa Anandpara
Company Secretary

Membership No.: ACS 16536

Mumbai
April 27, 2020