



Abbott India Limited

CIN : L24239MH1944PLC007330

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

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

Email : investorrelations.india@abbott.com; Website: www.abbott.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013

read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Abbott India Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and all other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993), as Scrutinizer for conducting the Postal Ballot through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Members are required to communicate their assent or dissent through remote e-voting system only. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period :

| | |
|---------------------------------|---|
| Commencement of e-voting | 9.00 a.m. (IST) on Wednesday, March 27, 2024 |
| End of e-voting | 5.00 p.m. (IST) on Thursday, April 25, 2024 |

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any other person authorized by him. The results of e-voting will be announced **not later than 5.00 P.M. (IST) on Saturday, April 27, 2024**, and will be displayed on the Company’s website at www.abbott.co.in and the website of KFinTech at <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the BSE Limited, Stock Exchange on which the shares of the Company are listed and will also be displayed at the Registered Office of the Company.

SPECIAL BUSINESS

1. Appointment of Ms Swati Dalal (DIN : 01513751) as a Director of the Company

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

RESOLVED That in accordance with the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms Swati Dalal (DIN : 01513751), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2024 in accordance with the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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

2. Appointment of Ms Swati Dalal (DIN : 01513751) as the Managing Director of the Company

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

RESOLVED That in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the Members be and is hereby accorded for appointment of Ms Swati Dalal (DIN : 01513751) as Managing Director of the Company, for a period of 3 (three) years, with effect from April 1, 2024 to March 31, 2027, not liable to retire by rotation, on the terms and conditions including remuneration and perquisites, as set out hereunder, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, modify or revise from time to time, the terms and conditions of the said appointment and/or remuneration in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible by law :

Remuneration :

- a) Salary, Allowances and Perquisites : ₹ 3.60 Crore per annum to be paid monthly and/or annually, with such increments as per the Company’s policy and as may be decided by the Board of Directors from time to time, subject to a ceiling of ₹ 6 Crore per annum.
- b) Performance Linked Incentive/Commission : Performance Linked Incentive/Commission paid in addition to salary, allowances and perquisites as stated above, according to the Company’s policy and as may be decided by the Board of Directors from time to time but shall not exceed an amount equal to 100% of the salary for the relevant period.
- c) In addition to above, Ms Swati Dalal shall be entitled to company car/car allowance, club fees, telephone, medical benefits, group insurance, provident fund, gratuity and such other perquisites/benefits in accordance with the Company’s policies and rules.
- d) Ms Swati Dalal shall be entitled for Abbott Laboratories, USA stocks under Abbott global “Long term Incentive Plan” in the form of Restricted Stock Units, as per her eligibility. She will also be eligible to purchase shares of Abbott Laboratories, USA, under Abbott global “Affiliate Employee Stock Purchase Plan”.

RESOLVED Further That notwithstanding anything herein above stated, where in any financial year, during the period of her appointment, the Company has no profits or its profits are inadequate, the remuneration including the perquisites and benefits, as aforesaid, payable to Ms Dalal shall be subject to the provisions of Section 197 and Schedule V of the Act, or any other law or enactment for the time being or from time to time in force.

RESOLVED Further That the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

Sangeeta Shetty

Company Secretary and Compliance Officer

Membership No. : ACS 18865

Place : Mumbai

Date : March 13, 2024

Registered Office :

Abbott India Limited

3, Corporate Park,

Sion-Trombay Road,

Mumbai - 400 071

CIN : L24239MH1944PLC007330

Website : www.abbott.co.in

Email : investorrelations.india@abbott.com

Tel. : +91 22 5046 1000/2000

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules framed thereunder, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), in respect of the Director seeking appointment is furnished as Annexure to this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/Beneficial Owners as on **Friday, March 22, 2024 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.abbott.co.in, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available at <https://www.abbott.co.in/investor-relations/investor-centre/investor-download-centre.html>) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
5. Only a person, whose name is recorded in the Register of Members/Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The remote e-voting facility will be available during the following voting period :

| | |
|---------------------------------|---|
| Commencement of e-voting | 9.00 a.m. (IST) on Wednesday, March 27, 2024 |
| End of e-voting | 5.00 p.m. (IST) on Thursday, April 25, 2024 |

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, April 25, 2024.**

10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investorrelations.india@abbott.com.

11. Procedure for e-voting :

(i) E-voting Facility :

- a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) all shareholders holding shares of the Company in physical mode is given below.

(ii) Information and instructions relating to e-voting :

Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

Information and instructions for e-voting by Individual Shareholders holding shares of the Company in demat mode :

As per the SEBI Master Circular, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. The procedure to login and access e-voting, as devised by the Depositories/Depository Participant(s), is given below :

Login method for e-voting for Individual Shareholders holding securities in demat mode :

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility :</p> <ol style="list-style-type: none"> a. Visit URL : https://eservices.nsdl.com. b. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. c. On the new page, enter User ID and Password. d. Post successful authentication, click on “Access to e-voting”. e. Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the e-voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> a. To register, click on link: https://eservices.nsdl.com. b. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. c. Proceed with completion of required fields. d. Follow steps given in point 1. |

| Type of Shareholders | Login Method |
|---|--|
| | <p>3. Alternatively, by directly accessing the e-voting website of NSDL</p> <ol style="list-style-type: none"> a. Open URL: https://www.evoting.nsdl.com. b. Click on the icon “Login” which is available under “Shareholder/Member” section. c. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. d. Post successful authentication, you will be requested to select the name of the Company and the e-voting service provider name, i.e., KFinTech. e. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the e-voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing User who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> a. Visit URL : https://web.cdslindia.com/myeasitoken/home/login or URL : www.cdslindia.com and click on Login-My Easi New (Token). b. Login with your registered User ID and Password. c. The User will see the e-voting Menu. The Menu will have links of Event Service Provider (“ESP”) i.e., KFinTech e-voting portal. d. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> a. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. b. Proceed with completing the required fields. c. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> a. Visit URL : https://evoting.cdslindia.com/Evoting/EvotingLogin. b. Provide your Demat Account Number and PAN. c. System will authenticate the User by sending OTP on registered Mobile No. & Email ID as recorded in the demat account. d. After successful authentication, User will be provided links for the respective ESP, i.e., KFinTech where the e-voting is in progress. |
| Individual Shareholder login through their demat accounts/website of Depository Participant | <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the e-voting period without any further authentication. |

Important Note : Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password options available on respective websites.

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

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll Free No. : 1800 1020 990 and 1800 22 44 30. |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43. |

Login method for e-voting for (i) Shareholders other than Individual Shareholders holding securities in demat mode and (ii) All shareholders holding securities in Physical Mode :

Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), User ID and Password. They will have to follow the below process :

- a. Launch internet browser by typing the URL : <https://evoting.kfintech.com>.
- b. Enter the login credentials, i.e., User ID and Password mentioned below in this communication. Your Folio No./DP ID/Client ID will be your User ID.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the password change menu, wherein you are required to change your password mandatorily. 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 any contact details like mobile, e-mail etc., on the first login. You may also enter a secret question and answer of your choice to retrieve your password if you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT, i.e., “ABBOTT INDIA LIMITED POSTAL BALLOT” and click on “Submit”.
- g. On the voting page, enter the number of shares as on the Cut-Off Date, i.e., **Friday, March 22, 2024**, under FOR/AGAINST; alternatively, you may enter partially any number in FOR and partially in AGAINST, but the total number in FOR/AGAINST taken together should not exceed the total shareholding.
- h. Shareholders holding multiple folios/demat account shall undertake the voting process separately for each folio/demat account.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click “OK” to confirm; else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the e-voting period, Shareholders can login any number of times till they have voted on the resolution.
- j. Corporate/Institutional Shareholders (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks etc.) are required to e-mail scan (PDF format) of the relevant Board Resolution to the Scrutinizer at cstaizoonkhumri@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “ABBOTT INDIA LIMITED - Postal Ballot”.

- k. Once the shareholder casts a vote on the resolution, he/she shall not be allowed to change it subsequently.
- l. In case of any queries, you may contact KFinTech at Toll Free No. 1800 309 4001.
- m. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Neither the Company nor the Scrutinizer will be responsible for any consequences of you having shared or disclosed the password (whether original or changed) with or to any person, including your inability to access the e-voting platform thereafter or even cast your vote.

Contact details in case of any query or concern or for addressing e-voting related grievances :

Members may refer to the remote e-voting user manual or Help and Frequently Asked Questions (FAQs), available at the Downloads section of KFinTech at <https://evoting.kfintech.com> or contact Mr Premkumar Nair, Manager-Corporate Registry, KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India, e-mail: einward.ris@kfintech.com, Toll Free No.: 1800 309 4001, or write to the Company Secretary at investorrelations.india@abbott.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the Notice :

Item Nos. 1 and 2 :

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) at its Meeting held on March 13, 2024 appointed Ms Swati Dalal (DIN : 01513751) as an Additional Director of the Company with effect from April 1, 2024 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) read with Article 113 of the Articles of Association of the Company.

The Board has also, at the said Meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Ms Swati Dalal (DIN : 01513751) as the Managing Director, for a period of 3 (three) years with effect from April 1, 2024, on the terms and conditions as recommended by the Nomination and Remuneration Committee. On appointment as Managing Director, Ms Swati Dalal shall also be the Key Managerial Personnel of the Company.

Swati is an experienced leader in Abbott. She joined Abbott in 1995 as a Product Manager in Abbott India Limited (AIL). Over the next 10 years, she took on various roles of increasing responsibilities within the marketing and sales function of the Neurosciences division and was then promoted as Head for the Specialty Care businesses. Swati then took several roles spanning New Product Introduction (NPI) and Life Cycle Management for AIL and Director Commercial Operations and Commercial Director in Primary Care with Established Pharmaceutical Division’s (EPD) Healthcare Solutions business. In April 2020, she was promoted as General Manager for Abbott’s India Nutrition business. During Swati’s time with Nutrition, the business achieved a growth of 15.4% CAGR, which includes the unprecedented pandemic times.

Swati was then appointed as General Manager for EPD’s Primary Care business in May 2023. Over the last one year, Swati has ably led the business to deliver market beating growth. She has been instrumental in reshaping the Primary Care portfolio to drive growth in core therapies and traded generics for long term success.

Swati is an active Member of the DEI (Diversity, Equity and Inclusion) Council of Abbott in India and a founder Member of the “Women Leaders of Abbott” India Chapter and Business Advisory Council (BAC) sponsor of the Early Careers Network in India.

Swati holds a pharmacy degree from P.K.M. Kundnani College of Pharmacy, Mumbai and a post-graduate degree in Management Studies from the Jannalal Bajaj Institute of Management Studies in Mumbai.

The remuneration and other terms and conditions of appointment of Ms Swati Dalal as the Managing Director of the Company as set out in the resolution and below are subject to approval of the Members. The Remuneration as proposed is in accordance with the Remuneration Policy of the Company and is commensurate with the nature of qualification and experience in the similar business and the amount of remuneration drawn by her peers.

The other terms and conditions of appointment of Ms Swati Dalal are as under :

1. As Managing Director, Ms Dalal shall perform such duties and exercise such powers as are entrusted to her from time to time by the Board of Directors (hereinafter called “the Board”), subject to the superintendence, control and directions of the Board.
2. Ms Dalal shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 (“the Act”) with regard to duties of Directors.

3. Ms Dalal shall in all respects comply with the Abbott Code of Business Conduct and other Abbott India Policies and Procedures.
4. During her employment, Ms Dalal shall devote sufficient time to enable her to discharge her duties to the Company diligently and to the best of her abilities.
5. During the period of her employment with the Company, Ms Dalal shall, whenever required to by the Board, undertake to travel in India and elsewhere as the Board may direct or as required to perform her duties.
6. Ms Dalal shall not directly or indirectly, engage herself in any other business or occupation or employment whatsoever, without the approval of the Board. Provided however, that it shall be permissible to Ms Dalal to hold share(s) of any other Company(ies).
7. So long as Ms Dalal functions as Managing Director, she shall not become interested or otherwise concerned directly or through any of her relatives, if any, in any selling agency of the Company, without the prior approval of the Board.
8. The employment of Ms Dalal shall forthwith be determined if she shall become insolvent or make any composition or arrangement with her creditors or if she is guilty of any misconduct or otherwise violates the Abbott Code of Business Conduct.
9. In case of the demise of Ms Dalal during the course of her employment hereunder, the Company will pay to her personal legal representatives, the salary and other emoluments payable hereunder for the then current month and other dues together with any such further sum as the Board of Directors may determine.
10. In case the appointment of Ms Dalal ceases as provided in Section 167 of the Act, her employment shall come to an end simultaneously on account of the same. In case she ceases to be an employee on account of termination of her employment by the Board or otherwise; she automatically ceases as the Managing Director of the Company.
11. Either party shall be entitled to terminate the employment by giving not less than 3 (three) months' notice in writing in that behalf to the other party without the necessity of showing any cause. However, the Company shall have the option to terminate the employment by giving 3 (three) months' remuneration including salary, allowances, benefits/perquisites in lieu of notice.

In terms of Article 136 of the Articles of Association of the Company, Ms Swati Dalal, on her appointment as Managing Director, is not liable to retire by rotation.

A copy of the agreement between Ms Swati Dalal and the Company containing terms of her appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of this resolution. The Members may write an email to investorrelations.india@abbott.com by mentioning "Request for Inspection" in the subject of the email.

Ms Swati Dalal has given her consent to act as Director and Managing Director of the Company. Also, as per confirmations received from her, she is not disqualified from being appointed as Director in terms of Section 164 of the Act and satisfies all the conditions as set out in Part I of Schedule V and Section 196(3) of the Act for her appointment as Managing Director. The Company has also received declaration from her, confirming that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received Notice under Section 160 of the Act from a Member proposing the candidature of Ms Swati Dalal for the office of Director of the Company.

The requisite details of Ms Swati Dalal pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Postal Ballot Notice.

In accordance with the provisions of Sections 152 and 196 of the Act and applicable provisions of the Listing Regulations, appointment of Director and Managing Director, respectively, requires approval of the Members of the Company by way of an Ordinary Resolution.

Accordingly, the approval of Members is sought for appointment of Ms Swati Dalal as Director and Managing Director of the Company, not liable to retire by rotation.

None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, except Ms Swati Dalal and her relatives, is concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice for approval by the Members.

By Order of the Board of Directors

Place : Mumbai
Date : March 13, 2024

Sangeeta Shetty
Company Secretary and Compliance Officer
Membership No. : ACS 18865

Registered Office :
Abbott India Limited
3, Corporate Park,
Sion-Trombay Road,
Mumbai - 400 071
CIN : L24239MH1944PLC007330
Website : www.abbott.co.in
Email : investorrelations.india@abbott.com
Tel. : +91 22 5046 1000/2000

Annexure to the Postal Ballot Notice

Disclosures relating to Director pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings :

| | |
|---|---|
| Name of the Director | Swati Dalal |
| Date of Birth | February 21, 1967 |
| Age | 57 years |
| Date of first appointment on the Board | April 1, 2024 |
| Qualifications | Swati holds a pharmacy degree from P.K.M. Kundnani College of Pharmacy, Mumbai and a post-graduate degree in Management Studies from the Jammalal Bajaj Institute of Management Studies in Mumbai. |
| Experience (including expertise in specific functional area)/Brief Resume | <p>Swati is an experienced leader in Abbott. She joined Abbott in 1995 as a Product Manager in Abbott India Limited (AIL). Over the next 10 years she took on various roles of increasing responsibilities within the marketing and sales function of the Neurosciences division and was then promoted as Head for the Specialty Care businesses. Swati then took several roles spanning New Product Introduction (NPI) and Life Cycle Management for AIL, and Director Commercial Operations and Commercial Director in Primary Care with Established Pharmaceutical Division's (EPD) Healthcare Solutions business. In April 2020, she was promoted as General Manager for Abbott's India Nutrition business. During Swati's time with Nutrition, the business achieved a growth of 15.4% CAGR, which includes the unprecedented pandemic times.</p> <p>Swati was then appointed as General Manager for EPD's Primary Care business in May 2023. Over the last one year, Swati has ably led the business to deliver market beating growth. She has been instrumental in reshaping the Primary Care portfolio to drive growth in core therapies and traded generics for long term success.</p> <p>Swati is an active Member of the DEI (Diversity, Equity and Inclusion) Council of Abbott in India and a founder Member of the "Women Leaders of Abbott" India Chapter and Business Advisory Council (BAC) sponsor of the Early Careers Network in India.</p> |
| Terms and Conditions of Appointment | Terms and conditions of appointment and proposed remuneration are specified in the resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice read with Explanatory Statement thereto. |
| Remuneration last drawn (including sitting fees, if any) | Not Applicable |
| Remuneration proposed to be paid | Terms and conditions of appointment and proposed remuneration are specified in the resolutions set out at Item Nos. 1 and 2 of the Postal Ballot Notice read with Explanatory Statement thereto. |
| Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice | 4 (Four) |

| | |
|--|---|
| Relationship with other Directors/Key Managerial Personnel | None |
| Number of Meetings of the Board attended during the financial year 2023-24 | Not Applicable |
| Directorships of other Boards as on date of Postal Ballot Notice | Abbott Healthcare Private Limited and Vikram Phadnis Clothing (India) Private Limited |
| Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice | Chairperson of Corporate Social Responsibility Committee of Abbott Healthcare Private Limited |
| Listed entities from which the Director has resigned in the past three years | None |

By Order of the Board of Directors

Sangeeta Shetty

Company Secretary and Compliance Officer

Membership No. : ACS 18865

Place : Mumbai

Date : March 13, 2024

Registered Office :

Abbott India Limited

3, Corporate Park,

Sion-Trombay Road,

Mumbai - 400 071

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