



# Abbott India Limited

CIN: L24239MH1944PLC007330

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## POSTAL BALLOT NOTICE

Dear Member(s),

**Notice** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(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 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 (hereinafter collectively referred to as “MCA Circulars”), that the resolutions appended below are proposed to be passed by the Members of Abbott India Limited (“the Company”) through Postal Ballot by voting through electronic means (“remote e-voting”).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act setting out the material facts concerning the said resolutions and the reasons thereof, are annexed hereto for your consideration.

In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories/Depository Participants. If your e-mail address is not registered with the Company or Depositories/Depository Participants, please follow the process specified in the Note No. 11 to receive this Postal Ballot Notice.

Members are required to communicate their assent or dissent through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. Remote e-voting shall **commence on Friday, October 14, 2022 at 9.00 A.M. (IST) and end on Saturday, November 12, 2022 at 5.00 P.M. (IST)**.

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 the ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorized by him after completion of scrutiny of the remote e-voting and the results of the remote e-voting shall be declared **not later than 5.00 P.M. (IST) on Monday, November 14, 2022** at the Corporate Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Saturday, November 12, 2022**. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. [www.abbott.co.in](http://www.abbott.co.in) and on the remote e-voting website of KFin Technologies Limited (“KFin”) i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and also be displayed at the Registered and Corporate Offices of the Company.

**SPECIAL BUSINESS :**

**Resolution No. 1**

**Re-appointment of Ms Shalini Kamath (DIN: 06993314) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**RESOLVED That** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms Shalini Kamath (DIN : 06993314), who was appointed as an Independent Director of the Company by the Members for a term up to October 28, 2022, who is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) years effective October 29, 2022 upto October 28, 2027, not liable to retire by rotation.

**RESOLVED Further That** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**Resolution No. 2**

**Payment of Commission to Non-Executive Directors of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**RESOLVED That** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per the Articles of Association of the Company, the consent of the Members be and is hereby granted for payment of such sum as may be determined by the Board from time to time, by way of commission upto 1% of the Net Profits of the Company computed in accordance with the provisions of Section 198 of the Act, subject to a limit upto ₹ 15,00,000 (Rupees Fifteen Lakh) per annum to each of the Non-Executive Directors (i.e. other than the Managing Director or Whole-time Director or Directors who are in employment with Abbott group companies) and upto ₹ 20,00,000/- (Rupees Twenty Lakh) per annum to the Chairman of the Board of Directors, in proportion to the Board meetings attended by them during the year, for a period of five financial years effective April 1, 2022.

**RESOLVED Further That** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**By Order of the Board**

Place : Mumbai  
Date : October 6, 2022

**Krupa Anandpara**  
Company Secretary  
Membership No.: ACS 16536

## NOTES

1. The Explanatory Statement pursuant to Sections 102 (1), 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the said resolutions 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, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) cut-off date for the purpose of reckoning the voting rights is **Friday, October 7, 2022 (“Cut-off Date”)**. A person who is not a Member of the Company as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding remote e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or Depositories/Depository Participants and whose names appear in the Register of Members/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 remote e-voting.

The Notice is also available on the website of the Company i.e. [www.abbott.co.in](http://www.abbott.co.in) and on the remote e-voting website of KFin Technologies Limited (“KFin”) i.e. <https://evoting.kfintech.com>. As per the MCA Circulars, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not sent to the Members for this Postal Ballot.

4. 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 Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 11.
5. 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.
6. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, 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 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.
7. Remote e-voting shall **commence on Friday, October 14, 2022, at 9.00 A.M. (IST) and end on Saturday, November 12, 2022 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by KFin for voting thereafter.
8. The Company has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993) as the ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.
9. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorized by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him, **not later than 5.00 P.M. (IST) on Monday, November 14, 2022** at the Corporate Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Saturday, November 12, 2022**.

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](http://www.abbott.co.in) and on the remote e-voting website of KFin i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and also be displayed at the Registered and Corporate Offices of the Company.

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.kfintech.com> or contact Mr Premkumar Nair, Manager – Corporate Registry, KFin Technologies Limited at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); phone: 1800-3454-001 (Toll Free) or may write to the Company Secretary at [investorrelations.india@abbott.com](mailto:investorrelations.india@abbott.com)

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

**Login method for remote e-voting for Individual Shareholders holding securities in demat mode.**

As per SEBI Circular dated December 9, 2020 on remote e-voting facility provided by listed entities, all “individual shareholders holding shares of the Company in demat mode” can cast their vote(s), by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants (“DP”).

Shareholders are advised to update their mobile number and e-mail address with their DPs in order to access remote e-voting facility.

The procedure to login and access remote e-voting, as implemented by the Depositories/Depository Participant(s), is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited (“NSDL”)	<p><b>1) Through NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a Mobile.</li> <li>2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>2. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in point no. 1.</li> </ol> <p><b>2) Through e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)	<p><b>1) Through CDSL Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e., KFin. Click on KFin to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p><b>2) Through e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. on the home page of <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile No. and Email address as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-voting service provider i.e., KFin where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>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.</li> <li>3. Click on options available against Company name or e-voting service provider - KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period, without any further authentication.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the respective websites.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free No.: 1800 1020 990 or 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or call at 022-23058738 or 022-23058542-43

**Login method for remote e-voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**1. In case a Shareholder receives an e-mail from the Company/KFin Technologies Limited [for Members whose e-mail address is registered with the Company/Depository Participant(s)]:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e., 7042, followed by Folio No. In case of demat mode, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and Password for casting the vote.
- iii. After entering the details appropriately, click on “LOGIN”.
- iv. You will now reach password change menu 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 that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, select the “EVEN” of Abbott India Limited and click on “Submit”
- vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR/AGAINST” or alternatively, you may partially enter any number of shares that you hold under “FOR”/AGAINST”, but the total number under “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
- viii. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/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 else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address [cstaizonkhumri@gmail.com](mailto:cstaizonkhumri@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the remote e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.



**2. Shareholders whose email addresses are not registered with the Company/Depository Participants(s), can follow the below process to obtain the Postal Ballot Notice and remote e-voting instructions:**

**(A) Shareholders holding shares in Demat Mode**

- i. Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- ii. Select the Company name “Abbott India Limited”.
- iii. Enter DP ID/Client ID, PAN No., E-mail address and Mobile No. so as to generate the One-time Passwords (OTPs).
- iv. Enter OTPs generated on the E-mail address and Mobile No. to validate the details (The OTPs shall be valid for 5 minutes only).
- v. Post successful validation, the system will confirm the E-mail address for the limited purpose for service of Postal Ballot Notice.

**(B) Shareholders holding shares in Physical Mode**

- i. Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- ii. Select the Company name “Abbott India Limited”
- iii. Enter Folio No/PAN (If PAN is not registered with the Company, then the Member is required to mentioned Certificate No.), E-mail address and Mobile No. so as to generate the One-time Passwords (OTPs).
- iv. Enter the OTPs generated on the E-mail address and Mobile No. to validate the details (The OTPs shall be valid for 5 minutes only).
- v. If PAN is not available, the system will prompt to upload the self-attested scan copy of the PAN card.
- vi. Post successful validation, the system will confirm the E-mail address for the limited purpose for service of Postal Ballot Notice.

Post successful registration of the email address, the Shareholder will get soft copy of the Notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, Shareholders may write to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company Secretary at [investorrelations.india@abbott.com](mailto:investorrelations.india@abbott.com).

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

### **Resolution No. 1**

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) the Members of the Company, at their Seventy-sixth Annual General Meeting held on September 7, 2020, appointed Ms Shalini Kamath as an Independent Director of the Company, for a period of 3 (three) years effective October 29, 2019 upto October 28, 2022.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and considering the expertise, experience and contribution made by Ms Shalini Kamath during her first term and based on her positive performance evaluation, approved her re-appointment as an Independent Director for a period of 5 (five) years effective October 29, 2022, subject to the approval of the Members of the Company.

Ms Shalini Kamath has granted the consent for her re-appointment as an Independent Director. Further, the Company has received declarations from her confirming that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Act, Rules framed thereunder read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (“the Listing Regulations”). Also, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

The Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing the candidature of Ms Shalini Kamath for the office of a Director. In the opinion of the Nomination and Remuneration Committee and the Board, Ms Shalini Kamath is independent of the Management.

Ms Kamath has close to three decades of work experience in three distinct fields – Human Resources, Business Development and Social & Community Development and across two continents – India and Africa. She is a certified and practicing ‘CEO & Leadership Coach’.

Ms Kamath’s Human Resources (HR) career spans close to a decade and half with Group HR Head positions for Chevron Texaco India, Star India, KPMG India and Ambit Holdings. She was a key member of the Executive Leadership Team in each of her assignments. She was a ‘Strategic Partner’ to the businesses in providing business linked people solutions through change, renewal and transformation. In addition, her role in managing the corporate communications function at Ambit Holdings has given her the experience in building a strong corporate brand, both externally and internally.

Prior to her roles in HR, Ms Kamath was the Deputy Marketing Director at Raytheon India. She began her working career in Zambia and Botswana. Over a decade, she worked with the Governments of both the countries on several educational and social & community development projects. She acquired extensive experience in tripartite partnership projects related to community-oriented income generation programs.

Ms Kamath is an MBA graduate from Edinburgh Business School, UK. She has been trained at Harvard Business School in change and transformation. She is an alumna of CSC Global leadership program and a certified Zenger Folkman Leadership4you trainer & facilitator.

Ms Shalini Kamath is the Member of the Audit, Stakeholders Relationship, Corporate Social Responsibility and Risk Management Committees of the Board of the Company.

The additional details of Ms Shalini Kamath as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. Ms Shalini Kamath does not hold any shares in the Company.

The letter of re-appointment of Ms Shalini Kamath containing terms of her re-appointment, is available for inspection by Members on the website of the Company at [www.abbott.co.in](http://www.abbott.co.in)

None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, except Ms Shalini Kamath, is concerned or interested, financially or otherwise, in the Resolution No. 1.

The Board considers that Ms Shalini Kamath’s continued association would immensely benefit the Company and recommends the Resolution No. 1 for the approval of Members as a Special Resolution.



## **Resolution No. 2**

The Non-Executive Directors of the Company bring with them significant expertise, diverse perspectives, and extensive business experience across a wide spectrum of pharmaceuticals, sales & marketing, strategy, digital, policy matters, finance, legal and corporate governance. The Company has been immensely benefiting from their experience and knowledge from time to time. In view of the increased responsibilities of the Non-Executive Directors and based on the industry benchmarking, the Board is of the view that, it is necessary to pay commission to the Non-Executive Directors (i.e., other than the Managing Director or Whole-time Director or other Directors who are in employment with Abbott group companies), in addition to the sitting fees paid to them for attending the Board and Committee Meetings, commensurate with their roles and responsibilities towards of the Company.

As per Section 197 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company can pay commission up to 1% of the Net Profits to the Non-Executive Directors, subject to approval of the Members.

In view of the same and as per the Articles of Association of the Company, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, approved payment of a commission, of an amount upto ₹ 15,00,000/- (Rupees Fifteen Lakh) per annum to each of the Non-Executive Directors (i.e., other than the Managing Director or Whole-time Director or other Directors who are in employment with Abbott group companies) and upto ₹ 20,00,000/- (Rupees Twenty Lakh) per annum to the Chairman of the Board of Directors, for the wider role entrusted on him, in proportion to the Board Meetings attended by them for a period of five financial years effective April 1, 2022. The aggregate commission paid to all such Non-Executive Directors shall not exceed 1% (one percent) of the Net Profits of the Company in any financial year computed in the manner provided under Section 198 of the Act.

Mr Munir Shaikh, Ms Anisha Motwani, Mr Sudarshan Jain, Ms Shalini Kamath and Mr Kaiyomarz Marfatia are deemed to be concerned or interested in the passing of this Resolution as it concerns them. None of the other Directors and/or Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the Resolution No. 2.

The Board recommends Resolution No. 2 for the approval of Members as an Ordinary Resolution.

**By Order of the Board**

Place : Mumbai  
Date : October 6, 2022

**Krupa Anandpara**  
Company Secretary  
Membership No.: ACS 16536

## Annexure I

### Details of Director seeking re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India

<b>Name of the Director</b>	<b>Shalini Kamath</b>
<b>Date of Birth</b>	December 15, 1964
<b>Age</b>	57
<b>Date of Appointment</b>	October 29, 2019
<b>Expertise in Specific Functional Area</b>	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. 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”.
<b>Qualifications</b>	MBA graduate from Edinburgh Business School, UK; training from Harvard Business School in change and transformation; an Alumnus of CSC Global leadership program and a certified Zenger Folkman Leadership4you trainer and facilitator.
<b>Terms and Conditions of Appointment</b>	As per the Resolution set out in this Notice read with the Explanatory Statement hereto.
<b>Remuneration last drawn (including sitting fees, if any)</b>	₹ 7,50,000/-*
<b>Remuneration proposed to be paid</b>	Entitled for sitting fees for attending Meetings of the Board and its Committees and reimbursement of expenses for participation in the Board/Committees Meetings. Proposal for payment of Commission upto ₹ 15,00,000 per annum, in proportion to the number of Board Meetings attended, for a period of five years effective April 1, 2022, subject to approval of the Members sought through this Postal Ballot.
<b>Number of Meetings of the Board attended during the financial year 2022-23 (2 Board Meetings were held upto October 6, 2022)</b>	2
<b>Number of shares held in the Company</b>	NIL
<b>Directorships in other Indian Companies</b>	3 Ms Kamath 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.
<b>Membership of Committees in other Indian Companies</b>	1#
<b>Relationship between Directors inter-se</b>	None

\*Sitting fees paid during the year 2022-23 upto October 6, 2022.

#Includes Memberships of Audit and Stakeholders Relationship Committees.