

NOTICE

Notice is hereby given that the Seventieth Annual General Meeting of Abbott India Limited will be held at RAMA WATUMULL AUDITORIUM, K C College, 123, Dinshaw Vacha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020 on Friday, August 1, 2014 at 3.00 p.m. to transact the following business :

ORDINARY BUSINESS :

- To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for 15 months' period ended on that date together with the Reports of Directors and Auditors thereon.
- To declare a final dividend.

SPECIAL BUSINESS :

3. Appointment of S R B C & CO LLP, Chartered Accountants as the Statutory Auditors

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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. : 324982E), be and are hereby appointed as the Statutory Auditors for a term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of Seventy-fifth Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every Annual General Meeting), on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.”

4. Ratification of remuneration payable to M/s N I Mehta & Co., Cost Auditors

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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), remuneration of ₹ 6.05 Lakhs plus service tax as applicable and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s. N I Mehta & Co., Cost Accountants (Registration No : 000023) for conducting the Cost Audit of the Company for the financial year ending on March 31, 2015, be and is hereby approved and ratified.”

5. Appointment of Ms Valentine Yien as Director

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

“RESOLVED That Ms Valentine Yien (DIN : 05180794), who was appointed as an Additional Director of the Company by the Board of Directors effective December 23, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

6. Appointment of Mr R. A. Shah as Independent Director

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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr R. A. Shah (DIN : 00009851), Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto March 31, 2019, not liable to retire by rotation.”

7. Appointment of Mr Ranjan Kapur as Independent Director

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 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Ranjan Kapur (DIN : 00035113), Director of the Company, who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto March 31, 2019, not liable to retire by rotation.”

8. Retirement of Mr Ashok Dayal, Director

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

“RESOLVED not to fill, for the time being, the vacancy caused by the retirement of Mr Ashok Dayal (DIN : 00065907), Director of the Company, who retires by rotation at this Annual General Meeting and does not seek re-appointment.”

NOTES :

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- ii. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- iii. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- iv. The details of Directors in respect of Item Nos. 5, 6 and 7 pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited are annexed hereto.
- v. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 25, 2014 to Friday, August 1, 2014 (both days inclusive).
- vi. Final Dividend, if approved by the Members at the Annual General Meeting, will be paid on and from August 11, 2014 to the Members whose names appear on the Register of Members as on August 1, 2014 and to the Beneficial Owners of the shares as on July 24, 2014, as per the details furnished by the Depositories for this purpose.
- vii. Members are requested to immediately intimate changes, if any, in their registered addresses along with the pin code number to the Company or the Registrars & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective Depository Participants.
- viii. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit the PAN to their respective depository participants. Members holding shares in physical form can submit their PAN details to the Company or the Registrar & Transfer Agents.
- ix. In terms of directive of the Securities and Exchange Board of India, (SEBI) all companies have to mandatorily use the bank account

details furnished by the Members/Depositories for depositing the amounts of dividends. In order to avail the facility of National Electronic Clearing Service (NECS), Members holding shares in physical form are requested to furnish 10 – digit Bank Account Number allotted to them by their bank, in the requisite form sent herewith, alongwith a photocopy of a cheque pertaining to the concerned account. Members holding shares in dematerialised mode are requested to instruct their respective Depository Participants regarding bank accounts in which they wish to receive the dividends. The Company/Registrars & Share Transfer Agents will not act on any direct request received from Members holding shares in dematerialised form for change/deletion of such bank details.

- x. Pursuant to Sections 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed/ unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, unclaimed dividend for the year ended November 30, 2006 has been transferred to the Investor Education and Protection Fund.

Members who have not encashed their dividend warrants from the year 2007 onwards, are requested to write to the Company / Registrars & Share Transfer Agents for issue of demand drafts for the same.

In terms of the Investor Education and Protection Fund (IEPF) (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 notified by the Ministry of Corporate Affairs (MCA) on May 10, 2012, the Company has uploaded the information in respect of the unclaimed/unpaid Dividends (as on the date of the last Annual General Meeting held on April 25, 2013) on the Company Website (www.abbott.co.in) under the Investor Section.

- xi. The Company, in compliance of Clause 5A of the Listing Agreement with the Bombay Stock Exchange Limited sent the second reminder letters in respect of the shares returned and lying unclaimed in the custody of the Company. The same shall be transferred to Unclaimed Suspense Account after sending third and final reminder to the Members.
- xii. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- xiii. In case of joint holders attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
- xiv. Members are requested to bring their copy of the Annual Report to the Meeting, as the same will not be distributed at the Meeting.
- xv. The Company will be sending the Annual Report and Notice of the Seventieth Annual General Meeting of the Company along with proxy form and attendance slip through electronic mode to the Members whose email addresses are available with the Company.

Members who have not availed the e-communication facility can do so by submitting their email address with the Company to support the "Green Initiative in Corporate Governance". Members holding shares in electronic mode are requested to register their email address with their Depository Participant only.

Members may also note that the aforesaid documents can also be downloaded from the Company's Website - www.abbott.co.in.

The Relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays) during business hours up to the date of the Meeting.

xvi. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically on all resolutions set forth in the Notice.

Members who do not have e-voting facility can take the benefit of Ballot Form enclosed herewith.

Complete instructions on e-voting and Ballot are annexed herewith and forms part of this Notice.

Ms Neena Bhatia, Practising Company Secretary (Membership No. ACS 11950) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.abbott.co.in and on the website of NSDL within two(2) working days of passing the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

By Order of the Board

Mumbai
May 28, 2014

Krupa Anandpara
Company Secretary

Registered Office :

Abbott India Limited
CIN : L24239MH1944PLC007330
3-4, Corporate Park,
Sion Trombay Road,
Mumbai 400 071
Tel : +91-22-6797 8888/+91-22-2871 7500
Fax : +91-22-6797 8727/+91-22-2871 7499
Email : investor.relations@abbott.co.in / webmaster@abbott.co.in
Website : www.abbott.co.in

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

Item No. 3

Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. : 117366W), were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the Company held on April 25, 2013 to hold office upto the conclusion of this Annual General Meeting.

Deloitte Haskins & Sells LLP have been the Statutory Auditors of the Company since the year 1994-95 and has completed their tenure prescribed under the Companies Act, 2013.

In view of the same and in compliance with the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and based on recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2014, recommended the appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. : 324982E), as the Statutory Auditors for a term of five years i.e. from financial year 2014-15 to the financial year 2018-19 and to hold office till the conclusion of the Seventy-fifth Annual General Meeting of the Company (subject to ratification by the Members at every Annual General Meeting).

S R B C & CO LLP have provided their consent, certificates and declarations as required under Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

The Company has received a declaration from S R B C & CO LLP confirming that there are no pending proceedings or orders relating to professional matters of conduct against them before the ICAI or any competent authority or any Court.

The Audit Committee/Board of Directors shall be authorised to fix the remuneration of S R B C & CO LLP.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution set forth in Item No. 3 for the approval of Members as a Special Resolution.

Item No. 4

The Board, based on recommendation of the Audit Committee, approved the appointment of M/s. N I Mehta, Cost Accountants (having Registration no. 000023) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year ending March 31, 2015 at a remuneration of ₹ 6.05 Lakhs plus service tax as applicable and reimbursement of reasonable expenses.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, remuneration payable to M/s N I Mehta & Co, Cost Auditors, as stated above, requires ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

Item No. 5

Ms Valentine Yien was appointed as an Additional Director by the Board with effect from December 23, 2013 in terms of Section 260 of the Companies Act, 1956 read with Article 113 of the Articles of Association of the Company.

In terms of the provisions of Section 161 (1) of the Companies Act, 2013, Ms Yien holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Ms Yien for the office of Director of the Company, liable to retire by rotation.

Ms Yien is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Ms Yien is the Vice President, Treasurer, Abbott Laboratories since February, 2010. Prior thereto, she was Corporate Vice President-Operations Finance at Hospira.

Ms Yien joined Abbott in 1982 and has held a series of leadership positions of increasing responsibility, including Divisional Vice President-Hospital Products Division, Assistant Controller-Corporate Finance and Administration; Division Controller-Abbott Health Systems Division and various other positions in Abbott Diagnostics Division and Internal Audit.

Ms Yien holds a Master's degree in Management from Northwestern University and a Bachelor of Science degree from Nebraska Wesleyan University.

The details of Ms Yien as required under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, are set out in the Annexure forming part of this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Ms Valentine Yien, is concerned or interested, financially or otherwise, in resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

Item No. 6

Mr R. A. Shah is a Non-Executive Independent Director on the Board of the Company since 1983. Mr Shah is liable to retire by rotation at this Annual General Meeting under the provisions of the Companies Act, 1956 and being eligible, offers himself for re-appointment.

In terms of the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr Shah is proposed to be appointed as Independent Director for a term upto March 31, 2019, not liable to retire by rotation.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr Shah for the office of Director of the Company.

Mr Shah is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received declaration from Mr Shah that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr Shah fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Rules framed thereunder and that he is Independent of the management.

Mr Shah is a Solicitor and Senior Partner of M/s Crawford Bayley & Co. He specializes in a broad spectrum of Corporate Laws in general, with special focus on Foreign Investments, Joint Ventures, Technology and Licence Agreements, Intellectual Property Rights, Mergers and Acquisitions, Corporate Laws, Competition Law and Insider Trading Regulations.

The details of Mr Shah, as required under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, are set out in the Annexure forming part of this Notice.

Copy of the draft letter for appointment of Mr Shah setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days (except Saturdays) during business hours up to the date of the Meeting.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr R. A. Shah, is concerned or interested, financially or otherwise, in resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members as an Ordinary Resolution.

Item No. 7

Mr Ranjan Kapur is a Non-Executive Independent Director on the Board of the Company since 2006. Mr Kapur is liable to retire by rotation at this Annual General Meeting under the provisions of the Companies Act, 1956 and being eligible, offers himself for re-appointment.

In terms of the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr Kapur is proposed to be appointed as Independent

Director for a term upto March 31, 2019, not liable to retire by rotation.

The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr Kapur for the office of Director of the Company.

Mr Kapur is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received declaration from Mr Kapur that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr Kapur fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and that he is Independent of the management.

Mr Kapur is an ex-Citibanker. He is a veteran of the advertising business having spent 40 years with Ogilvy and credited with its turnaround and accelerated growth. He was also involved in his personal capacity in the development of technology based online and mobile service company.

The details of Mr Kapur, as required under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, are set out in the Annexure forming part of this Notice.

Copy of the draft letter for appointment of Mr Kapur as Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company on all working days (except Saturdays) during business hours up to the date of the Meeting.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr Ranjan Kapur, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends the resolution set forth in Item No. 7 for the approval of Members as an Ordinary Resolution as an Ordinary Resolution.

Item No. 8

Mr Ashok Dayal is a Non-Executive Independent Director of the Company since 2003. Mr Dayal retires by rotation at this Annual General Meeting under the applicable provisions of the Companies Act, 1956 and does not seek re-appointment for personal health reasons.

The Board proposes not to fill, for the time being, the vacancy caused due to his retirement.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends the resolution set forth in Item No. 8 for the approval of Members.

By Order of the Board

Mumbai
May 28, 2014

Krupa Anandpara
Company Secretary

Registered Office :

Abbott India Limited
CIN : L24239MH1944PLC007330
3-4, Corporate Park,
Sion Trombay Road,
Mumbai 400 071
Tel : +91-22-6797 8888/+91-22-2871 7500
Fax : +91-22-6797 8727/+91-22-2871 7499
Email : investor.relations@abbott.co.in / webmaster@abbott.co.in
Website : www.abbott.co.in

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE SEVENTIETH ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 IV (G) OF THE LISTING AGREEMENT)

Name of Director	Mr R. A. Shah	Mr Ranjan Kapur	Ms Valentine Yien
Date of Birth	July 7, 1931	November 25, 1942	February 10, 1953
Date of Appointment	February 21, 1983	September 18, 2006	December 23, 2013
Expertise in Specific Functional Area	Mr Shah is a Solicitor and Senior Partner of Messrs Crawford Bayley & Co. He specializes in a broad spectrum of Corporate Laws in general, with special focus on Foreign Investments, Joint Ventures, Tecnology and Licence Agreements, Intellectual Property Rights, Mergers and Acquisitions, Corporate Laws, Competition Law and Insider Trading Regulations.	Mr Kapur is an ex-Citibanker. He is a veteran of the advertising business having spent 40 years with Ogilvy and credited with its turnaround and accelerated growth. He was also involved in his personal capacity in the development of technology based online and mobile service company.	Ms Yien is the Vice President, Treasurer, Abbott Laboratories since February 2010. Prior thereto, she was Corporate Vice President-Operations Finance at Hospira. She joined Abbott in 1982 and has held a series of leadership positions of increasing responsibility, including Divisional Vice President-Hospital Products Division, Assistant Controller-Corporate Finance and Administration; Division Controller-Abbott Health Systems Division and various other positions in Abbott Diagnostics Division and Internal Audit.
Qualifications	Solicitor	Masters Degree in English from St. Stephens College, Delhi	Masters Degree in Management from Northwestern University and a Bachelors of Science degree from Nebraska Wesleyan University
No. of Shares held in the Company	4,554	NIL	NIL
Other Directorships in Indian Companies (including Private Companies)	Proctor & Gamble Hygiene and Healthcare Limited* Pfizer Limited* Godfrey Philips India Limited* Clariant Chemicals (India) Limited* BASF India Limited The Bombay Dyeing & Mfg. Co. Limited Deepak Fertilizers & Petrochemicals Corpn. Limited Colgate Palmolive India Limited Asian Paints Limited Modicare Limited Uhde India Private Limited Lupin Limited Atul Limited Century Enka Limited Wockhardt Limited Schrader Duncan Limited RPG Life Sciences Limited	Pidilite Industries Limited Group M Media India Private Limited Bates India Private Limited MIRC Electronics Limited Annik Technology Services Private Limited Sercon India Private Limited Quasar Media Private Limited Ray & Keshavan Design Associates Private Limited WPP Marketing Communication India Private Limited	Abbott Medical Optics Private Limited
*Chairman of the Board			
Membership of Committees (Audit Committee and Shareholders' & Investors' Grievance Committee)	Colgate Palmolive India Limited # Pfizer Limited # Proctor & Gamble Hygiene and Healthcare Limited # Clariant Chemicals (India) Limited # The Bombay Dyeing & Mfg. Co. Limited BASF India Limited Century Enka Limited Wockhardt Limited Lupin Limited	Pidilite Industries Limited MIRC Electronics Limited # Annik Technology Services Private Limited	None
#Chairman of the Committees			