

NOTICE

Notice is hereby given that the Seventy-first Annual General Meeting of Abbott India Limited will be held at RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 123, Dinshaw Vacha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020 on Wednesday, July 29, 2015 at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of Directors and Auditors thereon.
2. To declare a final dividend.
3. To appoint a Director in place of Mr Bhasker Iyer (DIN : 00480341), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Sachin Dharap (DIN : 00785700), who retires by rotation and being eligible, offers himself for re-appointment.
5. **Ratification of appointment of S R B C & CO LLP, as Statutory Auditors and to fix their remuneration**

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 139, 142 and all 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) and pursuant to the recommendations of the Audit Committee, appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E), as the Statutory Auditors of the Company to hold office till the conclusion of the Seventy-second Annual General Meeting, be and is hereby ratified at a remuneration as agreed upon between the Audit Committee / Board of Directors and the Auditors.”

SPECIAL BUSINESS

6. **Ratification of remuneration payable to M/s N I Mehta & Co., Cost Auditors for the financial year 2015-16**

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 2015-16, be and is hereby ratified.”

7. **Appointment of Mr Krishna Mohan Sahni (DIN : 02103128) 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) and Clause 49 of the Listing Agreement, Mr Krishna Mohan Sahni (DIN : 02103128), who was appointed by the Board of Directors as Additional Director effective October 29, 2014 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 his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term upto October 28, 2019, not liable to retire by rotation.”

8. **Appointment of Ms Nancy Berce (DIN : 07190005) 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 Nancy Berce (DIN : 07190005), who was appointed as Additional Director of the Company by the Board of Directors effective May 27, 2015, 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.”

9. Approval of Transactions with Abbott Products Operations AG., Switzerland

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 Clause 49 of the Listing Agreement and other applicable statutory provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors to enter into agreements or transactions or arrangements with Abbott Products Operations AG., Switzerland, a ‘Related Party’ as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement, for purchase, sale, import, transfer of products, goods, raw materials, active pharmaceutical ingredients, stock-in-trade, services and / or reimbursement / recovery of cost or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Abbott Products Operations AG., Switzerland for an amount not exceeding ₹ 350 Crores (Rupees Three Hundred and Fifty Crores Only) in each financial year.”

“RESOLVED Further That the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to finalize the terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary or expedient to give effect to this Resolution.”

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. : ACS 16536

Mumbai
May 27, 2015

Registered Office :

Abbott India Limited
CIN : L24239MH1944PLC007330
3-4, Corporate Park, Sion-Trombay Road,
Mumbai 400 071
Telephone No. : +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

NOTES :

i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, should be duly signed and completed and must be deposited at the Registered Office of the Company not less than Forty-eight hours before commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent 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 Member.

- ii. Corporate Members intending to send their representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 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 Business to be transacted at the Meeting is annexed hereto.
- iv. The additional details of Directors in respect of Item Nos. 3, 4, 7 and 8, pursuant to Clause 49 of the Listing Agreement with the BSE 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 24, 2015 to Wednesday, July 29, 2015 (both days inclusive).
- vi. Final Dividend of ₹ 31/- per Equity Share of ₹ 10/- each, as recommended by the Board of Directors, if approved by the Members at this Annual General Meeting, will be paid on and from August 7, 2015, to Members whose names appear on the Register of Members as on July 29, 2015 and to the Beneficial Owners of the shares as on July 23, 2015, as per the details furnished by the Depositories for this purpose.
- vii. 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 & Share Transfer Agents.
- viii. Members holding shares in electronic form may note that bank particulars registered against their respective depository account will be used by the Company for payment of dividend.
- ix. Members holding shares in electronic form are requested to intimate immediately any change in their registered address along with pin code or bank mandates to their Depository Participants with whom they have their demat accounts. The Company or

Registrar & Share Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form in this regard.

Members holding shares in physical form are requested to intimate immediately any change in their registered address along with pin code or bank mandates to the Company / Registrar & Share Transfer Agents.

- x. The Company has transferred the amount lying in the following unpaid / unclaimed dividend accounts to Investor Education and Protection Fund since April 1, 2014 till the date of this Notice :

Sr. No.	Particulars	Year	Details
1	49th Unpaid Dividend	2006	Abbott India Limited
2	50th Unpaid Dividend	2007	Abbott India Limited
3	Unpaid Final Dividend	2006	Erstwhile Solvay Pharma India Limited
4	Unpaid Interim Dividend	2007	Erstwhile Solvay Pharma India Limited
5	Unpaid Final Dividend	2007	Erstwhile Solvay Pharma India Limited

Members who have not encashed their dividend warrants from the year 2008 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 required information in respect of dividend remaining unclaimed / unpaid for last seven years (as on the date of the last Annual General Meeting held on August 1, 2014) on the Company's website under the Investor Section.

- xi. The Company, in compliance of Clause 5A of the Listing Agreement with the BSE Limited has sent two 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 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. Annual Report for the financial year 2014-15 along with the Notice of Seventy-first Annual General Meeting, remote e-voting form, proxy form and attendance slip will be sent through electronic mode to the Members whose email ids are registered with the Company / Depositories for communication purpose unless any Member has requested for a physical copy of the same.

Physical copy of the Annual Report alongwith the aforesaid documents will be sent by the permitted mode to those Members whose email ids are not registered with the Company / Depositories.

Members who have not availed the e-communication facility can do so by registering their email address with the Company / Depository Participants to support the "Green Initiative in Corporate Governance."

Members may also note that the aforesaid documents can also be downloaded from the Company's website at <http://www.abbott.co.in/investor-relations-annual-report.html>.

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

- xvi. Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members, the facility to exercise their vote through electronic means i.e 'remote e-voting' on resolutions proposed to be passed at this Annual General Meeting.

The facility for voting through ballot papers will also be provided at the Annual General Meeting. The Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is July 22, 2015.

The remote e-voting facility will be available during the following voting period :

Commencement of e-voting	:	From 10 a.m. (IST) on July 26, 2015
End of e-voting	:	Upto 5 p.m. (IST) on July 28, 2015

Complete instructions for remote e-voting including details of login ID, process and manner for generating or receiving the password and for casting vote in a secure manner is given in the remote e-voting Form annexed to this Report and forms an integral part of this Notice.

Ms Neena Bhatia, Practising Company Secretary (CP No. 2661) (Membership No. ACS 11950) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Results shall be declared by the Chairman or any other persons authorised by him in writing on or within a period of 3 days from the conclusion of the Annual General Meeting. The results declared alongwith the consolidated Report of the Scrutinizer shall be immediately placed on the website of the Company i.e. www.abbott.co.in and on the website of NSDL. The results shall simultaneously be forwarded to the BSE Limited, Mumbai.

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

Item No. 6

The Board, based on recommendation of the Audit Committee, approved the appointment of M/s N I Mehta & Co., Cost Accountants (Registration No.: 000023) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2015-16 at a remuneration of ₹ 6.05 Lakhs plus service tax as applicable and reimbursement of out-of-pocket 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. 6.

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

Item No. 7

The Board, based on the recommendation of Nomination and Remuneration Committee, appointed Mr Krishna Mohan Sahni (DIN : 02103128) as Additional Director under Section 161 of the Companies Act, 2013 and Article 113 of the Articles of Association of the Company and as Independent Director of the Company for a period of five years, not liable to retire by rotation under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, with effect from October 29, 2014. His appointment is subject to the approval of the Members.

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

Mr Sahni 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 a declaration from Mr Sahni that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mr Sahni is a former Indian Administrative Services Officer from the 1969 batch of the Union Territories cadre. He is also currently a non-official Independent Director of Omnibus Industrial Development Corporation, Union Territories and National Multi Commodity Exchange of India Ltd. (NMCE), Ahmedabad. He previously held the position of non-official Independent Director of the Power Finance Corporation, New Delhi.

He served as Secretary to Government of India, Ministry of Labour & Employment and has held senior positions in the Government such as Principal Secretary (Power), Government of Delhi and CMD, Delhi Transmission Company (Transco); Principal Secretary, GAD & Tourism, Government of Delhi; Additional Secretary to Government of India, Ministry of Agriculture and Sales Tax Commissioner, Government of Delhi.

He has also held several leadership positions in Government agencies such as Director General, Bureau of Indian Standards (in the rank of Additional Secretary to Government of India), Ministry of Consumer Affairs; Chairman and Managing Director, Delhi Financial Corporation and Chairman & Managing Director, Delhi Transport Corporation. He has served as India's delegate for WTO negotiations on Agriculture at Geneva, at ISO and on the Governing Body of the ILO, Geneva.

Mr Sahni holds a B.A. (Hons.) in English Literature, an M.A. (History) from St. Stephen's College, Delhi University and M.Sc. (Economics) from the London School of Economics.

In the opinion of the Board, Mr Sahni is independent of the Management.

The details of Mr Sahni as required under Clause 49 of the Listing Agreement with the BSE Limited are set out in the Annexure forming part of this Notice. Mr Sahni does not hold any shares in the Company.

The letter of his appointment will be kept open for inspection by Members at the Registered Office of the Company during business hours on all working days (except Saturdays) upto the date of the Annual General Meeting.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, except Mr Krishna Mohan Sahni, 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.

Item No. 8

Ms Nancy Berce was appointed as Additional Director by the Board with effect from May 27, 2015, in terms of Section 161 of the Companies Act, 2013 read with Article 113 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee. She holds office up to the date of this Annual General Meeting.

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

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

Ms Berce is currently designated as Vice President, Business and Technology Services in Abbott Laboratories, USA. She joined Abbott Laboratories in 1996 as an IT Manager and throughout her Abbott career has worked in progressively more responsible roles across multiple divisions. In 2008, she assumed the role of Divisional Vice President, Applications Engineering in Global IS. She is an accomplished Executive with domestic and international experience in implementing and operating large scale, enterprise-wide business information systems and services.

Her professional experience includes process innovation of nuclear weapons manufacturing through statistical process control and automation; medical research analysis and computing for psychosocial clinical studies and decisions support systems for market research; and new product introductions of agriculture products.

Ms Berce graduated from Regis University with a double major in Mathematics and Computer Information Systems and earned her Master's degree in Mathematics from the Colorado School of Mines.

The details of Ms Berce as required under Clause 49 of the Listing Agreement with the BSE Limited are set out in the Annexure forming part of this Notice. Ms Berce does not hold any shares in the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, except Ms Nancy Berce, 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 as an Ordinary Resolution.

Item No. 9

The Company, in the ordinary course of its business, imports various products and active pharmaceutical ingredients from Abbott Products Operations AG., Switzerland. The Company also has some service transactions with the said company.

Abbott Products Operations AG., Switzerland is a 'Related Party' as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Considering the future business projections, there is likelihood that the transactions with Abbott Products Operations AG., Switzerland during the year may exceed the materiality threshold of 10% of the annual turnover of the Company. Thus, in terms of explanation (ii) to Clause 49 VII (E) of the Listing Agreement, these transactions require the approval of the Members by way of a Special Resolution.

The particulars of the contracts / arrangements / transactions are as under :

Name of the Related Party	Abbott Products Operations AG., Switzerland
Name of Director(s) or Key Managerial Personnel who is related	NA
Nature of Relationship	Abbott Products Operations AG., Switzerland and the Company both are indirect subsidiaries of Abbott Laboratories, USA
Material terms of the Contracts / arrangements / transactions	Purchase, sale, import, transfer of products, goods, raw materials, active pharmaceutical ingredients, stock-in-trade, services and / or reimbursement / recovery of cost or other obligations, if any on arm's length terms
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to make a decision on the proposed transactions	To procure high quality and critical Material from Abbott affiliate
Aggregate amount of transactions to be entered with related party	₹ 350 Crores in each financial year

The Board is of the opinion that the above transactions are in the best interests of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in resolution set out at Item No. 9.

The Board recommends the resolution set forth in Item No. 9 for the approval of Members as a Special Resolution.

By Order of the Board

Mumbai
May 27, 2015

Krupa Anandpara
Company Secretary
Membership No. : ACS 16536

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

ANNEXURE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE SEVENTY-FIRST ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 VIII (E) OF THE LISTING AGREEMENT

Name of Director	Mr Bhasker Iyer	Mr Sachin Dharap	Mr Krishna Mohan Sahni	Ms Nancy Berce
Date of Birth	March 7, 1956	April 8, 1976	December 19, 1946	June 23, 1966
Date of Appointment	February 20, 2013	February 20, 2013	October 29, 2014	May 27, 2015
Expertise in Specific Functional Area	Over 30 years of experience in Pharmaceutical Industry with expertise in sales and marketing	Expertise in area of financial planning and controlling	Government Affairs and Public Administration	Domestic and international experience in implementing and operating large scale, enterprise-wide business information systems and services
Qualifications	BSC, MMS from Mumbai University.	Fellow of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India	B.A. (Hons.) in English Literature, M.A. (History) from St. Stephen's College, Delhi University and M.Sc. (Economics) from the London School of Economics	Graduation from Regis University with a double major in Mathematics and Computer Information Systems and Master's degree in Mathematics from the Colorado School of Mines
No. of Shares held in the Company	Nil	Nil	Nil	Nil
Other Directorships in Indian Companies	None	None	OIDC, Daman NMCE, Ahmedabad	None
Membership of other Board Committees	None	None	None	None