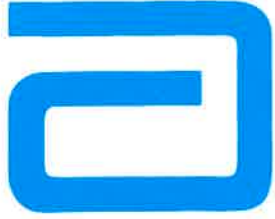


Abbott India Limited
271, Business Park, 6th Floor,
Model Industrial Colony,
Off Aarey Road, Goregaon (E)
Mumbai 400063

Registered Office:
3-4, Corporate Park,
Sion Trombay Road,
Mumbai 400 071. India

Tel : (91-22) 2871 7462
Fax : (91 22) 2871 7499
E-mail : webmaster@abbott.co.in
Site : www.abbott.co.in
CIN : L24239MH1944PLC007330



The BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

June 22, 2016

Scrip Code: 500488

Dear Sirs,

Sub: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, Notice of 72nd Annual General Meeting of the Company scheduled to be held on Monday, July 18, 2016 at 3.30 P.M. at Rama and Sundri Watumull Auditorium, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020, which has been dispatched/emailed to the Shareholders of the Company today i.e on June 22, 2016.

This is for your information and records.

Kindly acknowledge the receipt of the same.

Thank you.

Yours faithfully,
Abbott India Limited

Krupa Anandpara
Company Secretary
Membership No.: ACS 16536



Encl: a/a

NOTICE

Notice is hereby given that the Seventy-second Annual General Meeting of Abbott India Limited will be held at RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020 on Monday, July 18, 2016 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, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 35/- per Equity Share for the financial year ended March 31, 2016 .
3. To appoint a Director in place of Mr Munir Shaikh (DIN : 00096273), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms Nancy Berce (DIN : 07190005), who retires by rotation, and being eligible, offers herself 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 Sections 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/E300003), as the Statutory Auditors of the Company to hold office till the conclusion of the Seventy-third 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 2016-17

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 ₹ 6.65 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 2016-17, be and is hereby ratified.”

7. Appointment of Mr Kaiyomarz Marfatia as a Director, liable to retire by rotation

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

RESOLVED That Mr Kaiyomarz Marfatia (DIN : 03449627) whose continuation as a Director liable to retire by rotation was approved by the Board of Directors effective February 29, 2016, 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 a Director of the Company, liable to retire by rotation.

8. Re-appointment of Mr R. A. Shah 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 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, Mr R. A. Shah (DIN : 00009851), 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 re-appointed as an Independent Director of the Company effective October 28, 2015 for a term upto March 31, 2019, not liable to retire by rotation.

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. ACS 16536

Mumbai
May 25, 2016

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.com

webmasterindia@abbott.com

Website : www.abbott.co.in

NOTICE

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 INSTEAD OF HIMSELF/HERSELF 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 Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.
- v. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 12, 2016 to Monday, July 18, 2016 (both days inclusive).
- vi. Final Dividend of ₹ 35/- 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 July 26, 2016 to the Members whose names appear on the Register of Members as on July 18, 2016 and to the Beneficial Owners of the shares as on July 11, 2016, as per the details furnished by the Depositories for this purpose.
- vii. The Securities and Exchange Board of India 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 to the Company or the Registrar & Share Transfer Agent.
- 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 demat accounts. The Company or Registrar & Share Transfer Agent 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 changes in their registered address along with pin code or bank mandates to the Company/Registrar & Share Transfer Agent.

- x. The Company has transferred the amount lying in the following unpaid/unclaimed dividend accounts to the Investor Education and Protection Fund since April 1, 2015 :

Sr No.	Particulars	Year	Details
1	51 st Unpaid Dividend	2008	Abbott India Limited
2	Unpaid Final Dividend	2008	Erstwhile Solvay Pharma India Limited

Members whose dividend has remained unpaid/unclaimed from the year 2009 onwards, are requested to write to the Company 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 unpaid/unclaimed for the last seven years (as on date of the last Annual General Meeting held on July 29, 2015) on the Company’s website under the Investor Section at <http://www.abbott.co.in/investor-relations-dividend-history.html>

- xi. The Company, in compliance of Regulation 39 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will send the third and final reminder letter to the shareholders whose shares are returned and lying unclaimed in the custody of the Company. Thereafter, the unclaimed shares shall be transferred to “Abbott India Limited - Unclaimed Suspense Account”.
- xii. Members seeking any information or clarifications on the Annual Report are requested to send their queries in writing 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.

NOTICE

- 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 2015-16 along with the Notice of Seventy-second 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 Annual Report along with 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 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 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) Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 this 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 this Annual General Meeting.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is July 11, 2016.

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

Commencement of e-voting	:	From 10 a.m. (IST) on July 15, 2016
End of e-voting	:	Upto 5 p.m. (IST) on July 17, 2016

Complete instructions on 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.

Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88) (Membership No. FCS 993) 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 person authorized by him in writing within forty-eight hours from the conclusion of this Annual General Meeting. The results declared along with the consolidated Report of the Scrutinizer shall be immediately placed on the website of the Company at www.abbott.co.in and on the website of NSDL. The results shall simultaneously be forwarded to the BSE Limited, Mumbai.

- xvii. The route map showing directions to reach the venue of the Seventy-second Annual General Meeting is annexed herewith.

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 2016-17 at a remuneration of ₹ 6.65 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. 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 Kaiyomarz Marfatia was appointed as an Additional Director and also as Whole-time Director by the Board of Directors at its meeting held on February 28, 2011. His appointments as Director not liable to retire by rotation and as Whole-time Director for a term of 5 years effective March 1, 2011 were approved by the Shareholders at their meeting held on April 27, 2011. His tenure as Whole-time Director of the Company expired on February 29, 2016.

NOTICE

On February 29, 2016, Mr Marfatia also ceased as employee of Abbott India Limited consequent to his promotion as an Area Counsel, with expanded responsibilities covering various Abbott businesses and entities in India, and the Board, upon the recommendation of Nomination and Remuneration Committee, approved his continuation as Non-Executive Director, liable to retire by rotation. This change is subject to the approval of Shareholders.

Mr Marfatia is a qualified law professional from Government Law College, Mumbai. He has been associated with the Company over the last 20 years and provides strong legal support to Abbott businesses in India. He has played a vital role in the acquisition of various brands and businesses and handled cross functional projects such as manufacturing reconfiguration/optimization and corporate restructuring. He has around 35 years of diverse experience in the Legal and Secretarial field.

Before joining the Company, Mr Marfatia was employed with Siemens India Limited for over 16 years and gained valuable experience in corporate compliance functions, litigation, industrial licensing, foreign collaborations, technology transfer arrangements, distribution arrangements and IPR matters, among others.

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 Marfatia for the office of Director of the Company, liable to retire by rotation. Mr Marfatia 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 details of Mr Marfatia, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in the Annexure forming part of this Notice. Mr Marfatia does not hold any shares in the Company.

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

Considering Mr Marfatia's long association and rich experience in the legal field, the Board recommends his appointment as Director of the Company, liable to retire by rotation by passing an Ordinary Resolution.

Item No.8

Mr R. A. Shah has been a Director on the Board since 1983.

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Seventieth Annual General Meeting held on August 1, 2014, appointed Mr Shah as an Independent Director of the Company, for a period of five years upto March 31, 2019, not liable to retire by rotation.

Subsequently, Mr Shah resigned as an Independent Director effective July 31, 2015 and continued as Non-Executive, Non-Independent Director of the Company.

Thereafter, Mr Shah vide his letter dated October 12, 2015, once again expressed his willingness and eligibility to be re-appointed as Independent Director of the Company. Accordingly, the Board, upon the recommendation of Nomination and Remuneration Committee, re-appointed Mr Shah as an Independent Director effective October 28, 2015 for a term upto March 31, 2019, not liable to retire by rotation, subject to the approval of Shareholders.

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 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, not liable to retire by rotation.

Mr Shah does not incur any disqualification under Section 164 of the Companies Act, 2013. The Company has 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 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. In the opinion of the Board, Mr Shah continues to be independent of the management.

The details of Mr Shah, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are set out in the Annexure forming part of this Notice.

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

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. 8.

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

By Order of the Board

Mumbai
May 25, 2016

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
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Website : www.abbott.co.in

NOTICE

ANNEXURE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE SEVENTY-SECOND ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr Munir Shaikh	Ms Nancy Berce	Mr Kaiyomarz Marfatia	Mr R. A. Shah
Date of Birth	March 1, 1943	June 23, 1966	November 22, 1956	July 7, 1931
Date of Appointment	March 2, 2001	May 27, 2015	March 1, 2011	February 21, 1983
Expertise in Specific Functional Area	Mr Shaikh possesses vast knowledge of the industry and is a consummate team player with an entrepreneurial flair.	Ms Berce has domestic and international experience in implementing and operating scale, enterprise – wide business information systems and services.	Mr Marfatia has over 35 years of diverse experience in the Legal and Secretarial streams, of which about 20 years have been with Abbott India Limited.	Mr Shah is a Solicitor and 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.
Qualifications	Fellow of the Institute of Chartered Accountants in England and Wales	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.	Bachelor's degree in Commerce from Mumbai University and Law degree from Government Law College, Mumbai	Solicitor
No. of Shares held in the Company @ jointly with relatives	NIL	NIL	NIL	6,874@
Other Directorships in Indian Companies (including private companies)	None	None	None	12 (includes Chairmanship of 3 companies and Vice- Chairmanship of 1 company)
Membership of Committees (Audit Committee and Stakeholders Relationship Committee in other companies)	None	None	None	6 (includes Chairmanship of 3 committees)
Relationship between Directors inter-se :	None	None	None	None

ROUTE MAP TO THE AGM VENUE

Venue : Rama and Sundri Watumull Auditorium, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020

Landmark : Next to HR College

Distance from Churchgate Station : 1 km

Distance from Chhatrapati Shivaji Terminus : 2 km

