

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

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CIN : L24239MH1944PLC007330



To,  
The Corporate Relationship Department,  
BSE Limited,  
1<sup>st</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001,

July 19, 2016

**Scrip Code: 500488**

Dear Sirs,

**Sub: Abbott India Limited 72<sup>nd</sup> Annual General Meeting held on July 18, 2016  
Voting Results along with Consolidated Scrutinizer's Report**

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Results of Voting on the proposed resolutions along with the Consolidated Report on voting issued by Mr Taizoon M. Khumri, Scrutinizer for the 72<sup>nd</sup> Annual General Meeting held on July 18, 2016.

Kindly note that all the resolutions placed before the meeting as per the Notice of the Annual General Meeting dated May 25, 2016 were approved by the Members with the requisite majority.

You are requested to take the same on your record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
**Abbott India Limited**

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



**Encl: a/a**

Name of the Company	ABBOTT INDIA LIMITED
Date of the AGM/EGM	18-07-2016
Total number of shareholders on record date	21605
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	3
Public:	155
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	1828806	1672251	91.4395	1672251	0	100.0000	0.0000		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1672251</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Non Institutions	E-Voting	3486448	31105	0.8922	31105	0	100.0000	0.0000		
	Poll	3486448	1963	0.0563	1963	0	100.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>33068</b>	<b>1</b>	<b>33068</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
	<b>Total</b>	<b>21249302</b>	<b>17639367</b>	<b>83.0115</b>	<b>17639367</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		



ORDINARY RESOLUTION - To declare a final dividend of Rs 35/- per Equity Share for the financial year ended March 31, 2016.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000	
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000	
Promoter and Promoter Group	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000	
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	E-Voting	1828806	1672251	91.4395	1672251	0	100.0000	0.0000	
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000	
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1672251</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	E-Voting	3486448	31105	0.8922	31105	0	100.0000	0.0000	
	Poll	3486448	1963	0.0563	1963	0	100.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000	
	<b>Sub-total</b>	<b>3486448</b>	<b>33068</b>	<b>1</b>	<b>33068</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
	<b>Total</b>	<b>21249302</b>	<b>17639367</b>	<b>83.0115</b>	<b>17639367</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	



Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To appoint a Director in place of Mr Munir Shaikh (DIN: 00096273), who retires by rotation, and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	1828806	1672251	91.4395	1663192	9059	99.4582	0.5417		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1663192</b>	<b>9059</b>	<b>99.4583</b>	<b>0.5417</b>		
Public- Non Institutions	E-Voting	3486448	30834	0.8844	30329	505	98.3621	1.6378		
	Poll	3486448	1963	0.0563	1962	1	99.9490	0.0509		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>32797</b>	<b>1</b>	<b>32291</b>	<b>506</b>	<b>98.4572</b>	<b>1.5428</b>		
	<b>Total</b>	<b>21249302</b>	<b>17639096</b>	<b>83.0102</b>	<b>17629531</b>	<b>9565</b>	<b>99.9458</b>	<b>0.0542</b>		



Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To appoint a Director in place of Ms Nancy Berce (DIN: 07190005), who retires by rotation, and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	1828806	1672251	91.4395	1672251	0	100.0000	0.0000		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1672251</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Non Institutions	E-Voting	3486448	30834	0.8844	30113	721	97.6616	2.3383		
	Poll	3486448	1963	0.0563	1962	1	99.9490	0.0509		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>32797</b>	<b>1</b>	<b>32075</b>	<b>722</b>	<b>97.7986</b>	<b>2.2014</b>		
	<b>Total</b>	<b>21249302</b>	<b>17639096</b>	<b>83.0102</b>	<b>17638374</b>	<b>722</b>	<b>99.9959</b>	<b>0.0041</b>		



Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To ratify appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.324982E/E300003) as Statutory Auditors to hold office till the conclusion of 73rd Annual General Meeting.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100			
	15934048	15934048	100.0000	15934048	0	100.0000	0.0000			
	15934048	0	0.0000	00	0	0.0000	0.0000			
Promoter and Promoter Group	NA	0	0.0000	00	0	0.0000	0.0000			
<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>			
	1828806	1672251	91.4395	1371593	300658	82.0207	17.9792			
	1828806	0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	NA	0	0.0000	00	0	0.0000	0.0000			
<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1371593</b>	<b>300658</b>	<b>82.0208</b>	<b>17.9792</b>			
	3486448	31044	0.8904	31024	20	99.9355	0.0644			
	3486448	1963	0.0563	1961	2	99.8981	0.1018			
Public- Non Institutions	NA	0	0.0000	00	0	0.0000	0.0000			
<b>Sub-total</b>	<b>3486448</b>	<b>33007</b>	<b>1</b>	<b>32985</b>	<b>22</b>	<b>99.9333</b>	<b>0.0667</b>			
<b>Total</b>	<b>21249302</b>	<b>17639306</b>	<b>83.0112</b>	<b>17338626</b>	<b>300680</b>	<b>98.2954</b>	<b>1.7046</b>			



Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To ratify the remuneration of Rs. 6.65 Lakhs payable to M/s N I Mehta & Co. (Registration No. 000023), Cost Auditors for the financial year 2016-17.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	1828806	1672251	91.4395	1671910	341	99.9796	0.0203		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1671910</b>	<b>341</b>	<b>99.9796</b>	<b>0.0204</b>		
Public- Non Institutions	E-Voting	3486448	31044	0.8904	30983	61	99.8035	0.1964		
	Poll	3486448	1963	0.0563	1956	7	99.6434	0.3565		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>33007</b>	<b>1</b>	<b>32939</b>	<b>68</b>	<b>99.7940</b>	<b>0.2060</b>		
	<b>Total</b>	<b>21249302</b>	<b>17639306</b>	<b>83.0112</b>	<b>17638897</b>	<b>409</b>	<b>99.9977</b>	<b>0.0023</b>		



Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To appoint Mr. Kaiyomarz Marfatia (DIN: 03449627) as a Director, liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Institutions	E-Voting	1828806	1672251	91.4395	1672251	0	100.0000	0.0000		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1672251</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
Public- Non Institutions	E-Voting	3486448	30834	0.8844	30534	300	99.0270	0.9729		
	Poll	3486448	1963	0.0563	1960	3	99.8471	0.1528		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>32797</b>	<b>1</b>	<b>32494</b>	<b>303</b>	<b>199</b>	<b>0.9239</b>		
	<b>Total</b>	<b>21249302</b>	<b>17639096</b>	<b>83.0102</b>	<b>17638793</b>	<b>303</b>	<b>99.9983</b>	<b>0.0017</b>		





Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - To re-appoint Mr R A Shah (DIN: 00009851) as an independent Director effective October 28, 2015 for a term upto March 31, 2019, not liable to retire by rotation.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in Favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting	15934048	15934048	100.0000	15934048	0	100.0000	0.0000		
	Poll	15934048	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	<b>Sub-total</b>	<b>15934048</b>	<b>15934048</b>	<b>100</b>	<b>15934048</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>		
	E-Voting	1828806	1672251	91.4395	1607436	64815	96.1240	3.8759		
	Poll	1828806	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>1828806</b>	<b>1672251</b>	<b>91</b>	<b>1607436</b>	<b>64815</b>	<b>96.1241</b>	<b>3.8759</b>		
	E-Voting	3486448	31044	0.8904	30152	892	97.1266	2.8733		
Public- Non Institutions	Poll	3486448	1888	0.0542	1883	5	99.7351	0.2648		
	Postal Ballot (if applicable)	NA	0	0.0000	00	0	0.0000	0.0000		
	<b>Sub-total</b>	<b>3486448</b>	<b>32932</b>	<b>1</b>	<b>32035</b>	<b>897</b>	<b>97.2762</b>	<b>2.7238</b>		
<b>Total</b>		<b>21249302</b>	<b>17639231</b>	<b>83.0109</b>	<b>17573519</b>	<b>65712</b>	<b>99.6275</b>	<b>0.3725</b>		

ABBOTT INDIA LIMITED



KRUPA ANANDPARA  
Company Secretary  
Membership No.: ACS 16536

# TAIZOON M. KHUMRI

T.M. KHUMRI & CO.

Company Secretaries

12-13, Esplanade, 3<sup>rd</sup> Floor,

3, Amrit Keshav Nayak Marg, Fort,

Mumbai 400 001

Tel. No. 2207 1721 / 2207 6640 E-mail: taizoonkhumri@gmail.com

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## COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & BALLOT

To,  
Mr. Munir Shaikh  
Chairman,  
Abbott India Limited,  
3-4, Corporate Park,  
Sion Trombay Road,  
Mumbai 400071

**Subject: Passing of Resolutions through Remote e-voting and Ballot conducted at the 72<sup>nd</sup> Annual General Meeting of Abbott India Limited (CIN: L24239MH1944PLC007330 ) ('the Company') held on Monday, 18<sup>th</sup> July, 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.**

Dear Sir,

The Board of Directors of the Company by Resolution dated 25<sup>th</sup> May, 2016, had appointed me as a Scrutinizer for the remote e-voting held between Friday, 15<sup>th</sup> July, 2016 (10:00 A.M. IST) to Sunday, 17<sup>th</sup> July, 2016 (5.00 P.M. IST) and the Ballot held at the 72<sup>nd</sup> Annual General Meeting of the Company on Monday, 18<sup>th</sup> July, 2016.



The Company had engaged the services of National Securities Depository Limited (NSDL), for extending the facility of remote e-voting to the Members of the Company from Friday, 15<sup>th</sup> July, 2016 (10:00 A.M. IST) to Sunday, 17<sup>th</sup> July, 2016 (5.00 P.M. IST). At the said 72<sup>nd</sup> Annual General Meeting of the Company held on Monday, 18<sup>th</sup> July, 2016, the Chairman of the Company had, as statutorily required, called for a Ballot to facilitate the Members present in the Meeting who could not participate in the remote e-voting to record their votes through the Ballot process. For further details kindly refer to my Scrutinizer's Report in form MGT-13 dated 18<sup>th</sup> July, 2016 attached herewith. Immediately after the conclusion of voting at the 72<sup>nd</sup> Annual General Meeting, I first counted the votes cast at the meeting.

After the voting at the said Annual General Meeting was concluded, the locked ballot box was subsequently opened in my presence and in the presence of two witnesses viz. Mr. Husain Wagh and Ms. Fatema Fatehi (not in the employment of the Company), and the ballot papers were then scrutinized.

In determining the validity or otherwise of the Ballots received, I have adopted the following criteria:

- (a) Where the date and place has been left blank the signed ballot has been treated as valid;
- (b) Where the number of shares have been left blank, I have accounted for the total holding as on 11<sup>th</sup> July, 2016 for the purpose of either assent or dissent to the relevant resolution as indicated by the Member;
- (c) Where the Member has left the ballot blank or not indicated his vote or not signed, the ballot has been treated as invalid;



- (d) Where the signatures do not tally or the ballot paper bears no signature(s), the ballot has been treated as invalid;
- (e) Where it is not possible to determine without any doubt the assent or dissent of the Member, the ballot has been treated as invalid;
- (f) In respect of certain ballot forms, where the ballot has been exercised by bodies corporate, Institutional Members (FIIs/ Trust/ Mutual Funds/ Banks etc.), I have tallied the signature of the authorized person(s) from the specimen signature(s) available with the Registrar and Share Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 and from the Power of Attorney /Authorizations / Certifications attached to the Ballot Forms and have treated there votes subject to (a) to (e) above at my discretion.
- (g) Member(s) who have exercised the vote in physical as well as electronic mode, the vote by the electronic mode only has been considered.

Thereafter the remote e-voting platform was unblocked by me on Monday, 18<sup>th</sup> July, 2016 at 6.23 p.m. in the presence of two witnesses not in the employment of the Company. For further details refer my Scrutinizer's Report dated Monday, 18<sup>th</sup> July, 2016 on the subject of the remote e-voting attached herewith.

The result of the remote e-voting together with that of the Ballot as rounded off to two decimal places is as under:



## **ITEM NO.1: AS AN ORDINARY RESOLUTION**

Adoption of 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:

RESOLUTION:	<b><i>“RESOLVED That the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Board of Directors and Auditors thereon be and are hereby received, approved and adopted.”</i></b>
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Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	82	17,637,404	100	58	1,963	100	140	17,639,367	100
Votes in against of the Resolution	0	0	0	0	0	0	0	0	0
Invalid / abstain votes	0	0	0	0	0	0	0	0	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



**ITEM NO.2: AS AN ORDINARY RESOLUTION**

Declaration of final dividend of Rs. 35/- per Equity Share for the financial year ended March 31, 2016:

RESOLUTION:	<p><b>“RESOLVED That</b> a dividend at the rate of Rs 35.00 per share on 2,12,49,302 fully paid up equity shares of Rs 10/- each, be and is hereby declared for the financial year ended March 31, 2016.</p> <p><b>RESOLVED Further That</b> the said dividend be paid on or after July 26, 2016 to those 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.”</p>
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Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour Of the Resolution	82	17,637,404	100	58	1,963	100	140	17,639,367	100
Votes in against of the Resolution	0	0	0	0	0	0	0	0	0
Invalid /abstain votes	0	0	0	0	0	0	0	0	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



**ITEM NO.3: AS AN ORDINARY RESOLUTION**

Re-appointment of Mr. Munir Shaikh (DIN: 00096273) as Director, who retires by rotation:

RESOLUTION:

***“RESOLVED That Mr Munir Shaikh (DIN: 00096273), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”***

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	70	17,627,569	99.95	57	1,962	99.95	127	17,629,531	99.95
Votes in against of the Resolution	10	9,664	0.05	1	1	0.05	11	9,565	0.05
Invalid /abstain votes	2	271	0	0	0	0	2	271	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



#### **ITEM NO.4: AS AN ORDINARY RESOLUTION**

Re-appointment of Ms. Nancy Berce (DIN: 07190005) as Director, who retires by rotation:

RESOLUTION: ***“RESOLVED That Ms Nancy Berce (DIN: 07190005), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation”.***

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	76	17,636,412	100	57	1,962	99.95	133	17,638,374	100
Votes in against of the Resolution	4	721	0	1	1	0.05	5	722	0
Invalid /abstain votes	2	271	0	0	0	0	2	271	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.





**ITEM NO.5: AS AN ORDINARY RESOLUTION**

Ratification of appointment of S R B C & CO LLP (ICAI Firm Registration No.324982E/E300003), as Statutory Auditors and to fix their remuneration

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.”***

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	64	17,336,665	98.30	56	1961	99.90	120	17,338,626	98.30
Votes in against of the Resolution	17	300,678	1.70	2	2	0.10	19	300,680	1.70
Invalid /abstain votes	1	61	0	0	0	0	1	61	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



## **ITEM NO.6: AS AN ORDINARY RESOLUTION**

Ratification of remuneration payable to Cost Auditor, M/s. N I Mehta & Co. (Registration No. 000023), for the financial year 2016-17:

**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 Rs. 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.”***

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	77	17,636,941	100	54	1,956	99.64	131	17,638,897	100
Votes in against of the Resolution	4	402	0	4	7	0.36	8	409	0
Invalid /abstain votes	1	61	0	0	0	0	1	61	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



## ITEM NO.7: AS AN ORDINARY RESOLUTION

Appointment of Mr. Kaiyomarz Marfatia (DIN: 03449627) as a Director, liable to retire by rotation:

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.”**

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	78	17,636,833	100	57	1,960	99.85	135	17,638,793	100
Votes in against of the Resolution	2	300	0	1	3	0.15	3	303	0
Invalid /abstain votes	2	271	0	0	0	0	2	271	0

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



**ITEM NO.8: AS A SPECIAL RESOLUTION**

Re-appointment of Mr. R. A. Shah (DIN: 00009851) as an Independent Director:

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.”

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	62	17,571,636	99.63	56	1,883	99.74	118	17,573,519	99.63
Votes in against of the Resolution	19	65,707	0.37	1	5	0.26	20	65,712	0.37
Invalid /abstain votes	1	61	0	1	75	0	2	136	0

Based on the foregoing the above Special Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



I hereby confirm that I have maintained the Registers received from the NSDL, both electronically and manually, in respect of the votes cast through remote e-voting and Ballot by the Equity Shareholders of the Company. The ballot papers and all other relevant records were sealed and handed over to the Ms. Krupa Anandpara, Company Secretary, as authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully



A handwritten signature in blue ink, appearing to read 'Taizoon M. Khumri'.

**TAIZOON M. KHUMRI**

F.C.S No.993,

Certificate of Practice No. 88

Practicing Company Secretary

Place : Mumbai

Date : 18<sup>th</sup> July, 2016

**ABBOTT INDIA LIMITED**

A handwritten signature in blue ink, appearing to read 'Krupa Anandpara'.

**KRUPA ANANDPARA**  
Company Secretary  
Membership No.: ACS 16536

