

Notice

Notice is hereby given that the Seventy-seventh Annual General Meeting of Abbott India Limited will be held through Video-Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) on Tuesday, July 27, 2021 at 9.30 a.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, 2021 together with the Reports of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 120/- and special dividend of ₹ 155/- per Equity Share for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr Kaiyomarz Marfatia (DIN : 03449627), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr Ambati Venu (DIN : 07614849), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

5. **Ratification of remuneration payable to M/s Kishore Bhatia & Associates, Cost Auditors, for the financial year 2021-22**

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(s) thereof for the time being in force), remuneration of ₹ 0.08 Crores plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses, as approved by the Audit Committee and the Board of Directors of the Company, payable to M/s Kishore Bhatia & Associates, Cost Accountants (Registration No. 00294), for conducting the Cost Audit of the Company for the financial year 2021-22, be and is hereby ratified.

6. **Re-appointment of Ms Anisha Motwani (DIN : 06943493) as Independent Director**

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

RESOLVED That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder (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, as amended, Ms Anisha Motwani (DIN : 06943493), 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 re-appointed as Independent Director of the Company for a term of 5 (five) years effective April 25, 2021, not liable to retire by rotation.

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

7. **Re-appointment of Mr Rajiv Sonalker (DIN : 07900178) as Whole-time 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 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Rajiv Sonalker (DIN : 07900178), 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 Whole-time Director for a period of 2 (two) years effective July 1, 2021 upto June 30, 2023, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

RESOLVED Further That the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

8. **Appointment of Ms Sabina Ewing (DIN : 09201770) as 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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Article 113 of the Articles of Association of the Company, Ms Sabina Ewing (DIN : 09201770), who was appointed as an Additional Director of the Company with effect from June 15, 2021 and who holds office till the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. : ACS 16536

Mumbai
June 15, 2021

Registered Office :

Abbott India Limited
CIN : L24239MH1944PLC007330
3, Corporate Park, Sion-Trombay Road, Mumbai-400 071
Telephone No. : +91-22-6797 8888/+91-22-5046 1000/2000
Fax : +91-22-5016 9400
Email : investorrelations.india@abbott.com
Website : www.abbott.co.in

NOTES :

i. In view of the COVID-19 pandemic and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (the SEBI Circulars), relaxation has been granted for physical attendance of the Members to the EGM/AGM and allowed companies to hold General Meetings through Video-Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”). In terms of the same, The AGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.

- ii. Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- iii. Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting.
- iv. A statement pursuant to Section 102(1) of the Act, relating to the Business to be transacted from Item Nos. 5 to 8 is annexed hereto.
- v. The additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.
- vi. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 21, 2021 to Tuesday, July 27, 2021 (both days inclusive).
- vii. Final dividend of ₹ 120/- and special dividend of ₹ 155/- per Equity Share of ₹ 10/- each, as recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be paid on and from August 3, 2021 to the Members whose names appear on the Register of Members as on July 27, 2021 and to the Beneficial Owners of the Shares as on July 20, 2021, as per the details furnished by the Depositories for this purpose.
- viii. In accordance with the provisions of the Income Tax Act, 1961 (IT Act) as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Shareholders and the Company is required to deduct Tax at Source (TDS) from dividend paid to the Shareholders at the applicable rates. Further effective July 1, 2021, Finance Act, 2021 has inserted Section 206AB of the IT Act as a special provision for TDS for non-filers of income-tax return whereby tax has to be deducted at twice the rate specified in the relevant provision of the IT Act. A separate communication has been sent through electronic mode to the Members whose email addresses

are available with the Company/Depositories/Depository Participants describing the detailed process to submit the documents/declarations along with the formats, in respect of deduction of Tax at Source on the dividend payout. The intimation is also available on the website of the Company at www.abbott.co.in

- ix. The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent.
- x. In view of the prevailing COVID-19 pandemic, the Dividend will be paid electronically in the bank accounts of the Members whose bank details are available with the Company/Registrar and Share Transfer Agent/Depositories. Members holding shares in electronic form are requested to intimate change, if any, in their bank details to their Depository Participants with whom they have Demat accounts. The Company or Registrar and Share Transfer Agent cannot act on any request received directly from such Members. Members holding shares in physical form are requested to intimate change, if any, in their bank details to the Company/Registrar and Share Transfer Agent.
- xi. Members holding shares in electronic form are required to contact their Depository Participants to register/change their nomination. Members holding shares in physical form are advised to register Nomination in respect of their Shareholding in the Company. Nomination Form (SH-13) is available on the website of the Company at <https://www.abbott.co.in/investor-relations.html>
- xii. Members who have not encashed their dividend warrants from the year 2013-14 or thereafter, are requested to write to the Company/Registrar and Transfer Agent for issue of new demand drafts. Members are requested to note that the unclaimed dividends will be transferred to the Investor Education and Protection Fund (IEPF) after the below mentioned due dates :

Dividend and Year	Dividend per Share	Due Date for Transfer to IEPF
56 th Dividend 2013-14	23	30/08/2021
57 th Dividend 2014-15	31	27/08/2022
58 th Dividend 2015-16	35	16/08/2023
59 th Dividend 2016-17	40	16/08/2024
60 th Dividend 2017-18	55	16/08/2025
61 st Dividend 2018-19	65	20/09/2026
62 nd Dividend 2019-20	250	05/10/2027

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the required information in respect of dividend remaining unpaid/unclaimed (as on date of the last Annual General Meeting held on September 7, 2020) on the Company’s website under the Investor Section at <https://www.abbott.co.in/investor-relations/other-information/unclaimed-dividend.html>

- xiii. In terms of requirements of Regulation 39(4) and Schedule VI of the SEBI Listing Regulations, shares which remained unclaimed in the custody of the Company are required to be transferred to the Suspense Account opened by the Company.

Accordingly, details of the unclaimed shares lying in the Company’s Unclaimed Suspense Account are as follows :

Particulars	No. of Shareholders	No. of Shares
Aggregate Number as at April 1, 2020	38	4,711
Number of Shares claimed and transferred from the Unclaimed Suspense Accounts during the year	-	-
Number of Shares transferred to IEPF	-	-
Aggregate Number as at March 31, 2021	38	4,711

All benefits accruing on such shares shall be credited to Unclaimed Suspense Account for a period of 7 (seven) years. Thereafter, the said shares including all benefits accrued thereon shall be transferred by the Company to IEPF Authority in accordance with the provisions of Section 124(5) and (6) of the Act. The voting rights in respect of such shares shall remain frozen till the rightful owner claims such shares.

- xiv. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.



- xv. In terms of requirements of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more are required to be transferred to the IEPF Authority.

The said details of shares so transferred are available on the Company's website under the Investor Section at <https://www.abbott.co.in/investor-relations/other-information/unclaimed-dividend.html>

The Members whose shares/unclaimed dividends, etc. have been transferred to IEPF may claim the shares and unclaimed dividends by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time. A Member can file only one consolidated claim in a financial year as per the said Rules and amendments thereto.

The details of shares lying in the IEPF Account are given below :

Particulars	No. of Shareholders	No. of Shares
No. of Shares in IEPF Account as on April 1, 2020	630	96,925
No. of Shares transferred to IEPF Account during the year 2020-21	35	4,666
No. of Shares claimed and transferred to the Shareholders from IEPF Account during the year 2020-21	(6)	(1,195)
No. of Shares in IEPF Account as on March 31, 2021	659	1,00,396

- xvi. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on investorrelations.india@abbott.com at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- xvii. In case all the joint holders are 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 at the Meeting.
- xviii. In line with the MCA Circulars and the SEBI Circulars, Annual Report for the financial year 2020-21 along with the Notice of Seventy-seventh Annual General Meeting *inter alia* indicating the process and manner of e-voting, will be sent through electronic mode to the Members whose email addresses are available with the Company/ Depositories/ Depository Participants.

The aforesaid documents shall also be available on the Company' website at <https://www.abbott.co.in/investor-relations/financials.html> and on the websites of the BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com

The Members whose email addresses are not registered with the Company are requested to do so by following the instructions given under Part E of Annexure II.

- xix. The relevant documents referred to in the accompanying Notice and Explanatory Statement will be provided upon request, in electronic mode upto the date of the Meeting. The Members are required to write to investorrelations.india@abbott.com with a subject "Inspection of Documents".
- xx. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. The large Shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/Chairperson of the Audit, Nomination and Remuneration and Stakeholders Relationship Committees, Auditors, etc. can attend the 77th AGM without any restriction on account of first-come-first-served principle.

xxi. Speaker Registration/Questions for the Meeting

Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investorrelations.india@abbott.com from Tuesday, July 13, 2021 to Tuesday, July 20, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.

xxii. Voting through Electronic Means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2015, Regulation 44 of the SEBI Listing Regulations and in line with the MCA Circulars, 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 the Meeting. In line with the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed Companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their Mobile Number and Email ID correctly in their demat account in order to access e-voting facility.

- a. The facility for remote e-voting shall be provided at the Meeting. 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 Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting.
- b. The remote e-voting facility will be available during the following voting period :

Commencement of remote e-voting	From 9 a.m. (IST) on Saturday, July 24, 2021
End of remote e-voting	Upto 5 p.m. (IST) on Monday, July 26, 2021

- c. Mr Taizoon M. Khumri, Practicing Company Secretary (Membership No. FCS 993 and Certificate of Practice No. 88) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. July 20, 2021 (“Cut-off date”) only shall be entitled to avail the facility of remote e-voting or voting at the Meeting, as the case may be, in proportion to the shares held by them as on the Cut-off date.
- e. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps given in Part A of Annexure II of this Notice.

- f. The facility of voting will be provided at the Meeting for the Members attending the Meeting and who have not cast their vote earlier by remote e-voting.
- g. Once the Member has confirmed his voting on the resolution, he will not be allowed to modify his vote or cast the vote again.
- h. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. 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 the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. www.abbott.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results. The results shall simultaneously be forwarded to the BSE Limited, Mumbai and also be displayed on the Notice Boards of the Registered and Corporate Offices of the Company.

xxiii. Instructions for e-voting and attending the Annual General Meeting is annexed as Annexure II and forms part of this Notice.

xxiv. Considering the Meeting would be held through VC/OAVM, the route Map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

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

Item No. 5

The Board, based on the recommendation of the Audit Committee, approved the appointment of M/s Kishore Bhatia & Associates, Cost Accountants (Registration No. 00294) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2021-22 at a remuneration of ₹ 0.08 Crores plus taxes as applicable and reimbursement of reasonable out-of-pocket expenses.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, remuneration payable to M/s Kishore Bhatia & Associates, 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. 5.

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

Item No. 6

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder, the Shareholders of the Company, at their Seventy-fourth Annual General Meeting held on July 18, 2018, appointed Ms Anisha Motwani (DIN : 06943493) as Independent Director of the Company, for a period of 3 (three) years upto April 24, 2021, not liable to retire by rotation.

The Board of Directors and Nomination and Remuneration Committee, considering the expertise, experience and contribution made by Ms Motwani during the first term and based on her performance evaluation, approved her re-appointment as Independent Director for a period of 5 (five) years effective April 25, 2021, subject to the approval of Shareholders at this Annual General Meeting.

Ms Motwani has granted the consent for her re-appointment as an Independent Director. Further, the Company has received declarations from Ms Motwani that she continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended. Also, as per confirmation received from her, she is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. Ms Motwani has confirmed that she has registered herself in the database for Independent Directors. In the opinion of the Nomination and Remuneration Committee and the Board, Ms Motwani is independent of the Management.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Ms Motwani for the office of Director of the Company, not liable to retire by rotation.

Ms Motwani is the Chairperson of Audit and Member of Stakeholders Relationship, Nomination and Remuneration and Corporate Social Responsibility Committees of the Company.

Ms Motwani is a Brand and Innovation expert with over 30 years' of experience in marketing across diverse industries. As a marketer and creator of multiple consumer-oriented strategies, she takes a very strong interest in the topic of the Indian consumer-buying behavior, connect points, impact of

the digital revolution, new segments and sub-segments etc. In her last executive role, she was the Chief Marketing & Digital Officer of Max Life Insurance. She is the Founder and Partner at 'Storm The Norm' an innovation company. She has been in forefront of behavior change projects such as Swachh Bharat and Clean Ganga mission. She is an active contributor to various corporate and industry boards/association.

She has immense knowledge and expertise on digital marketing and brand building, corporate communications, consumer research & analytics and creative excellence.

She holds Master's in Business Administration from University of Rajasthan and Bachelor of Science from Sophia College.

Ms Motwani is an Independent Director on the Boards of Welspun India Limited; Prataap Snacks Limited; Somany Home Innovation Limited and Angel Broking Limited and a Director on the Boards of L&T Investment Management Limited; Star Health and Allied Insurance Company Limited, Edelweiss Finance & Investments Limited and Dvara Kshetriya Gramin Financial Services Private Limited.

She is a Member of Audit Committee in Prataap Snacks Limited, Somany Home Innovation Limited, Welspun India Limited and Star Health and Allied Insurance Company Limited; Member of Stakeholders Relationship Committee in Prataap Snacks Limited and Angel Broking Limited; Member of Nomination and Remuneration Committee in Angel Broking Limited and Welspun India Limited and Chairperson of Corporate Social Responsibility Committee in Prataap Snacks Limited and Star Health and Allied Insurance Company Limited and Member of Corporate Social Responsibility Committee in Welspun India Limited.

The additional details of Ms Motwani as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. She does not hold any shares in the Company. The letter of appointment of Ms Motwani containing terms of her appointment, is available for inspection by Members on the website of the Company at www.abbott.co.in

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

The Board considers that Ms Motwani's continued association would immensely benefit the Company and accordingly, recommends the resolution set forth in Item No. 6 for the approval of Members as a Special Resolution.

Item No. 7

The Shareholders of the Company, at their Seventy-fifth Annual General Meeting held on August 22, 2019 appointed Mr Rajiv Sonalker (DIN: 07900178) as Whole-time Director of the Company for a term of two years upto June 30, 2021, not liable to retire by rotation.

The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr Rajiv Sonalker as Whole-time Director, not liable to retire by rotation, for a further period of 2 (two) years from July 1, 2021 upto June 30, 2023, subject to approval of Shareholders at this Annual General Meeting.

Mr Sonalker has been the Chief Financial Officer of the Company since 2006. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk and Internal Control. He has played a crucial role in several projects such as the merger, acquisitions, integration and corporate restructuring. He has been instrumental in driving many automation and digitization projects critical for the Company. Prior to joining the Company, he had worked with Bristol-Myers Squibb as Director-Finance and in positions of varying responsibility in Voltas, Johnson & Johnson, Sanofi-Aventis in India and Germany. Mr Sonalker was awarded the Best CFO in MNC, Mid Enterprise Category, by Business World in the year 2016 and 2020.

He holds B.Sc. from Elphinstone College, Mumbai and is a Fellow Member of the Institute of Chartered Accountants of India.

Mr Sonalker is the Key Managerial Personnel of the Company. He is a Member of the Corporate Social Responsibility and Risk Management Committees of the Company.

Mr Sonalker has granted the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Broad particulars of the terms of re-appointment and remuneration payable to Mr Sonalker are as under –

Remuneration :

In consideration of the performance of his duties to the Company, Mr Sonalker shall be entitled to the following remuneration subject to applicable taxes:

- i. Salary and perquisites : upto a ceiling of ₹ 3 Crore per annum; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;

- ii. Performance Linked Incentive : He shall be entitled Performance Linked Incentive in addition to the Salary as stated above according to the Company policy and as may be determined by the Board of Directors but shall not exceed an amount equal to 30% of the Salary for the relevant period;

- iii. Other perquisites and Benefits (The same shall not be considered as a part of perquisites under (i) above)

- He shall be entitled to telephone and such other perquisites/benefits in accordance with the Company's Rules.
- Abbott Laboratories stock options-He shall be entitled for Abbott Laboratories, USA stocks under its "Long term Incentive Plan in the form of Restricted Stock Unit, as per his eligibility. He is also eligible to purchase shares of Abbott Laboratories, USA, under its "Affiliate Employee Stock Purchase Plan".
- The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

General terms and conditions :

- During his employment pursuant to this Agreement, Mr Sonalker shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Abbott Code of Business Conduct and other Abbott India Policies and Procedures.
- The office of Mr Sonalker as Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.
- The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr Sonalker for the office of Director of the Company.

The additional details of Mr Sonalker as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. Mr Sonalker does not hold any shares in the Company.



A copy of the agreement between Mr Sonalker and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of this Annual General Meeting. The Members may write an email to investorrelations.india@abbott.com by mentioning “Request for Inspection” in the subject of the email.

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

Considering Mr Sonalker’s in-depth knowledge, extensive financial expertise and long association with the Company, the Board is of the opinion that continuation of Mr Sonalker on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 7 for the approval of Members as an Ordinary Resolution.

Item No. 8

The Board, based on recommendation of the Nomination and Remuneration Committee, appointed Ms Sabina Ewing (DIN : 09201770) as Additional Director of the Company effective June 15, 2021, as per the provisions of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) read with Article 113 of the Articles of Association of the Company. She holds office upto the date of this Annual General Meeting.

Ms Ewing has given her consent to act as a Director of the Company. Also, as per confirmation received from her, she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Ms Ewing for the office of Director of the Company.

Ms Ewing is a passionate, transformational global technology leader with over 20 years’ of experience. She is a champion for delivering 21st century Information Technology organizations that move beyond the back office to Information Technology as a strategic enabler of top line and bottom-line results.

Currently, Ms Ewing is the Global CIO, Vice President Business & Technology Services for Abbott Laboratories, US. Prior to that she served as the Global Head, Business Technology for Pfizer Upjohn Headquartered in Shanghai, China. She has also served as Vice President for Corporate Functions & Business Services BT, supporting Pfizer’s Human Resources, Legal, Corporate Affairs, Corporate Compliance and Corporate Aviation divisions as well as the enterprise-wide Global Support Services Organization.

Ms Ewing completed her Bachelor of Science in Commerce (with concentrations in Management Information Systems & Finance) from the University of Virginia and a Master of Science in Systems and Management from New York University.

The additional details of Ms Ewing as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. She 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 Ewing, 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.

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No. : ACS 16536

Mumbai

June 15, 2021

Registered Office :

Abbott India Limited

CIN : L24239MH1944PLC007330

3, Corporate Park, Sion-Trombay Road, Mumbai-400 071

Telephone No. : +91-22-6797 8888/+91-22-5046 1000/2000

Fax : +91-22-5016 9400

Email : investorrelations.india@abbott.com

Website : www.abbott.co.in

ANNEXURE I

Details of Directors seeking appointment/re-appointment at the Seventy-seventh Annual General Meeting pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India*

Name of Director	Mr Kaiyomarz Marfatia	Mr Ambati Venu	Ms Anisha Motwani	Mr Rajiv Sonalker	Ms Sabina Ewing
Date of Birth	November 22, 1956	May 26, 1969	June 21, 1963	June 19, 1959	December 31, 1974
Age	64	52	57	61	46
Date of first Appointment	February 29, 2016 [#]	March 1, 2020 [#]	April 25, 2018	August 8, 2017	June 15, 2021
Expertise in Specific Functional Area	Mr Marfatia has over 40 years of diverse experience in the Legal and Secretarial streams, of which about 25 years have been with Abbott.	Mr Ambati has over 28 years of diversified experience in handling International business operations with an excellent track record of success in building and leading high performing teams.	Ms Motwani has over 30 years of experience in Marketing across diverse industries.	Mr Sonalker has over 30 years of strong financial and management experience, having worked in Pharmaceutical, FMCG and Engineering industries in Indian and International environments.	Ms Ewing is a passionate, transformational global technology leader with over 20 years of experience.
Qualifications	B.Com. from Lala Lajpat Rai College and Law degree from Government Law College, Mumbai.	Alumnus of the Indian Institute of Management, Ahmedabad and Bachelor's degree in Engineering (Mechanical) from the University of Bhopal.	Bachelor of Science from Sophia College, New Delhi and Masters of Business Administration from University of Rajasthan.	B.Sc. from Elphinstone College, Mumbai and a Fellow Member of the Institute of Chartered Accountants of India.	Bachelor of Science in Commerce (with concentrations in Management Information Systems & Finance) from the University of Virginia and a Master of Science in Systems and Management from New York University.
No. of shares held in the Company	NIL	NIL	NIL	NIL	NIL
Directorships in other Indian Companies**	1	None	8	None	None
Chairmanship/Membership of Committees in other Indian Companies**	3	None	11	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None	None

*For other details such as number of Meetings of the Board attended during the year/remuneration last drawn i.e. as on March 31, 2021, please refer to the Corporate Governance Report, which forms part of this Annual Report.

[#]Date of appointment as Non-Executive Director.

**As on the date of this Notice i.e. June 15, 2021.



ANNEXURE II

Part A : Access to NSDL e-voting system

A : Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the Virtual Annual General Meeting (the Meeting)

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) Through NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. <p>2) Through e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.

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

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

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

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



B) Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode-Steps to Login for e-voting and for joining the virtual Meeting

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Click on “Login” under ‘Shareholder/Member’ section.
3. Enter your User ID, your Password/OTP and a Verification Code as shown on the new screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if Folio Number is 001*** and EVEN is 101456 then your User ID is 101456001***

5. Your Password details are given below :
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - a) Process to retrieve your ‘initial password’ :
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘Initial Password’.
 - c. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password :
 - a. If you are holding shares in your demat account with NSDL or CDSL, click on **“Forgot User Details/Password?”** option available on www.evoting.nsdl.com
 - b. If you are holding shares in physical mode, click on **“Physical User Reset Password?”** option available on www.evoting.nsdl.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on agree to “Terms and Conditions” by selecting on the check box.
8. Thereafter Home page of e-voting will open.

Part B : Cast your vote electronically and join the Meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” for Abbott India Limited to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Part C : General Instructions :

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cstaizoonkhumri@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. : 1800 1020 990/1800 224 430 or write to Ms Sarita Mote-Assistant Manager at evoting@nsdl.co.in.
4. Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy), AADHAR (self attested scanned copy). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained above.

Part D : Instructions for voting by the Members at Meeting attended through VC/OAVM :

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
3. Members who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The Members may connect with Ms Sarita Mote-Assistant Manager-NSDL at evoting@nsdl.co.in for any grievances/concerns relating to e-voting during the Meeting.



Part E : Instructions for registration of Email Address :

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below :

- In case shares are held in physical mode, please provide Folio No., Name of the Shareholder, scanned copies of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to einward.ris@kfintech.com
- In case shares are held in demat mode, the Shareholders are requested to get in touch with their respective Depository Participants for updating their email address. If you are an individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode.**
- Alternatively, Shareholders/Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

Part F : Instructions for Members for attending the Meeting through VC/OAVM :

1. Members will be able to attend the Meeting through VC/OAVM or view the live webcast of the Meeting provided by NSDL at <https://www.evoting.nsdl.com> and by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General Meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the Meeting and will be available for Members on first-come-first-served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.