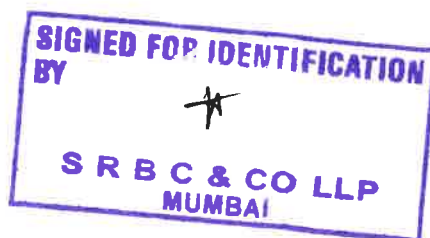




Abbott India Ltd  
Godrej BKC, Plot C-68, G. Block,  
15-16th Floor, BKC,  
Near MCA Club, Bandra (E),  
Mumbai - 400 051. India

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

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CIN : L24239MH1944PLC007330



## REPORT ON CORPORATE GOVERNANCE

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to conduct its business in a manner, which is ethical and transparent with all the stakeholders of the Company, including members, creditors and employees. The Company operates in compliance with all regulatory and policy requirements as well as industry ethical guidelines. The Company also has strict guiding principles laid out and communicated through its Code of Business Conduct, which is subject to regular audits to ensure that controls and compliances are maintained at a high standard. The Company's philosophy on Corporate Governance is, thus, concerned with the ethics, values and morals of the Company and its directors, who are expected to act in the best interests of the Company and remain accountable to members and other beneficiaries for their actions.

### BOARD OF DIRECTORS

- As on the date of this Report i.e. May 14, 2018, the Board comprises 7 Directors including 2 Executive and 5 Non- Executive Directors, of which 3 are Independent Directors. The Directors are professionals, having expertise in their respective functional areas and bring a wide range of skills and experience to the Board.
- The composition of the Board of Directors, their attendance at the Board Meetings held during the year under review and at the last Annual General Meeting along with the number of directorships and memberships held in various committees in other companies, as on March 31, 2018, are given in the table below:

Name of the Director	Category of Directorship	Total Board Meetings held in 2017-18	Attendance at		Number of Directorships in other companies <sup>1</sup>	Number of Committee positions held in other companies <sup>2</sup>
			Board Meetings held in 2017-18	Annual General Meeting (July 18 2018)		
Mr Munir Shaikh Chairman of the Board	Non-Executive Director	7	6	Yes	2	NIL
Mr Ambati Venu Managing Director	Executive Director	7	7	Yes	NIL	NIL
Mr R A Shah	Non-Executive, Independent Director	7	7	Yes	11 <sup>3</sup>	7 <sup>3</sup>
Mr Kaiyomarz Marfatia	Non-Executive Director	7	7	Yes	NIL	NIL
Mr Krishna Mohan Sahni	Non-Executive, Independent Director	7	7	Yes	NIL	NIL
Mr Rajiv Sonalker Whole-time Director (appointed effective August 8, 2017)	Executive Director	7	4	NA	NIL	NIL

Ms Anisha Motwani (appointed effective April 25, 2018)	Non-Executive, Independent Director	7	NA	NA	5 <sup>4</sup>	2
Mr Sachin Dharap (resigned effective August 8, 2017)	Non-Executive Director	7	2	Yes	NIL	NIL
Mr Ranjan Kapur (demised on January 27, 2018)	Non-Executive, Independent Director	7	4	Yes	6 <sup>5</sup>	1
Mr Bhasker Iyer (resigned effective March 31, 2018)	Non-Executive Director	7	7	Yes	NIL	NIL
Ms Nancy Berce (resigned effective March 31, 2018)	Non-Executive Director	7	2	Yes	NIL	NIL

1. Includes directorship in private companies, alternate directorship and directorship in foreign companies. However, it does not include the directorships in companies registered under Section 8 of the Companies Act, 2013.
2. Includes Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.
3. Mr R A Shah holds directorship in 9 other public companies, 1 private company and 1 foreign company. His directorships include Chairmanship of 3 companies and Vice-Chairmanship of 1 company and 1 alternate directorship. His Committee positions include Chairmanship of 4 committees.
4. Ms Anisha Motwani holds directorship in 4 other public companies and 1 private company
5. Mr Ranjan Kapur ceased to be Director due to his sad demise on January 27, 2018. He held directorships in 1 other public company and 5 private companies.

c) During the year under review, 7 Board Meetings were held on the following dates:

May 19, 2017; July 18, 2017; August 8, 2017; November 13, 2017; December 19, 2017; February 14, 2018 and March 27, 2018.

The option for attending Board/Committee Meetings via audio-visual means is provided to the Directors.

- d) Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting 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 annexed to the Notice convening the Annual General Meeting, which form part of the Annual Report.
- e) There is no inter-se relationship between any of the Directors.
- f) None of the Directors holds any shares of the Company except for Mr R A Shah, who along with his relatives, hold 6,874 shares as on March 31, 2018.
- g) As required under the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has, from time to time, notified the BSE Limited regarding all appointments/re-appointments/resignations of Directors during the year under review.

## FAMILIARISATION PROGRAMS FOR INDEPENDENT DIRECTORS

As a part of Induction and Continuing Education Program for Independent Directors, periodic presentations are made by the Managing Director/Commercial Directors/Function Heads at the Board Meetings to apprise the Directors with the Company's business strategies, long term plans, budgets, operations and performance. In addition, these presentations also provide insight into various growth opportunities for the Company, operational and environmental challenges associated with the Company's business operations, products, Management's risk mitigation plans, human resources updates, etc.

The Directors are regularly briefed on the Company's policies and procedures, with regards to distribution channels, business model, cash and treasury management, accounting systems and internal financial controls, etc. Plant visit is arranged for the Directors to acquaint them with the manufacturing process and the products manufactured in-house.

The Company also arranges various knowledge dissemination sessions by external faculty to keep the Independent Directors updated with the current happenings, relevant news and legal/ regulatory changes.

Details of such programs conducted by the Company for the financial year 2017-18 are available on the website of the Company at <http://www.abbott.co.in/investor-relations/policies.html>

## MEETING OF INDEPENDENT DIRECTORS

In terms of requirements of the Companies Act, 2013, Rules framed thereunder and Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of Independent Directors was held on May 19, 2017. The said Meeting was attended by all the Independent Directors.

## AUDIT COMMITTEE

The composition, role, terms of reference as well as powers of the Audit Committee of the Company are in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Composition:

The Committee comprises 3 Independent Directors and 1 Non-Executive Director as on the date of this Report.

The composition of the Audit Committee, category of its Members, their attendance at the Committee Meetings held during the year under review is given in the table below:

Sr. No.	Name of the Member	Category	Number of Meetings 2017-18	
			Held	Attended
1.	Mr R A Shah Chairman	Independent Director	5	5
2.	Mr Munir Shaikh	Non-Executive Director	5	4
3.	Mr Krishna Mohan Sahni	Independent Director	5	5
4.	Ms Anisha Motwani <sup>1</sup>	Independent Director	NA	NA
5.	Mr Ranjan Kapur (ceased to be a Member effective January 27, 2018)	Independent Director	5	3

1. appointed as Member effective May 14, 2018.

Ms Krupa Anandpara, Company Secretary is the Secretary of the Committee.

**Role:**

The role of the Committee includes:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by them;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to the financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- approval of appointment of Chief Financial Officer (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the functioning of the Vigil Mechanism/Whistle Blower Mechanism;
- carrying out any other functions as may be prescribed under the Companies Act, 2013, Rules framed thereunder and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or as may be delegated by the Board, from time to time.

The Committee also reviews various information prescribed under Part C of Schedule II as referred in Regulation 18(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Meetings:**

During the year under review, the Committee met 5 times on the following dates:

May 19, 2017; August 8, 2017; November 13, 2017; December 19, 2017 and February 14, 2018.

The Chief Financial Officer remains present at all the Audit Committee Meetings. All the meetings are attended by the Statutory Auditors. Internal and Cost Auditors are invited to the Meetings, as and when required.

Mr R A Shah, Chairman of the Audit Committee attended the Annual General Meeting held on July 18, 2017 in compliance with the requirements of Regulation 18(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The composition, role, terms of reference as well as powers of the Nomination and Remuneration Committee of the Company are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Composition:**

The Committee comprises 2 Independent Directors and 1 Non-Executive Director as on the date of this Report.

The composition of the Nomination and Remuneration Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given in the table below:

Sr. No.	Name of the Member	Category	Number of Meetings 2017-18	
			Held	Attended
1.	Mr R A Shah <sup>1</sup> Chairman	Independent Director	4	4
2.	Mr Munir Shaikh	Non-Executive Director	4	4
3.	Ms Anisha Motwani <sup>2</sup>	Independent Director	NA	NA

4.	Mr Ranjan Kapur (ceased to be a Member effective January 27, 2018)	Independent Director	4	3
5.	Mr Bhasker Iyer (ceased to be a Member effective March 31, 2018)	Non-Executive Director	4	4

1. appointed as a Chairman effective April 25, 2018

2. appointed as a Member effective April 25, 2018

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

#### **Role:**

The Role of the Committee in relation to Nomination matters include:

- formulating criteria for identifying suitable candidates for directors and senior management;
- identify persons who are qualified to become directors and appointed as the senior management in accordance with criteria laid down and recommend to the Board their appointment and removal;
- formulating the criteria for determining the qualifications, positive attributes and independence of a director;
- devising policy on the diversity of the Board;
- formulating the criteria for evaluation of performance of Board, its Committees and individual Directors and review its implementation and compliance and whether to extend or continue the term of appointment of the independent director on the basis of such assessment;
- ensuring that there is an appropriate induction programme in place for new directors and reviewing its effectiveness;
- to consider any other matters as may be delegated by the Board.

The Role of the Committee in relation to Remuneration matters include:

- recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The Committee shall, while formulating the policy ensure that:
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality, required to run the company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to Directors, Key Managerial Personnel and the Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- recommend to the board all remuneration, in whatever form payable to the Senior Management;
- to consider any other matters as may be delegated by the Board.

**Meetings:**

During the year under review, the Committee met 4 times on the following dates:

May 19, 2017; July 18, 2017; August 8, 2017 and March 27, 2018.

Mr Ranjan Kapur, then Chairman of the Committee attended the Annual General Meeting of the Company to answer the Shareholders' queries in compliance with the requirements of Regulation 19(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Performance Evaluation Criteria for Independent Directors:**

The Company has devised Board Evaluation Framework and Policy, which sets a mechanism and criteria for the evaluation of the Board, Board Committees and Directors, including Independent Directors.

Performance Evaluation of the Directors is done through self-assessment and group discussions, based on suggested set of parameters such as Directors' attendance and effective participation at Board/Committee Meetings, their contribution at the meetings, leveraging on his/her experience to provide the necessary insights/guidance on Board discussions and display of candour in expressing views even when they are in divergence with the rest of the Board, etc.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The composition, role, terms of reference as well as powers of the Stakeholders Relationship Committee of the Company are in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Composition:**

The Committee comprises of 1 Independent Director, 1 Non-Executive Directors and 1 Executive Director, as on the date of this Report.

The composition of the Stakeholders Relationship Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given in the table below:

Sr. No.	Name of the Member	Category	Number of Meetings 2017-18	
			Held	Attended
1.	Mr Kaiyomarz Marfatia <sup>1</sup> Chairman	Non-Executive Director	4	4
2.	Mr R A Shah	Independent Director	4	4
3.	Mr Ambati Venu	Managing Director	4	4
4.	Mr Bhasker Iyer (ceased to be a Chairman/Member effective March 31, 2018)	Non-Executive Director	4	4

1. appointed as a Chairman effective May 14, 2018

Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee. She also acts as the Compliance Officer of the Company.

**Role:**

The role of the Committee includes:

- respond to the grievances in general and relating to transfer, transmission and transposition of shares, non-receipt of declared dividends, interest, non-receipt of Annual Report,

duplicate, split, consolidation and re-materialisation of share certificates, etc. of all members in a time bound manner;

- monitor and review the performance and service standards of the Registrar and Share Transfer Agent of the Company and provide continuous guidance to improve the service levels for members and other security holders.
- ensure quick redressal of the complaints received from Members and other security holders and maintain cordial relations with them;
- monitor the number of grievances received, resolved or pending at the beginning and end of the quarter and from time to time.

### Meetings:

During the year under review, the Committee met 4 times on the following dates:

May 19, 2017; August 8, 2017; November 13, 2017 and February 14, 2018.

### Summary of Shareholders' Grievances:

A summary of complaints received and resolved by the Company to the satisfaction of the shareholders/investors during the year under review, is given below:

Particulars	Number
Pending at the beginning of the year	-
Received during the year	6*
Resolved during the year	4
Pending at the end of the year	2

\* includes 1 letter received from the Ministry of Corporate Affairs and 4 letters from the Securities and Exchange Board of India (SCORES).

As on March 31, 2018, there were no pending share transfers.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The composition, role, terms of reference as well as powers of the Corporate Social Responsibility ("CSR") Committee of the Company are in compliance with the requirements of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

#### Composition:

The Committee comprises 1 Independent Director, 1 Non-Executive Director and 1 Executive Director, as on the date of this Report.

The composition of the Corporate Social Responsibility Committee, category of its Members and their attendance at the Committee Meetings held during the year under review is given in the table below:

Sr. No.	Name of the Member	Category	Number of Meetings 2017-18	
			Held	Attended
1.	Mr Munir Shaikh Chairman	Non-Executive Director	3	3
2.	Mr Krishna Mohan Sahni	Independent Director	3	3
3.	Mr Ambati Venu	Managing Director	3	3
4.	Mr Ranjan Kapur (ceased to be a Member effective January 27, 2018)	Independent Director	3	2



5.	Mr Sachin Dharap (ceased to be a Member effective August 8, 2017)	Non-Executive Director	3	1
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Ms Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

#### Role:

The role of the Committee includes:

- formulate and recommend for the acceptance of the Board, the Corporate Social Responsibility Policy ("CSR Policy") inter alia, to include the CSR activities, specify the modalities of execution, implementation schedules and recommend the same to the Board of Directors;
- identify the CSR projects/activities/programs to be undertaken by the Company ("CSR activities"), in alignment with Company's CSR Policy and Schedule VII of the Companies Act, 2013;
- review best practices in the key CSR areas by appropriate internal/external analysis;
- recommend the amount of expenditure to be incurred on the CSR activities, for each financial year of the Company;
- devise suitable transparent Monitoring Mechanism for monitoring progress/status of implementation of the CSR activities;
- receive reports and review activities from executive and specialist groups managing CSR activities;
- monitor CSR Policy from time to time and revise the same as and when needed;
- carry out such other functions, as may be prescribed by the Companies Act, 2013 or CSR Rules or as may be delegated by the Board, from time to time.

#### Meetings:

During the year under review, the Committee met 3 times on the following dates:

May 19, 2017; August 8, 2017 and November 13, 2017.

#### RISK MANAGEMENT COMMITTEE

The composition, role, terms of reference as well as powers of Risk Management Committee of the Company are in compliance with provisions of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Composition:

The Committee comprises of 1 Independent Director, 1 Non-Executive Director and 2 Executive Directors as on the date of this Report.

The composition of the Risk Management Committee, category of its Members, their attendance at the Committee Meetings held during the year under review is given in the table below:

Sr. No.	Name of the Member	Category	Number of Meetings 2017-18	
			Held	Attended
	Mr Ambati Venu Chairman	Managing Director	1	1
	Mr Kaiyomarz Marfatia	Non-Executive Director	1	1

	Mr Krishna Mohan Sahni	Independent Director	1	1
	Mr Rajiv Sonalker	Whole-time Director	1	1
	Mr Sachin Dharap (ceased to be Member effective August 8, 2017)	Non-Executive Director	1	NA

Ms. Krupa Anandpara, Company Secretary, is the Secretary of the Committee.

#### Role:

The role of the Committee includes:

- monitoring and implementing Risk Management Plans;
- ensure that the adequacy of the Company's Risk Management Framework is being assessed and that action is taken if it is inadequate;
- reporting Risk Management activities and information, including top risks and mitigation, to the Audit Committee and Board;
- understand the significant or high risks affecting Company and ensuring that processes to mitigate them are effective;
- reviewing and amending Risk Management Framework from time to time;
- other functions as may be delegated by the Board from time to time.

#### Meetings:

During the year under review, the Committee met once on February 14, 2018.

### REMUNERATION OF DIRECTORS

#### Executive Directors

The Executive Directors are paid remuneration in accordance with the limits prescribed under the Companies Act, 2013 and the Remuneration Policy of the Company. Such remuneration is considered and approved by the Nomination and Remuneration Committee, the Board of Directors and the Shareholders of the Company.

Details of remuneration paid to the Executive Directors are as follows:

(Rs in Lakhs)		
Terms of Agreement	Mr Ambati Venu Managing Director	Mr Rajiv Sonalker Whole-time Director (w.e.f. August 8, 2017)
Period of appointment	5 years	2 years
Date of appointment	September 29, 2016	August 8, 2017
Salary & Other Allowances	2,94.88	95.29
Perquisites	1,73.33	33.28
Contribution to Provident Fund	12.40	5.41
Performance Linked Incentive	1,05.28	27.66
Notice Period	Three Months	Three Months
Severance Fees	There is no separate provision for payment of severance fees.	
Stock Option	The Company does not have any Stock Option Plan for its employees. However, Managing Director and Whole-time Director are entitled to Restricted Stock Units of Abbott Laboratories, USA under its "Long Term	

Incentive Program", the perquisite value of which is included above. (Also refer note 39(c) of financial statements)
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### Non-Executive Directors

During the year under review, Mr Munir Shaikh, Mr R A Shah, Mr Ranjan Kapur and Mr Krishna Mohan Sahni were paid sitting fees amounting to Rs. 13.50 Lakhs, Rs. 17.00 Lakhs, Rs. 10.50 Lakhs and Rs. 5.00 Lakhs respectively, for attending Board Meetings and various Committee Meetings.

None of the Non-Executive Directors had any pecuniary relationship or transactions with the Company. Mr R A Shah is a Partner of M/s Crawford Bayley & Co. During the year, the Company availed various professional services from M/s Crawford Bayley & Co. and remitted Rs. 4.93 Lakhs towards the same. The quantum of professional fees received by M/s Crawford Bayley & Co., from the Company forms a very small portion of the total revenues of M/s Crawford Bayley & Co and also a marginal portion of total revenue of the Company.

### GENERAL BODY MEETINGS

Financial Year	Date	Time	Location	No. of Special Resolutions
2016-17	July 18, 2017	3.30 p.m.	RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai – 400 020	-
2015-16	July 18, 2016	3.30 p.m.	RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai – 400 020	1 (Re-appointment of Mr R A Shah as an Independent Director)
2014-15	July 29, 2015	3.30 p.m.	RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 124, Dinshaw Wachha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai – 400 020	1 (Approval of Related Party Transactions with Abbott Products Operations AG., Switzerland)

During the year, no special resolutions were passed through postal ballot.

As on date, there is no special resolution proposed to be conducted through postal ballot.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has the Vigil Mechanism/Whistle Blower Policy called "Abbott India Limited – Procedure for Internal Investigations" in place, in terms of the requirements of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Policy is available on the website of the Company at <http://www.abbott.co.in/investor-relations/policies.html>. Adequate safeguards are provided against victimization of director(s) or employee(s) or any other person who raises concerns using such mechanism.

No employee has been denied access to the Audit Committee.

### MEANS OF COMMUNICATION

- The quarterly, half-yearly and annual results are published in one English daily newspaper (Business Standard - pan India) and one Marathi newspaper (Loksatta) published from Mumbai. The quarterly results/shareholding patterns/notice of Board Meetings/official news release are made available on the website of the Company at [www.abbott.co.in](http://www.abbott.co.in)

- b) During the year under review, the Company has, upon request, met a few institutional investors in one-on-one meetings and group meetings. No presentations were made to the institutional investors/analysts.

## **GENERAL SHAREHOLDER INFORMATION**

### **i) Annual General Meeting**

Wednesday, July 18, 2018 at 3.30 p.m.

RAMA WATUMULL AUDITORIUM, K C College, 124, Dinshaw Wachha Road, Vidyasagar  
Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020

### **ii) Financial year**

April 1, 2017 to March 31, 2018

### **iii) Book Closure**

Thursday, July 12, 2018 to Wednesday, July 18, 2018 (both days inclusive)

### **iv) E-Voting Period**

From 9.00 a.m. (IST) on Sunday, July 15, 2018  
Upto 5.00 p.m. (IST) on Tuesday, July 17, 2018

### **v) Dividend Payment Date**

On and from July 24, 2018

### **vi) Listing on Stock Exchange**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Telephone No.: +91-22-2272 1233/4, +91-22-6654 5695  
Fax: +91-22-2272 1919  
Website: [www.bseindia.com](http://www.bseindia.com)  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

The annual listing fees for the financial year 2017-18 was paid to the BSE Limited as per Regulation 14 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **vii) Corporate Identification Number (CIN)**

L24239MH1944PLC007330

### **viii) International Securities Identification Number (ISIN)**

INE358A01014

### **ix) Stock Code (BSE)**

500488

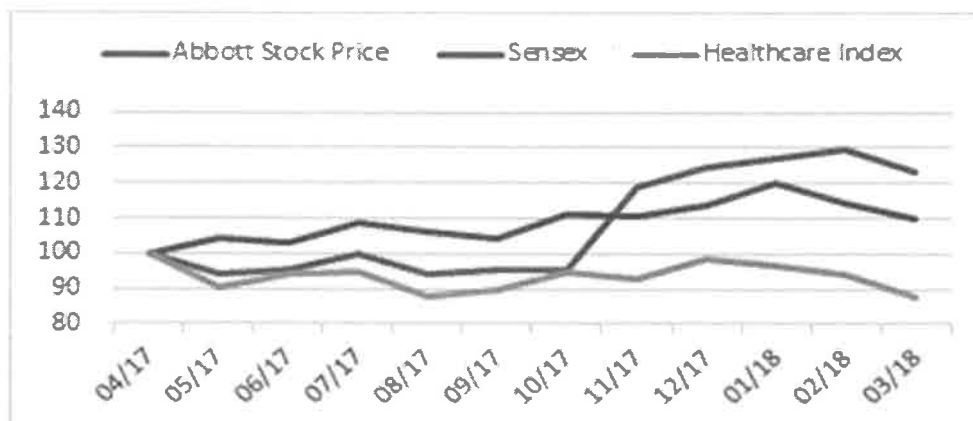
**x) Market Price Data (High/Low) on BSE**

(Rs.)		
Month	High	Low
April, 2017	4,863.60	4,356.00
May, 2017	4,441.05	3,996.00
June, 2017	4,426.95	4,120.00
July, 2017	4,615.00	4,170.00
August, 2017	4,478.15	4,151.00
September, 2017	4,280.00	4,035.00
October, 2017	4,420.00	4,100.00
November, 2017	5,401.30	4,210.15
December, 2017	5,707.20	5,167.05
January, 2018	5,666.00	5,210.00
February, 2018	6,109.95	5,243.90
March, 2018	5,895.00	5,300.00

**xi) Performance in comparison to broad based indices**

April 1, 2017 to March 31, 2018

Normalised (100)



**xii) Registrar and Share Transfer Agent**

**Karvy Computershare Private Limited**  
**Unit: Abbott India Limited**

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel No: +91-40-6716 2222; Fax No: +91-40-2344 0674	B-24, Rajabhadur Mansion, 6, Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai - 400 001 Tel No: +91-22-6623 5412
Email: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Website: <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>	

Details of various centres of Karvy are available on [www.karvycomputershare.com](http://www.karvycomputershare.com)

**xiii) Share Transfer System**

Share Transfer Committee comprising the Directors and officials of the Company attend to the share transfer formalities at least once in a fortnight. The said Committee also considers requests received for duplicate certificates, split/consolidation, dematerialisation, rematerialisation, transfer and transmission of shares.

Share transfer requests received at the Registrar & Share Transfer Agent are normally processed and delivered within 15 days from the date of lodgement in cases where documents are complete and in order. Requests for dematerialisation of shares are processed and the

confirmation is given to the depositories within 15 days from the date of receipt of complete set of documents.

**xiv) Distribution of Shareholding as on March 31, 2018**

<b>Distribution</b>	<b>No. of Shareholders</b>	<b>% to Total</b>	<b>No. of Shares held</b>	<b>% to Total</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>
Upto 500	21,277	94.22	13,81,978	6.50
501 to 1000	690	3.05	4,94,422	2.33
1001 to 2000	351	1.55	5,04,558	2.37
2001 to 3000	111	0.49	2,72,548	1.30
3001 to 4000	50	0.22	1,75,228	0.82
4001 to 5000	33	0.15	1,49,769	0.70
5001 to 10000	31	0.14	2,21,167	1.04
ABOVE 10000	40	0.18	1,80,49,632	84.94
<b>TOTAL</b>	<b>22,583</b>	<b>100.00</b>	<b>2,12,49,302</b>	<b>100.00</b>

**xv) Shareholding Pattern as on March 31, 2018**

<b>Category of Shareholders</b>	<b>No. of Shares</b>	<b>% to Total</b>
Promoters	1,59,34,048	74.99
Banks	5,637	0.03
Financial Institutions	1,00,881	0.47
Foreign Institutional Investors	26,442	0.12
Foreign Portfolio Corporation	5,98,494	2.82
Insurance Companies	39,631	0.19
Mutual Funds	11,30,435	5.32
Domestic Companies	1,36,691	0.64
Non-Domestic Companies	471	00.0
Non-Resident Indians	82,350	0.39
Directors & Relatives	6,874	0.03
Unclaimed Suspense Account	24,671	0.12
Investor Education and Protection Fund (IEPF) Authority	51,809	0.24
Others	31,10,868	14.64
<b>TOTAL</b>	<b>2,12,49,302</b>	<b>100.00</b>

**xvi) Disclosure in respect of equity shares transferred in “Abbott India Limited - Unclaimed Suspense Account” in terms of Regulation 39(4) and Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:**

<b>Particulars</b>	<b>No. of Shareholders</b>	<b>No. of Equity Shares</b>
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on April 1, 2017	191	24,671
Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	NIL	NIL
Number of shareholders and aggregate number of shares transferred to the Unclaimed Suspense Account during the year	NIL	NIL

Aggregate number of shareholders and outstanding shares in the Unclaimed Suspense Account lying as on March 31, 2018	191	24,671
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All benefits accruing on such shares shall be credited to Unclaimed Suspense Account for a period of seven years. Thereafter, the said shares including all benefits accrued thereon shall be transferred by the Company to IEPF Authority in accordance with provisions of Section 124(5) and (6) of the Companies Act, 2013 and Rules framed thereunder. The voting rights in respect of such shares shall remain frozen till the rightful owner claims such Equity Shares.

- xvii)** In terms of requirements of Section 124(6) of the Companies Act, 2013 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 Investor Education and Protection Fund Authority ("IEPF Authority").

Accordingly, 51,809 Equity Shares held by 317 Shareholders were transferred to the IEPF Authority in November, 2017. No claims have been received till date.

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

**xviii) Dematerialisation of Shares as on March 31, 2018 and liquidity**

The shares of the Company are compulsorily traded in electronic mode and are available for trading with both the depositories in India namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

2,07,20,738 Equity Shares representing 97.51% of the Company's total paid-up share capital were held in dematerialised mode, as on March 31, 2018.

- xviii) The Company has not issued any GDR/ADR or Warrants or any other convertible instruments.**

**xix) Foreign exchange risk and hedging activities**

The Company has foreign exchange exposure and hedging is done for a significant portion of the same.

**xx) Plant Location**

L-18/19, Verna Industrial Estate, Goa

**xxi) Address for correspondence**

Abbott India Limited  
CIN: L24239MH1944PLC007330

<b>Registered office:</b> Shares Department 3, Corporate Park, Sion-Trombay Road, Mumbai – 400 071 Tel No: +91-22-6797 8888 Fax: +91-22-6797 8727	<b>Corporate Office:</b> Shares Department 16th Floor, Godrej BKC, Plot C – 68, "G" Block, Bandra Kurla Complex, Near MCA Club, Bandra (East), Mumbai – 400 051 Tel No: +91-22-3816 2000 Fax: +91-22-3816 2400
Email: <a href="mailto:investorrelations.india@abbott.com">investorrelations.india@abbott.com</a> Website: <a href="http://www.abbott.co.in">www.abbott.co.in</a>	

Karvy Computershare Private Limited  
Unit: Abbott India Limited

Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel No: +91-40-6716 2222; Fax No: +91-40-2344 0674	B-24, Rajabhadur Mansion, 6, Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai - 400 001 Tel No: +91-22-6623 5412
Email: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Website: <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>	

## OTHER DISCLOSURES

- a) There were no Related Party Transactions entered into by the Company during the year that had potential conflict with the interests of the Company at large.
- b) Policies on dealing with Related Party Transactions and Materiality and on Determination of Materiality of Event or Information for Disclosure are disclosed on the website of the Company at <http://www.abbott.co.in/investor-relations/policies.html>
- c) In the preparation of Financial Statements, no differential treatment from that prescribed in the Accounting Standards has been followed.
- d) Pursuant to the disclosures made by the Senior Management to the Board, there were no material financial and commercial transactions entered into by them where they have personal interest and which could have potential conflict with the interest of the Company at large.
- e) There were no instances of non-compliance by the Company, no penalties/strictures imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India or any statutory authority on any matters related to the capital markets during the last three years.
- f) In terms of requirement of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have made a certification to the Board of Directors in the prescribed format, which has been reviewed by the Audit Committee and taken on record by the Board.
- g) Code of Business Conduct for Board of Directors and Senior Management lays down various principles of ethics and compliance. The Code has been posted on the Company's website <http://www.abbott.co.in/investor-relations/policies.html>
- h) The Company has complied with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- i) The Company has complied with all the Corporate Governance requirements specified in Regulations 17 to 23 and 25 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As the Company does not have any subsidiary, Regulation 24 is not applicable to the Company.



**Compliance with Discretionary requirements:**

- i) The quarterly and half yearly financial results are published in two newspapers as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are also available on the website of the Company at [www.abbott.co.in](http://www.abbott.co.in) Therefore, the results were not separately circulated to all the Members.
- ii) Reporting of Internal Auditors is directly to the Audit Committee.
- iii) The Company has its financial statements with unmodified audit opinion.

**Place: Mumbai**  
**Date: May 14, 2018**



**Munir Shaikh**  
**Chairman**  
**DIN: 00096273**

**For and on behalf of the Board**



**R A Shah**  
**Director**  
**DIN: 00009851**

