

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

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

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

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 stakeholders in the Company, including shareholders, 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 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 shareholders and other beneficiaries for their actions.

BOARD OF DIRECTORS

- The Board comprises 9 Directors including 2 Executive and 7 Non-Executive Directors, of which 3 are Independent Directors. The Directors are professionals, have 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 the date of this Report, are given in the table below :

Name of Director	Category of Directorship	Attendance at		Number of Directorships in other companies ¹	Number of Committee positions held in other companies ²
		Board Meetings	Annual General Meeting (August 1, 2014)		
Mr Munir Shaikh Chairman of the Board	Non-Executive Director	5 (2 meetings attended via Tele-conference)	Yes	2	NA
Mr Rehan A Khan Managing Director	Executive Director	5 (1 meeting attended via Tele-conference)	Yes	NA	NA
Mr R.A. Shah	Non-Executive, Independent Director	5	No	13 ³ (includes Chairmanship of 3 companies and Vice Chairmanship of 1 company) ¹	6 (includes Chairmanship of 3 committees)
Mr Ranjan Kapur	Non-Executive, Independent Director	5	Yes	11 ⁴	1
Mr Kaiyomarz Marfatia Whole-time Director	Executive Director	5	Yes	NA	NA
Mr Bhasker Iyer	Non-Executive Director	5	Yes	NA	NA
Mr Sachin Dharap	Non-Executive Director	4	Yes	NA	NA
Mr Krishna Mohan Sahnii (appointed with effect from October 29, 2014)	Non-Executive, Independent Director	1	NA	2	NA
Ms Nancy Berce (appointed with effect from May 27, 2015)	Non-Executive Director	NA	NA	NA	NA
Mr Ashok Dayal (retired at the Annual General Meeting held on August 1, 2014)	Non-Executive, Independent Director	None	No	NA	NA
Ms Valentine Yien (resigned with effect from February 28, 2015)	Non-Executive Director	2	Yes	NA	NA

1. The directorships held by the Directors include directorships in private companies, alternate directorships and directorships in foreign companies. However, it does not include the directorships in companies registered under Section 8 of the Companies Act, 2013.
 2. In accordance with Clause 49 of the Listing Agreement, Memberships / Chairmanships of only Audit Committees and Stakeholders Relationship Committees in public limited companies (excluding Abbott India Limited) have been considered.
 3. Mr R. A. Shah holds directorships in 9 public companies, 3 private companies (including 1 alternate directorship) and 1 foreign company.
 4. Mr Ranjan Kapur holds directorships in 3 public companies and 8 private companies.
- c. During the year under review, 5 Board Meetings were held on the following dates :
- May 28, 2014; August 1, 2014; August 14, 2014; November 11, 2014 and February 10, 2015.
- d. Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting as required under Clause 49 VIII E (1) of the Listing Agreement are annexed to the Notice convening the Annual General Meeting which forms part of the Annual Report.
- e. In case of appointment / resignation of Directors, the Company has notified the BSE Limited, as required under the Listing Agreement.

MEETING OF INDEPENDENT DIRECTORS

In terms of requirements of the Companies Act 2013, Rules framed thereunder and Clause 49 II B (6) of the Listing Agreement, a separate meeting of Independent Directors was held on February 10, 2015.

AUDIT COMMITTEE

The composition, role, terms of reference as well as powers of Audit Committee of the Company meet the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Composition :

The Committee comprises of 3 Independent Directors and 1 Non-Executive Director.

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	
			Held	Attended
1.	Mr Ranjan Kapur (Chairman)	Independent Director	4	4
2.	Mr R. A. Shah	Independent Director	4	4
3.	Mr Krishna Mohan Sahni*	Independent Director	4	1
4.	Mr Munir Shaikh	Non-Executive Director	4	4 (2 meetings attended via Tele-conference)

*appointed as Member effective November 11, 2014.

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 statement is 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 the statutory auditors;

reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :

matters required to be included in the Director's 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

changes, if any, in accounting policies and practices and reasons for the same

major accounting entries involving estimates based on the exercise of judgment by management

significant adjustments made in the financial statements arising out of audit findings

compliance with listing and other legal requirements relating to the financial statements

disclosure of any related party transactions

qualifications 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;

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 area of concern;

to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (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;

review the functioning of the Whistle Blower Mechanism (Vigil Mechanism);

carry out any other functions as prescribed under the Companies Act, 2013, Rules made thereunder and Clause 49 of the Listing Agreement or as may be delegated by the Board, from time to time.

The Committee also reviews various information prescribed under Clause 49(III)(E) of the Listing Agreement with the BSE Limited.

Meetings :

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

May 27, 2014; August 14, 2014; November 11, 2014 and February 10, 2015.

The Chief Financial Officer remains present at the meetings. The Statutory, Internal and Cost Auditors are also invited to the meetings, as and when required.

Mr Ranjan Kapur, the Chairman of the Audit Committee attended the Annual General Meeting held on August 1, 2014 in compliance with the requirements of Clause 49 (III) (A) (4) of the Listing Agreement.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, role, terms of reference as well as powers of the Stakeholders Relationship Committee of the Company meet the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Composition :

The Committee comprises of 1 Independent Director, 1 Non-Executive Director and 2 Executive Directors.

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	
			Held	Attended
1.	Mr Bhasker Iyer (Chairman)	Non-Executive Director	4	3
2.	Mr R. A. Shah	Independent Director	4	3
3.	Mr Rehan A. Khan	Managing Director	4	4
4.	Mr Kaiyomarz Marfatia	Whole-time Director	4	4

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 Balance Sheet, duplicate, split, consolidation and rematerialisation of share certificate, etc. of all shareholders in a time bound manner;

monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provide continuous guidance to improve the service levels for shareholders and other security holders;

ensure quick redressal of the complaints of all shareholders and other security holders;

maintain cordial relations with the shareholders and other security holders;

address such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee;

monitor the number of grievances received, resolved or pending at the end of the quarter.

Meetings :

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

May 27, 2014; August 14, 2014; November 11, 2014 and February 10, 2015

Summary of Grievances :

A summary of complaints received and resolved by the Company to the satisfaction of the shareholders / investors during the year 2014-15, is given below :

Particulars	Number
Pending at the beginning of the year under review	-
Received during the year under review	11
Resolved during the year under review	11
Pending at the end of the year under review	-

Out of the above,

3 letters were received from the BSE Limited;

3 letters were received from the Securities and Exchange Board of India (SCORES); and

2 letters were received from Ministry of Corporate Affairs.

relating to investor grievances and the same were duly replied.

As on March 31, 2015, there were no pending share transfers. Barring certain cases pending over a long period of time in Courts / Consumer Forums relating to disputes over the title of the shares in which the Company has been made a party, no investor complaint is pending for a period exceeding one month.

NOMINATION AND REMUNERATION COMMITTEE

The composition, role, terms of reference as well as powers of the Nomination and Remuneration Committee of the Company meet the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Composition :

The Committee comprises of 2 Independent Directors and 2 Non-Executive Directors.

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	
			Held	Attended
1.	Mr Ranjan Kapur (Chairman)	Independent Director	2	2
2.	Mr R. A. Shah	Independent Director	2	2
3.	Mr Munir Shaikh	Non-Executive Director	2	2
4.	Mr Bhasker Iyer	Non-Executive Director	2	1

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

The Board at its Meeting held on May 27, 2015, revised the terms of reference 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 directors and the Board and evaluating the performance of the directors and Board;

ensuring that there is an appropriate induction program in place for new directors and reviewing its effectiveness;

to delegate any of its powers to one or more of its Members or any other person as it may deem fit;

to consider any other matters as may be delegated by the Board; and

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 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.

to delegate any of its powers to one or more of its Members or any other person as it may deem fit;

review annually its terms of reference and recommend necessary changes to the Board;

to consider any other matters as may be delegated by the Board.

Meetings :

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

May 27, 2014 and February 10, 2015

Remuneration Policy :

The Remuneration Policy formulated in terms of requirements under Section 178(3) of the Companies Act, 2013 and Clause 49 (IV) (B) (1) of the Listing Agreement is annexed herewith as Annexure I and forms part of this Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The composition, role, terms of reference as well as powers of the Corporate Social Responsibility (CSR) Committee of the Company meet the requirements of Section 135 of the Companies Act, 2013 and Rules framed thereunder.

Composition :

CSR Committee comprises of 1 Independent Director, 2 Non-Executive Directors and 1 Executive Director.

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	
			Held	Attended
1.	Mr Munir Shaikh (Chairman)	Non-Executive Director	2	2
2.	Mr Ranjan Kapur	Independent Director	2	2
3.	Mr Sachin Dharap	Non-Executive Director	2	2
4.	Mr Rehan A. Khan	Managing Director	2	2

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 Corporate Social Responsibility 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 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; and

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 twice on the following dates :

November 11, 2014 and February 10, 2015

RISK MANAGEMENT COMMITTEE

Risk Management Committee was constituted effective November 11, 2014. The composition, role, terms of reference as well as powers of the Risk Management Committee meet the requirements of Clause 49 of the Listing Agreement.

Composition :

The Committee comprises of 2 Executive Directors, 1 Independent Director and 1 Member of Senior Management.

The composition of the Risk Management Committee and category of its Members is given in the table below :

Sr. No.	Name of the Member	Category
1.	Mr Rehan A. Khan (Chairman)	Managing Director
2.	Mr Kaiyomarz Marfatia	Whole-time Director
3.	Mr Ranjan Kapur	Independent Director
4.	Mr Rajiv Sonalker	Chief Financial Officer

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

Role :

The role of the Committee includes :

monitoring and implementing Risk Management Plans;

ensuring 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;

understanding 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;

such other functions as may be delegated by the Board from time to time.

REMUNERATION OF DIRECTORS

Executive Directors

The Executive Directors are paid remuneration in accordance with the limits prescribed under the Companies Act, 2013 and Remuneration Policy of the Company. The approvals of the Board of Directors, Shareholders and Central Government are obtained, as and when necessary.

Details of remuneration paid to the Executive Directors during the year April 1, 2014 to March 31, 2015 are as follows :

(` in Lakhs)

Terms of Agreement	Mr Rehan A. Khan Managing Director	Mr Kaiyomarz Marfatia Whole-time Director
Period of appointment	5 years	5 years
Date of appointment	May 15, 2012	March 1, 2011
Salary & Other Allowances	3,46.61	82.07
Perquisites*	1,05.95	53.96
Contribution to Provident Fund / Superannuation Fund	26.74	6.24
Performance Linked Incentive	26.15	13.39
Notice Period	Three months	Three months
Severance Fees	There is no separate provision for payment of 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 is entitled to Stock Option of Abbott Laboratories, USA under its "Incentive Stock Option Program" and is also eligible to purchase shares of Abbott Laboratories, USA, under its "Affiliate Employee Stock Purchase Plan", the perquisite value of which is included above.	The Company does not have any Stock Option Plan for its employees. However, Whole time Director is entitled to Stock Option of Abbott Laboratories, USA under its "Incentive Stock Option Program" and is also eligible to purchase shares of Abbott Laboratories, USA, under its "Affiliate Employee Stock Purchase Plan", the perquisite value of which is included above.

Non-Executive Directors

Mr Munir Shaikh, Mr R. A. Shah, Mr Ranjan Kapur and Mr Krishna Mohan Sahni were paid sitting fees amounting to ` 4.75 Lakhs, ` 5.50 Lakhs, ` 5.25 Lakhs and ` 1.50 Lakhs respectively, for attending Board Meetings and various Committee meetings held during the year under review.

None of the Non-Executive Directors had any pecuniary relationship or transactions with the Company other than the sitting fees received by

them. Mr R. A. Shah is a partner of M/s Crawford Bayley & Co., which renders professional services to the Company. 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.

None of the Non-Executive Directors hold any shares of the Company except for Mr R. A. Shah and his relatives who hold 6,874 shares as on March 31, 2015.

GENERAL BODY MEETINGS

Financial Year	Date	Time	Location	No. of Special Resolutions
2013-14	August 1, 2014	3.00 p.m.	RAMA AND SUNDRI WATUMULL AUDITORIUM, K C College, 123, Dinshaw Vacha Road, Vidyasagar Prin. K. M. Kundnani Chowk, Churchgate, Mumbai - 400 020	1 (Appointment of S R B C & CO LLP as Statutory Auditors in place of Deloitte Haskins & Sells LLP, retiring Auditors)
2012	April 25, 2013	10.30 a.m.	Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021	-
2011	May 14, 2012	10.30 a.m.	Y B Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021	-

There was no special resolution passed last year through postal ballot.

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board, in terms of the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement, has formulated the Whistle Blower Policy / Vigil Mechanism called "Abbott India Limited – Procedure for Internal Investigations."

No Employee has been denied access to the Audit Committee.

DISCLOSURES

- There were no materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large.
- The Policy on dealing with Related Party Transactions and Materiality is disclosed on the website of the Company at <http://www.abbott.co.in/investor-relations.html>.

- In the preparation of Financial Statements, no differential treatment from that prescribed in the Accounting Standards has been followed.
- 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.
- There were no instances of non-compliance by the Company, no penalties / strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matters related to the capital markets during the last three years.
- In terms of requirement of Clause 49 IX of the Listing Agreement, the Managing Director (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. The Board of Directors of the Company has a Code of Business Conduct, which lays down various principles of ethics and compliance. The Code has been posted on the Company's website at <http://www.abbott.co.in/investor-relations.html>.
- h. The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

Compliance with Non Mandatory requirements :

- i. There is no audit qualification in the Company's Financial Statements for the year ended March 31, 2015. The Company continues to adopt best practices to ensure the regime of unqualified Financial Statements.
- ii. Reporting of Internal Auditors is directly to the Audit Committee.

MEANS OF COMMUNICATION

- a. The quarterly, half yearly and annual results were published in one English daily newspaper (Free Press Journal) and one Marathi newspaper (Navshakti) published from Mumbai. The quarterly results / shareholding patterns are made available on the website of the Company at www.abbott.co.in. There is no official news release displayed on the website.
- b. During the year under review, the Company has not made any presentation to the institutional investors or analysts.
- c. Management Discussion and Analysis Report forms part of the Directors' Report.

GENERAL SHAREHOLDERS' INFORMATION

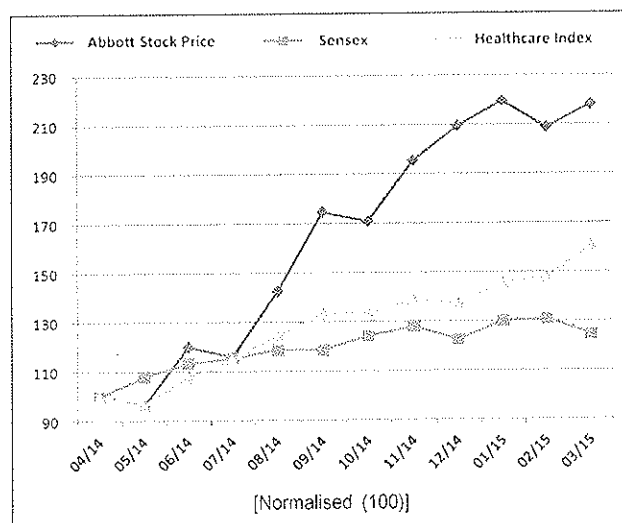
- i. **Annual General Meeting**
Wednesday, July 29, 2015 at 3.30 p.m.
RAMA AND SUNDRI WATUMULL AUDITORIUM,
K C College, 123, Dinshaw Vacha Road, Vidyasagar
Prin. K. M. Kundnani Chowk, Churchgate, Mumbai -
400 020, Maharashtra
- ii. **Financial year**
April 1, 2014 to March 31, 2015
- iii. **Book Closure**
July 24, 2015, Friday, to July 29, 2015, Wednesday (both days inclusive)
- iv. **E-Voting Period**
From 10.00 a.m. (IST) on July 26, 2015 (Sunday) Upto
5.00 p.m. (IST) on July 28, 2015 (Tuesday)
- v. **Dividend Payment Date**
On and from August 7, 2015.

- vi. **Listing on Stock Exchange**
BSE Limited (BSE)
- vii. **Corporate Identification Number (CIN)**
L24239MH1944PLC007330
- viii. **International Securities Identification Number (ISIN)**
INE358A01014
- ix. **Stock Code (BSE)**
500488
- x. **Market Price Data (High / Low during each month) on BSE**

()

Month	High	Low
April, 2014	1,870.00	1,737.50
May, 2014	1,833.75	1,705.00
June, 2014	2,200.00	1,731.00
July, 2014	2,245.00	2,031.05
August, 2014	2,672.00	2,050.00
September, 2014	3,462.60	2,564.00
October, 2014	3,380.00	3,000.00
November, 2014	3,627.75	3,100.00
December, 2014	3,865.00	3,335.00
January, 2015	4,444.05	3,742.00
February, 2015	4,071.25	3,740.00
March, 2015	4,111.90	3,700.15

- xi. **Performance in comparison to broad based indices**
April 1, 2014 to March 31, 2015



xii. Registrars and Share Transfer Agents**Sharepro Services (India) Private Limited**

13A/3, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane, Off
Andheri Kurla Road, Sakinaka, Andheri (East),
Mumbai - 400 072.

Telephone No. : +91-22-6772 0400 / 03 00

Fax : +91-22-2859 1568

Email : sharepro@shareproservices.com

Investors Relation Centre**Sharepro Services (India) Private Limited**

912, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.

Telephone No. : +91-22-6613 4700

Fax : +91-22-2282 5484

xiii. Share Transfer System

In order to expedite the process of share transfers, the said powers are delegated to a Share Transfer Committee comprising of the officers of the Secretarial Department, who attend to the share transfer formalities at least once in a fortnight. The Share Transfer Committee also considers requests received for transmission of shares, issue of duplicate certificates and split / consolidation of certificates.

Share transfer requests received at the Registrars & Share Transfer Agents are normally processed and delivered within 15 days from the date of lodgement, if the documents are complete in all respects. Requests for dematerialisation of shares are processed and the confirmation is given to the depositories within 15 days from the date of receipt.

xiv. Distribution of shareholding as on March 31, 2015

Distribution	No. of Share holders	% to Total	No. of Shares held	% to Total
(1)	(2)	(3)	(4)	(5)
Upto to 500	17,998	92.74	14,33,793	6.75
501 to 1000	781	4.02	5,64,934	2.66
1001 to 2000	365	1.88	5,17,907	2.44
2001 to 3000	117	0.60	2,89,364	1.36
3001 to 4000	49	0.25	1,73,219	0.81
4001 to 5000	34	0.18	1,52,064	0.72
5001 to 10000	30	0.16	2,15,573	1.01
ABOVE 10000	33	0.17	1,79,02,448	84.25
TOTAL	19,407	100.00	2,12,49,302	100.00

xv. Shareholding Pattern as on March 31, 2015

Category of Shareholders	No. of Shares	% to Total
Promoters / Foreign Collaborators	1,59,34,048	74.99
Banks	7,662	0.04
FII	1,38,028	0.65
Foreign Portfolio - Corp.	57,050	0.27
Insurance Companies	44,838	0.21
Mutual Funds	15,19,120	7.15
Domestic Companies	1,85,286	0.87
Non-Domestic Companies	471	0.00
Non-Resident Indians	60,974	0.29
Directors & Relatives	6,874	0.03
Others	32,94,951	15.50
TOTAL	2,12,49,302	100.00

xvi. Dematerialisation of Shares as on March 31, 2015

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).

As on March 31, 2015, 2,05,52,887 shares representing 96.72% of the Company's total paid-up share capital were held in dematerialised mode.

xvii. The Company has not issued any GDR / ADR Warrants or any other convertible instruments.**xviii. Plant Location**

L-18/ 19, Verna Industrial Estate, Goa

xix. Address for correspondence

Abbott India Limited

CIN : L24239MH1944PLC007330

Registered office

3-4, Corporate Park, Sion-Frombay Road,
Mumbai - 400 071, Maharashtra, India

Telephone No. : +91-22-6797 8888

Fax : +91-22-6797 8727

Email : webmaster@abbott.co.in

investor.relations@abbott.co.in

Website : www.abbott.co.in

Corporate Office

271, Business Park,
Model Industrial Colony, Off Aarey Road,
Goregaon (E), Mumbai - 400 063

Maharashtra, India

Telephone : +91-22-2871 7400

Fax : +91-22-2871 7499

Sharepro Services (India) Private Limited

13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road,
Sakinaka, Andheri (East),
Mumbai - 400 072.
Telephone No. : +91-22-6772 0400 / 03 00
Fax : +91-22-2859 1568
Email : sharepro@shareproservices.com

Investors Relation Centre

912, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.
Telephone No. : +91-22-6613 4700
Fax : +91-22-2282 5484

For and on behalf of the Board

Mumbai
May 27, 2015

Munir Shaikh
Chairman
DIN : 00096273

Ranjana Kapoor
Director
DIN : 00075113

DECLARATION UNDER CLAUSE 49 II (E) OF THE LISTING AGREEMENT

As required under Clause 49 II (E) of the Listing Agreement with BSE Limited, I hereby affirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Abbott India Code of Business Conduct, as applicable to them, for the year ended March 31, 2015

Mumbai
May 27, 2015

Rehan A. Khan
Managing Director
DIN : 02616924

AUDITORS' CERTIFICATE

To
The Members of Abbott India Limited

We have examined the compliance of conditions of Corporate Governance by Abbott India Limited (the 'Company'), for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited, Mumbai.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SRBC & CO LLP

Chartered Accountants
ICAI Firm Registration Number : 324982E

per Ravi Bansal
Partner
Membership No.: 49365
Mumbai
May 27, 2015

Annexure I

Remuneration Policy

1. Purpose :

- 1.1 Section 178 (3) of the Companies Act, 2013 and Clause 49 (IV) (B) (1) of the Listing Agreement requires every Nomination and Remuneration Committee (N&RC) to devise a Policy on remuneration of Directors, Key Managerial Personnel (KMP) and other employees.
- 1.2 The N&RC is responsible for recommending to the Board a Policy relating to the remuneration of Directors, Key Managerial Personnel and other employees.

2. Overview :

- 2.1 N&RC has laid down this Policy to ensure compliance with Section 178 (4) of the Companies Act, 2013, which states that :
 - 2.1.1 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;
 - 2.1.2 relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - 2.1.3 remuneration to Whole-time Directors, KMP and Senior Management Personnel 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.

3. Company Philosophy :

- 3.1 The Company's compensation philosophy is based on three primary factors :
 - 3.1.1 Being competitive with peer-group companies both within and outside of healthcare with financial performance similar to the company;
 - 3.1.2 Making individual performance the primary driver of total pay;
 - 3.1.3 Linking pay to achievement of the Company's business goals.
- 3.2 Simply stated, the Company's compensation is intended to compare favorably with the pay programs of other leading healthcare companies as well as other high-performing companies outside of the healthcare arena that have a similar size, scope and financial performance to

the Company and operate in markets where we compete for talent.

- 3.3 While employees are paid based on their skills and levels of performance, employee pay at the company is on an average targeted to be competitive at the median pay of other leading companies.
- 3.4 The Company is dedicated to providing a solid foundation of employee benefits that will allow employees to meet their personal and family needs. We recognize the importance of financial security for things that matter most to the employee and their families. Our benefits philosophy is based on three primary core values :
 - 3.4.1 The Company cares and is concerned for the health, welfare and financial well-being of its employees worldwide;
 - 3.4.2 The Company has established competitive benefits as part of the Total Rewards offered to its employees;
 - 3.4.3 The Company has developed standards for effective management of employee benefit programs.
- 3.5 The Company is committed to offering comprehensive and competitive benefit packages designed to meet the changing needs of our employees and our diverse businesses.

4. Definitions :

- 4.1 "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 4.2 "Key Managerial Personnel" means
 - Chief Executive Officer or the Managing Director or the Manager;
 - Company Secretary;
 - Whole-time Director;
 - Chief Financial Officer; and
 - Such other officer as may be prescribed under the Act.
- 4.3 "Senior Management" means personnel of the Company who are members of its core management team, excluding the Board of Directors, comprising all members of management one level below the Executive Directors, including the functional heads.
- 4.4 "Other Employees" means all other employees of Abbott India Limited but do not include employees who have signed collective or union agreements or on contractual basis.

5. Remuneration for Non-Executive Directors (Independent & Non- Independent Directors) :

5.1 Sitting Fees

5.1.1 Non-Executive Directors (NEDs) (other than those employed with any Abbott group company) will be paid sitting fees for attending each meeting of the Board and its Committees as determined by the Board from time to time in accordance with the provisions of the Act. The sitting fees payable to the NEDs for attending the meetings of the Board and various Committees is given in the Annexure attached at the end of this Policy. Quantum of sitting fees may be subject to review on a periodic basis, as and when required subject to the applicable statutory provisions of the Act as amended from time to time.

5.2 Reimbursement of reasonable expenses

5.2.1 The Company may pay or reimburse to the NEDs such expenditure as may have been incurred by them for attending the Board / Committee meetings. This may include reimbursement of expenditure incurred by them for accommodation, travel and any out of pocket expenses for attending Board / Committee meetings, General meetings, Court convened meetings, Meetings with shareholders / creditors / management, site visits / induction and training (organized by the Company for Directors).

5.2.2 In the case of Independent Directors, the Company may pay / reimburse any expenses incurred (subject to reasonable limits) by the Independent Director for professional advice from Independent advisors in the furtherance of their duties as Independent Directors.

5.3 Stock Options

5.3.1 Independent Directors shall not be entitled to any stock options of the Company.

5.4 Insurance policy for Non- Executive Directors

5.4.1 Where any insurance is taken by the Company on behalf of its NEDs, for indemnifying them against any statutory liability, the premium paid on such insurance would not constitute part of their remuneration.

6. Remuneration for Managing Director ("MD") and Executive Directors ("ED") :

6.1 The remuneration to MD / ED and any change thereof shall be approved by the Board on the recommendation of the N&RC subject to approval by the shareholders of the Company within the limits prescribed under the Act and Central Government approval wherever required.

6.2 Fixed remuneration is payable by way of salary, perquisites and allowances. The N&RC shall recommend to the Board, annual increments in salary effective 1st April each year.

6.3 Apart from the fixed remuneration, there is a variable component of a performance linked incentive / commission which is payable on an annual basis. The amount of performance bonus / commission shall be determined by the Board based on the recommendation of the N&RC and in alignment with Company policy. There can be components of one-time incentive or special incentives basis, his agreed compensation structure with the host countries in case of expatriates. The same will be as recommended by the N&RC and approved by the Board of Directors.

6.4 The Company shall provide retirement benefits as per statutory requirements. Additionally, there may be certain other retirement benefits that may be provided to MD / ED such as pension, gratuity, superannuation, etc.

6.5 MD / ED are also eligible for Long Term Incentives granted by the Parent Company, Abbott Laboratories, USA in the form of Stock Options and / or Restricted Stock Units.

7. Minimum Remuneration :

7.1 If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its MD & EDs in accordance with the provisions of Schedule V of the Act.

8. Provisions for excess remuneration :

8.1 If MD / ED draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums

to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

9. Key Managerial Personnel, Senior Management and Other Employees :

9.1 Base Salary

9.1.1 Salaries to KMP, Senior Management and other employees are decided basis the level of responsibility and individual performance. Base pay structure would depend upon :

Position evaluations;

Periodic surveys of appropriate comparison companies;

Salary ranges which reflect job worth based on competitive comparisons.

9.2 Bonus, Perquisites, Allowances and Benefits

9.2.1 In addition to the fixed salary, certain perquisites, allowances and benefits are provided to the KMPs, Senior Management and other employees.

9.2.2 The Company currently provides all employees with social security in terms of insurance towards hospitalization (Mediclaim insurance), accidental death and dismemberment (personal accident insurance).

9.2.3 The Company provides retirement benefits as per statutory requirements.

9.2.4 The Company provides a performance linked cash bonus to employees as per eligibility and based on performance of the Company in general and the individual's performance for the relevant financial year measured against specific Key Result Areas, which are aligned to the Company's objectives and policies.

9.2.5 KMP / Senior Management Personnel / other employees as per their grade are also eligible for Long Term Incentives granted by the Parent Company, Abbott Laboratories, USA in the form of Stock Options and / or Restricted Stock Units.

10. Merit Pay :

10.1 The common effective date for merit pay increase is on 1st April of the calendar year. Merit pay is intended to focus solely on individual performance against goals and expectations determined for an individual during the Performance Excellence Review process.

11. Policy Implementation :

11.1 N&RC is responsible for recommending this Remuneration Policy to the Board.

11.2 The Board is responsible for approving and overseeing implementation of this Policy (with the support of the N&RC).

12. Review of this Policy :

12.1 This Policy shall be subject to review by the Committee at such intervals as may be deemed necessary. Changes (if any) recommended by the N&RC shall be placed before the Board for its approval.

ANNEXURE TO THE POLICY

Sr	Board / Committee Meeting	Amount per meeting per Director (Rs)*
1	Board of Directors (including meetings of Independent Directors)	1,00,000
2	Audit Committee	1,00,000
3	Nomination & Remuneration Committee	50,000
4	Stakeholders Relationship Committee	50,000
5	Corporate Social Responsibility (CSR) Committee	50,000
6	Risk Management Committee	50,000

*Revised with effect from April 1, 2015 from Rs 50,000 to Rs 1,00,000 for attending Board Meetings, Audit Committee Meetings and the Meetings of Independent Directors and from Rs 25,000 to Rs 50,000 for attending other Committee Meetings, as per the approval of N&RC and Board at its meetings held on February 10, 2015.