



## 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

- (a) As on March 31, 2016, the Board comprises of 9 Directors including 1 Executive and 8 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.
- (b) 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, 2016, are given in the table below:

Name of Director	Category of Directorship	Attendance at		Number of Directorships in other companies <sup>1</sup>	Number of Committee positions held in other companies <sup>2</sup>
		Board Meetings	Annual General Meeting (July 29, 2015)		
Mr Munir Shaikh Chairman of the Board	Non-Executive Director	5 (including 1 meeting attended via Tele-conference)	Yes	2	NIL
Mr Rehan A Khan Managing Director (resigned as Managing Director and Director effective April 30, 2016)	Executive Director	5	Yes	NIL	NIL

Mr R.A. Shah (relinquished his position as Independent Director on July 31, 2015 and continued as Non-Executive Director)  (re-appointed as Independent Director effective October 28, 2015)	Non-Executive, Independent Director	5	Yes	13 <sup>3</sup> (includes Chairmanship of 3 companies and Vice Chairmanship of 1 company)	6 (includes Chairmanship of 3 committees)
Mr Ranjan Kapur	Non-Executive, Independent Director	6	Yes	7 <sup>4</sup>	1
Mr Kaiyomarz Marfatia (ceased to be Whole-time Director effective February 29, 2016 and continued as Director, liable to retire by rotation)	Non-Executive Director	6	Yes	NIL	NIL
Mr Bhasker Iyer	Non-Executive Director	5	No	NIL	NIL
Mr Sachin Dharap	Non-Executive Director	4	Yes	NIL	NIL
Mr Krishna Mohan Sahni	Non-Executive, Independent Director	6	Yes	2	1
Ms Nancy Berce	Non-Executive Director	2	Yes	NIL	NIL

1. The Directorships held by Directors in other companies also include 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. Committee positions held in other companies includes Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.

3. Mr R. A. Shah holds directorships in 9 public companies, 3 private companies and 1 foreign company.

4. Mr Ranjan Kapur holds directorships in 1 public company and 6 private companies.

(c) During the year under review, 6 Board Meetings were held on the following dates:

May 27, 2015; July 29, 2015; August 12, 2015; November 6, 2015; February 1, 2016 and February 29, 2016.

(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 are annexed to the Notice convening the Annual General Meeting, which forms part of the Annual Report.

- (e) There is no inter-se relationship between any of the Directors.
- (f) None of the Non-Executive 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, 2016.
- (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 appointment/re-appointment/resignations of Directors during the year under review.

#### **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

In terms of the Company's Policy on Induction and Continuing Education Program for Independent Directors, various programs are conducted from time to time to familiarize the Independent Directors with the Company, its operations, its management and the industry in which it operates. It seeks to enable the Independent Directors to understand the business and strategy and leverage their expertise and experience to the maximum benefit of the Company.

Details of such programs conducted by the Company for the financial year 2015-16 are available on the website of the Company at <http://www.abbott.co.in/investor-relations-policies-and-procedures.html>.

#### **MEETING OF INDEPENDENT DIRECTORS**

2 Meetings of Independent Directors were held during the year on May 27, 2015 and August 12, 2015, 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.

#### **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 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 R A Shah (Chairman)*	Independent Director	5	4
2.	Mr Ranjan Kapur <sup>#</sup>	Independent Director	5	5
3.	Mr Munir Shaikh	Non-Executive Director	5	4 (attended 1 meeting via Tele-conference)
4.	Mr Krishna Mohan Sahni	Independent Director	5	5

\* appointed as Chairman effective May 25, 2016. <sup>#</sup> ceased to be Chairman effective May 25, 2016

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 :
  - 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. 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 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 27, 2015; July 29, 2015; August 12, 2015; November 6, 2015 and February 1, 2016.

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

Mr Ranjan Kapur, the former Chairman of the Audit Committee attended the Annual General Meeting held on July 29, 2015 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 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	5	5
2.	Mr. R. A. Shah*	Independent Director	5	1
3.	Mr Munir Shaikh	Non-Executive Director	5	4 (including 1 meeting attended via Tele- conference)
4.	Mr Bhasker Iyer	Non-Executive Director	5	4

\*Ceased as Member effective August 12, 2015 and again re-appointed effective February 29, 2016

During the year, Mr Krishna Mohan Sahni was appointed as the Member on August 12, 2015; however he ceased as Member effective February 29, 2016. He attended 3 meetings during this period.

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 directors and the Board and evaluating the performance of the directors and Board; 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 considering 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 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 consider any other matters as may be delegated by the Board.

**Meetings:**

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

May 27, 2015; August 12, 2015; November 6, 2015; February 1, 2016 and February 29, 2016.

Mr Ranjan Kapur, Chairman of the Committee attended the Annual General Meeting of the Company to answer the shareholders' queries.

### **Performance Evaluation Criteria for Independent Directors:**

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

Performance Evaluation of the Board, Board Committees and Directors is done through self-assessment and group discussions in terms of the aforesaid Framework and Policy.

### **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, 2 Non- 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 Kaiyomarz Marfatia	Non- Executive Director	4	4

Mr Rehan A. Khan ceased as Member of the Committee effective April 30, 2016 consequent to his resignation as the Managing Director and Director of the Company. He attended 3 meetings during the year.

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 rematerialisation of share certificates, 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 received from shareholders 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.

#### **Meetings:**

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

May 27, 2015; August 12, 2015; November 6, 2015 and February 1, 2016.

#### **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 under review	--
Received during the year under review	5*
Resolved during the year under review	5*
Pending at the end of the year under review	--

\*includes one letter received from the BSE Limited relating to an investor grievance which was duly replied.

As on March 31, 2016, 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 Rules framed thereunder.

#### **Composition:**

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

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	3	3 (including 1 meeting attended via Tele-conference)
2.	Mr Ranjan Kapur	Independent Director	3	3
3.	Mr Sachin Dharap	Non-Executive Director	3	2
4.	Mr Krishna Mohan Sahni <sup>#</sup>	Independent Director	3	NA

# appointed as Member effective February 29, 2016

Mr Rehan A. Khan ceased as Member of the Committee effective April 30, 2016 consequent to his resignation as the Managing Director and Director of the Company. He attended 2 meetings during the year.

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 3 times on the following dates:

May 27, 2015; November 6, 2015 and February 1, 2016.

**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 2 Non-Executive Directors, 1 Independent Director and a Chief Financial Officer.

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	
			Held	Attended
1.	Mr Bhasker Iyer <sup>@</sup> (Chairman)	Non-Executive Director	2	NA
2.	Mr Kaiyomarz Marfatia	Non-Executive Director	2	2
3.	Mr Krishna Mohan Sahni <sup>#</sup>	Independent Director	2	NA-
4.	Mr Rajiv Sonalker	Chief Financial Officer	2	2

<sup>@</sup>appointed as Member and Chairman effective May 1, 2016

<sup>#</sup> appointed as Member effective May 25, 2016

Mr Rehan A. Khan ceased as Member of the Committee effective April 30, 2016 consequent to his resignation as the Managing Director and Director of the Company. He attended 1 meeting during the year.

Mr Ranjan Kapur ceased to be Member effective May 25, 2016. He attended 2 meetings during the year.

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

#### **Role:**

The role of the Committee includes:

- monitoring and implementing Risk Management Plans;
- ensures 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;
- understands 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.

#### **Meetings:**

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

May 27, 2015 and February 1, 2016.

## 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 are as follows:

(Rs in Lakhs)		
<b>Terms of Agreement</b>	<b>Mr Rehan A. Khan *</b> <b>Managing Director</b> (April 1, 2015 to March 31, 2016 )	<b>Mr. Kaiyomarz Marfatia #</b> <b>Whole-time Director</b> (April 1, 2015 to February 29, 2016)
Period of appointment	5 years	5 years
Date of appointment	May 15, 2012	March 1, 2011
Salary & Other Allowances	2,50.29	89.51
Perquisites	2,40.33	47.19
Contribution to Provident Fund / Superannuation Fund	26.93	6.56
Performance Linked Incentive	45.73	15.75
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 Restricted Stock Units of Abbott Laboratories, USA under its "Long Term Incentive Program", 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 Restricted Stock Units of Abbott Laboratories, USA under its "Long Term Incentive Program", the perquisite value of which is included above

\* resigned as Managing Director and Director of the Company effective April 30, 2016.

# ceased as Whole-time Director effective February 29, 2016 upon completion of his term and continued as Non-Executive Director, liable to retire by rotation.

### Non-Executive Directors

Mr Munir Shaikh, Mr R. A. Shah, Mr Ranjan Kapur and Mr Krishna Mohan Sahni were paid sitting fees amounting to Rs. 12.50 Lakhs, Rs. 12 Lakhs, Rs. 18 Lakhs and Rs. 14.50 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. Mr R. A. Shah is a partner of M/s Crawford Bayley & Co., which renders professional services to the Company. During the year fees of Rs 61,200/- was remitted to Crawford Bayley & Co. for various professional services rendered by them. 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
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)
2013-14	August 1, 2014	3.00 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 (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	-

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 Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has formulated the Vigil Mechanism / Whistle Blower Policy called "Abbott India Limited – Procedure for Internal Investigations". Adequate safeguards are provided against victimization of director(s) or employee(s) or any other person who avail such mechanism.

No Employee has been denied access to the Audit Committee.

#### MEANS OF COMMUNICATION

- (a) The quarterly, half yearly and annual results are published in one English daily newspaper (Business Standard) 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 not made any presentation to the institutional investors or analysts.

## **GENERAL SHAREHOLDER INFORMATION**

### **i. Annual General Meeting**

Monday, July 18, 2016 at 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

### **ii. Financial year**

April 1, 2015 to March 31, 2016

### **iii. Book Closure**

Tuesday, July 12, 2016 to Monday, July 18, 2016 (both days inclusive)

### **iv. E-Voting Period**

From 10.00 a.m. (IST) on July 15, 2016 (Friday) Upto 5.00 p.m. (IST) on July 17, 2016 (Sunday)

### **v. Dividend Payment Date**

On and from July 26, 2016

### **vi. Listing on Stock Exchange**

BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Telephone No.: +91-22-22721233/4, +91-22-66545695  
Fax: +91-22-22721919  
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 2015-16 was paid to the BSE Limited as per Regulation 14 of the 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)**

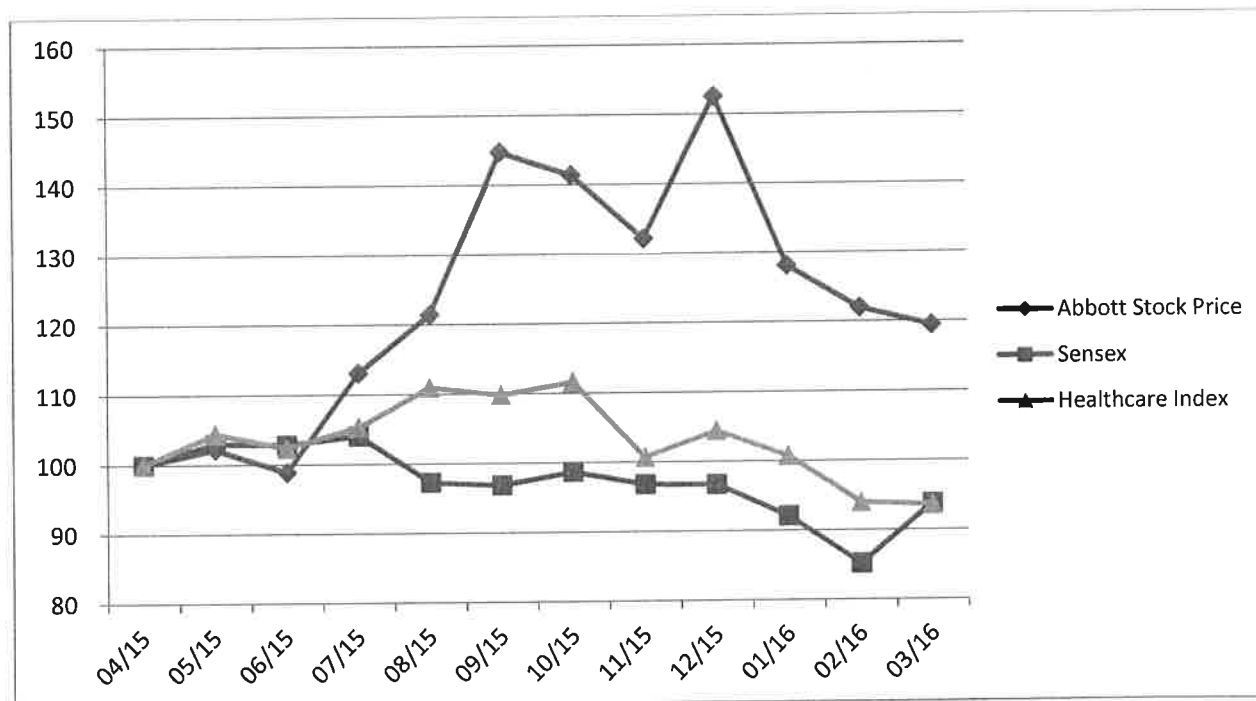
500488

**x. Market Price Data (High/Low during each month) on BSE**  
(Rs.)

Month	High	Low
April, 2015	4,087.00	3,770.00
May, 2015	4,060.55	3,768.00
June, 2015	4,050.00	3,707.00
July, 2015	4,715.00	3,880.00
August, 2015	4,948.25	4,450.00
September, 2015	6,152.95	4,650.00
October, 2015	5,879.95	5,397.10
November, 2015	5,575.00	4,973.45
December, 2015	5,799.00	5,113.00
January, 2016	6,015.00	4,832.65
February, 2016	5,275.00	4,561.00
March, 2016	5,220.00	4,501.00

**xi. Performance in comparison to broad based indices**  
April 1, 2015 to March 31, 2016

Normalised (100)



**xii. Registrar and Share Transfer Agent**

The Company appointed Karvy Computershare Private Limited (Karvy) as its new Registrar and Share Transfer Agent in place of Sharepro Services (India) Private Limited effective June 1, 2016.

**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 2342 0814	B-24, Rajabhadur Mansion, 6, Ambalal Doshi Marg, Behind BSE Limited, Fort, Mumbai - 400 001 Tel No: +91-22-66235412
Email: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Website: <a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a>	

Addresses and other details of various centres of Karvy are available on [www.karvycomputershare.com](http://www.karvycomputershare.com)

**xiii. Share Transfer System**

Share Transfer Committee comprising of the officials of the Company attend to the share transfer formalities at least once in a fortnight. The said Committee also considers requests received for transmission of shares and dematerialisation.

Board Administrative Committee comprising of Directors considers and approves the requests for duplicate certificates, split / consolidation and rematerialisation.

Share transfer requests received at the Registrars & 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.

**xiv. Distribution of shareholding as on March 31, 2016**

Distribution	No. of Share holders	% to Total	No. of Shares held	% to Total
(1)	(2)	(3)	(4)	(5)
Upto 500	19,862	93.46	14,41,774	6.78
501 to 1000	764	3.60	5,49,981	2.59
1001 to 2000	359	1.69	5,07,156	2.39
2001 to 3000	116	0.55	2,85,439	1.34
3001 to 4000	48	0.23	1,69,754	0.80
4001 to 5000	37	0.17	1,68,052	0.79
5001 to 10000	30	0.14	2,01,870	0.95
ABOVE 10000	34	0.16	1,79,25,276	84.36
<b>TOTAL</b>	<b>21,250</b>	<b>100.00</b>	<b>2,12,49,302</b>	<b>100.00</b>



**xv. Shareholding Pattern as on March 31, 2016**

Category of Shareholders	No. of Shares	% to Total
Promoters	1,59,34,048	74.99
Banks	9,767	0.05
Foreign Institutional Investors	1,27,158	0.60
Foreign Portfolio - Corp.	2,60,601	1.23
Insurance Companies	39,631	0.19
Mutual Funds	13,74,405	6.47
Domestic Companies	1,81,265	0.85
Non-Domestic Companies	471	0.00
Non-Resident Indians	66,054	0.31
Directors & Relatives	6,874	0.03
Others	32,49,028	15.28
<b>Total</b>	<b>2,12,49,302</b>	<b>100.00</b>

**xvi. Dematerialisation of Shares as on March 31, 2016 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).

As on March 31, 2016, 2,05,91,827 shares representing 96.91% of the Company's total paid-up share capital were held in dematerialised mode.

**xvii. The Company has not issued any GDR/ADR or Warrants or any other convertible instruments.****xviii. Foreign exchange risk and hedging activities**

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

**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-Trombay Road,  
Mumbai – 400 071 Maharashtra, India  
Telephone : +91-22-6797 8888  
Fax : +91-22-6797 8727

**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

Email : [webmasterindia@abbott.com](mailto:webmasterindia@abbott.com)  
[investor.relations@abbott.com](mailto:investor.relations@abbott.com)

Website : [www.abbott.co.in](http://www.abbott.co.in)

**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 2342 0814	B-24, Rajabhadur Mansion, 6, Amblal Doshi Marg, Behind BSE Limited, Fort, Mumbai - 400 001 Tel No: +91-22-66235412
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 that had potential conflict with the interests of the Company at large.
- (b) Policy on dealing with Related Party Transactions and Policy 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-and-procedures.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 SEBI 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 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 <http://www.abbott.co.in/investor-relations-policies-and-procedures.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 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 Shareholders.
- ii. Reporting of Internal Auditors is directly to the Audit Committee

Mumbai  
May 25 , 2016



**Munir Shaikh**  
Chairman  
DIN : 00096273

**For and on behalf of the Board**

**Ranjan Kapur**  
Director  
DIN : 00035113