



Abbott India Limited

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POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding General Meetings/conducting Postal Ballot process, vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 (hereinafter collectively referred to as “MCA Circulars”), that the resolutions appended below are proposed to be passed by the Members of Abbott India Limited (“the Company”) through Postal Ballot by voting through electronic means (“remote e-voting”).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act setting out the material facts concerning the said resolutions and the reasons thereof, are annexed hereto for your consideration.

In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories/Depository Participants. If your e-mail address is not registered with the Company or Depositories/Depository Participants, please follow the process specified in the Note No. 11 to receive this Postal Ballot Notice.

Members are required to communicate their assent or dissent through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. Remote e-voting shall **commence on Friday, February 25, 2022 at 9.00 A.M. (IST) and end on Saturday, March 26, 2022 at 5.00 P.M. (IST)**.

The Board of Directors of the Company has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993) as the ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman of the Company or to any other person authorized by him after completion of scrutiny of the remote e-voting and the results of the remote e-voting shall be declared **not later than 3.30 P.M. (IST) on Monday, March 28, 2022** at the Corporate Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Saturday, March 26, 2022**. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.abbott.co.in and on the remote e-voting website of KFin Technologies Private Limited (“KFin”) i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and also be displayed at the Registered and Corporate Offices of the Company.

SPECIAL BUSINESS :

Resolution 1

Re-appointment of Mr Sudarshan Jain (DIN : 00927487) as an Independent Director

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

RESOLVED That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr Sudarshan Jain (DIN : 00927487), who was appointed as an Independent Director of the Company by the Members for a term up to March 31, 2022, who is being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) years effective April 1, 2022 upto March 31, 2027, not liable to retire by rotation.

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

Resolution 2

Appointment of Mr Vivek V Kamath (DIN : 06606777) as a Director

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

RESOLVED That pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) read with Article 113 of the Articles of Association of the Company, Mr Vivek V Kamath (DIN : 06606777), who was appointed as an Additional Director of the Company by the Board of Directors effective February 15, 2022 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

Resolution 3

Appointment of Mr Vivek V Kamath (DIN : 06606777) as Managing Director

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

RESOLVED That pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), read with Article 133 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr Vivek V Kamath (DIN : 06606777) as the Managing Director, for a period of 5 (five) years effective February 15, 2022 upto February 14, 2027, not liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.

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

By Order of the Board

Krupa Anandpara

Company Secretary

Membership No.: ACS 16536

Place: Mumbai

Date : February 9, 2022

NOTES

1. The Explanatory Statement pursuant to Sections 102 (1), 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), setting out the material facts concerning the said resolutions and the reasons thereof, is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. As per Section 110 and other applicable provisions, if any, of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is **Friday, February 18, 2022 (“Cut-off Date”)**. A person who is not a Member of the Company as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding remote e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or Depositories/Depository Participants and whose names appear in the Register of Members/Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through remote e-voting.

The Notice shall also be uploaded on the website of the Company i.e. www.abbott.co.in and on the remote e-voting website of KFin Technologies Private Limited (“KFin”) i.e. <https://evoting.kfintech.com>. As per the MCA Circulars, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 11.
5. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged KFin as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
7. Remote e-voting shall **commence on Friday, February 25, 2022, at 9.00 A.M. (IST) and end on Saturday, March 26, 2022 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by KFin for voting thereafter.
8. The Company has appointed Mr Taizoon M. Khumri, Practicing Company Secretary (CP No. 88 and Membership No. FCS 993) as the ‘**Scrutinizer**’ for conducting the Postal Ballot process in a fair and transparent manner.
9. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to any other person authorized by him. The result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him, **not later than 3.30 P.M. (IST) on Monday, March 28, 2022** at the Corporate Office of the Company. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Saturday, March 26, 2022**.

The result of the Postal Ballot along with the Scrutinizer’s Report will be placed on the Company’s website i.e., www.abbott.co.in and on the remote e-voting website of KFin i.e. <https://evoting.kfintech.com>. The same shall simultaneously be communicated to the BSE Limited, on which the shares of the Company are listed and also be displayed at the Registered and Corporate Offices of the Company.

10. In case of any query/concern/grievance, Members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.kfintech.com> or contact Mr Premkumar Nair, Manager – Corporate Registry, KFin Technologies Private Limited at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, India, at email: einward.ris@kfintech.com; phone: 1800-3454-001 (Toll Free) or may write to the Company Secretary at investorrelations.india@abbott.com

11. **The remote e-voting process shall be as under:**

Login method for remote e-voting for Individual Shareholders holding securities in demat mode.

As per SEBI Circular dated December 9, 2020 on remote e-voting facility provided by listed entities, all “individual shareholders holding shares of the Company in demat mode” can cast their vote(s), by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants (“DP”).

Shareholders are advised to update their mobile number and e-mail address with their DPs in order to access remote e-voting facility.

The procedure to login and access remote e-voting, as implemented by the Depositories/Depository Participant(s), is given below:

Types of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) Through NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a Mobile. 2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com/ 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in point no. 1. <p>2) Through e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 2. Click on the icon “Login” which is available under “Shareholder/Member” section. 3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - KFin and you will be redirected to e-voting website of KFin for casting your vote during the remote e-voting period.

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

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

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

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

Login method for remote e-voting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

- 1. In case a Shareholder receives an e-mail from the Company/KFin Technologies Private Limited [for Members whose e-mail address is registered with the Company/Depository Participant(s)]:**
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e., User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) i.e., 6478, followed by Folio No. In case of demat mode, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for remote e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering the details appropriately, click on “LOGIN”.
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email address etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, select the “EVEN” of Abbott India Limited and click on “Submit”
 - vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR/AGAINST” or alternatively, you may partially enter any number of shares that you hold under “FOR”/AGAINST”, but the total number under “FOR/AGAINST” taken together shall not exceed your total shareholding as on the Cut-off Date. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
 - viii. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xi. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email address cstaizonkhumri@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the remote e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

2. Members whose email addresses are not registered with the Company/Depository Participants(s), can follow the below process to obtain the Postal Ballot Notice and remote e-voting instructions:

(A) Members holding shares in Demat Mode

- i. Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- ii. Select the Company name “Abbott India Limited”
- iii. Enter DP ID/Client ID, PAN No., E-mail address and Mobile No. so as to generate the One-time Passwords (OTPs).
- iv. Enter OTPs generated on the E-mail address and Mobile No. to validate the details (The OTPs shall be valid for 5 minutes only).
- v. Post successful validation, the system will confirm the E-mail address for the limited purpose for service of Postal Ballot Notice.

(B) Members holding shares in Physical Mode

- i. Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
- ii. Select the Company name “Abbott India Limited”
- iii. Enter Folio No/PAN (If PAN is not registered with the Company, then the Member is required to mentioned Certificate No), E-mail address and Mobile No. so as to generate the One-time Passwords (OTPs).
- iv. Enter the OTPs generated on the E-mail address and Mobile No. to validate the details (The OTPs shall be valid for 5 minutes only).
- v. If PAN is not available, the system will prompt to upload the self-attested scan copy of the PAN card.
- vi. Post successful validation, the system will confirm the E-mail address for the limited purpose for service of Postal Ballot Notice.

Post successful registration of the email address, the Member will get soft copy of the Notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, Members may write to inward.ris@kfintech.com.

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

Resolution 1

In terms of the provisions of Section 149 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) the Members of the Company, at their Seventy-fifth Annual General Meeting held on August 22, 2019, had approved the appointment of Mr Sudarshan Jain (DIN : 00927487) as an Independent Director of the Company, for a period upto March 31, 2022.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee and considering the expertise, experience and contribution made by Mr Sudarshan Jain during his first term and based on his positive performance evaluation, approved his re-appointment as an Independent Director for a period of 5 (five) years effective April 1, 2022, subject to the approval of the Members of the Company.

Mr Sudarshan Jain has granted the consent for his re-appointment as an Independent Director. Further, the Company has received declarations from him that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Act, Rules framed thereunder read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended (“the Listing Regulations”). Also, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

The Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing the candidature of Mr Sudarshan Jain for the office of a Director. In the opinion of the Nomination and Remuneration Committee and the Board, Mr Sudarshan Jain is independent of the Management.

Mr Sudarshan Jain is the Chairperson of the Nomination and Remuneration Committee and a Member of Audit and Risk Management Committees of the Company.

Mr Sudarshan Jain has a strong passion for healthcare and education sectors and is a veteran in the healthcare industry. He has extensive and diversified experience in strategic management, corporate affairs, brand building and overall business operations in healthcare companies. His experience covers pharmaceutical, OTC, hospital, diagnostic and nutrition businesses. He has played an active role in shaping healthcare policy and improving access to healthcare in India. He also has wide industry knowledge and extensive expertise in building market leading brands.

Mr Sudarshan Jain has served in several leadership positions for over 40 years in the healthcare industry (Lupin, Johnson & Johnson, Piramal, Abbott) and was formerly the General Manager of Healthcare Solutions business of Abbott Healthcare Private Limited.

Currently, Mr Sudarshan Jain is the Secretary-General of the Indian Pharmaceutical Alliance, Senior Advisor - Apax Partners and Chairman of the Indian Institute of Healthcare Management and Research (IIHMR), Jaipur. His current Board engagements include Healthium Medtech Limited (Apax portfolio company), Sunshine Holdings PLC and Indian Education Society (IES). He is also on the Advisory Board of Narsee Monjee University (NMIMS), Mumbai and a visiting faculty at the Indian Institute of Management (IIM), Ahmedabad.

Mr Sudarshan Jain is an alumnus of St. Stephens College, Delhi and Indian Institute of Management (IIM), Ahmedabad.

The additional details of Mr Sudarshan Jain as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the Annexure I forming part of this Notice. Mr Sudarshan Jain along with his relatives holds 250 shares in the Company.

The letter of re-appointment of Mr Sudarshan Jain containing terms of his appointment, is available for inspection by Members on the website of the Company at www.abbott.co.in

None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, except Mr Sudarshan Jain, is concerned or interested, financially or otherwise, in the Resolution No. 1.

The Board considers that Mr Sudarshan Jain’s continued association would immensely benefit the Company and recommends the Resolution 1 for the approval of Members as a Special Resolution.

Resolutions 2 and 3

The Board, upon the recommendation of the Nomination and Remuneration Committee, at its Meeting held on February 9, 2022, appointed Mr Vivek V Kamath (DIN : 06606777) as an Additional Director effective February 15, 2022 in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”) read with Article 113 of the Articles of Association of the Company.

The Board, upon recommendations of the Nomination and Remuneration Committee, also appointed Mr Vivek V Kamath as the Managing Director, for a term of 5 (five) years effective February 15, 2022, not liable to retire by rotation, subject to the approval of the Members of the Company.

Mr Vivek V Kamath has given his consent to act as the Managing Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for his appointment as Managing Director.

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

Mr Vivek V Kamath has over 30 years of rich and diversified experience in healthcare, including pharmaceuticals, OTC and diagnostics. He has held several senior leadership positions in various reputed pharmaceutical companies, Indian as well as MNCs, across different geographies and holds strong functional expertise in the areas of strategy, marketing, sales & general management.

Mr Vivek V Kamath holds strong business acumen and has been instrumental in building high performance teams, leading organizational change and driving faster than market growth in sales, profit and productivity across the various companies he has worked with. He has an excellent track record of building megabrands via marketing & sales excellence, transforming operations and partnering with alliance partners, key stakeholders, healthcare professionals as well as diverse trade channels.

Prior to joining the Company, Mr Vivek V Kamath worked with Abbott Healthcare Private Limited as General Manager of the Specialty Care business. Prior to Abbott, he has worked with MSD Pharmaceuticals; Roche Diagnostics; Novartis; Singapore; Ranbaxy; Pfizer; Fulford; Wockhardt and Johnson & Johnson.

Mr Vivek V Kamath is a science graduate in microbiology and holds a master’s degree in Management, with a specialization in marketing.

The significant terms and conditions of appointment of Mr Vivek V Kamath are as under:

1. In consideration of the performance of his duties to the Company, Mr Vivek V Kamath shall be entitled to the following remuneration subject to applicable taxes:
 - (a) Salary, Allowances and Perquisites: from Rs 3.10 Crore to Rs 5 Crore per annum; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company’s policy and as may be determined by Board of Directors, from time to time,
 - (b) Performance Linked Bonus: Performance Bonus will be allowed in addition to Salary as stated above according to the Company’s policy and as may be determined by the Board of Directors but shall not exceed an amount equal to 100% of the salary for the relevant period.
2. In addition to above, Mr Vivek V Kamath shall be entitled to company car/car allowance, club fees, telephone, medical benefits, group insurance, provident fund, gratuity and such other perquisites/benefits in accordance with the Company’s policies and rules. He will be entitled for Abbott Laboratories, USA stocks under Abbott global “Long term Incentive Plan” in the form of Restricted Stock Units, as per his eligibility. He is also eligible to purchase shares of Abbott Laboratories, USA, under Abbott global “Affiliate Employee Stock Purchase Plan”.
3. The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit.

4. If in any financial year during the tenure of Mr Vivek V Kamath as Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr Vivek V Kamath shall be subject to the provisions of Section 197 and Section II of Part II of Schedule V to the Act, or any other law or enactment for the time being or from time to time in force.
5. As Managing Director, Mr Vivek V Kamath shall perform such duties and exercise such powers as are entrusted to him from time to time by the Board of Directors, subject to the superintendence, control and directions of the Board.
6. During his employment, Mr Vivek V Kamath shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Abbott Code of Business Conduct and other Abbott India Policies and Procedures.
7. Mr Vivek V Kamath shall not directly or indirectly, engage himself in any other business or occupation or employment whatsoever, without the approval of the Board. Provided however, that it shall be permissible to Mr Vivek V Kamath to hold share(s) of any other company(ies).
8. So long as Mr Vivek V Kamath functions as Managing Director, he shall not become interested or otherwise concerned directly or through any of his relatives, if any, in any selling agency of the Company, without the prior approval of the Board.
9. The employment of Mr Vivek V Kamath shall forthwith be determined if he shall become insolvent or make any composition or arrangement with his creditors or if he is guilty of any misconduct or otherwise violates the Abbott Code of Business Conduct.
10. In case of the demise of Mr Vivek V Kamath during the course of his employment hereunder, the Company will pay to his personal legal representatives, the salary and other emoluments payable hereunder for the then current month and other dues together with any such further sum as the Board of Directors may determine.
11. Either party shall be entitled to terminate the employment by giving not less than 3 (three) months' notice in writing in that behalf to the other party without the necessity of showing any cause. However, the Company shall have the option to terminate the employment by giving 3 (three) months' remuneration including salary, allowances, benefits/perquisites in lieu of notice.
12. In case the appointment of Mr Vivek V Kamath ceases as provided in Section 167 of the Act, his employment shall come to an end simultaneously on account of the same. In case he ceases to be an employee on account of termination of his employment by the Board or otherwise; he automatically ceases as the Managing Director of the Company.

A copy of the agreement between Mr Vivek V Kamath and the Company containing terms of his appointment referred in this Notice will be available for inspection without any fees by the Members up to the date of passing of this resolution. The Members may write an email to investorrelations.india@abbott.com by mentioning "Request for Inspection" in the subject of the email.

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

None of the Directors and/or Key Managerial Personnel of the Company nor their relatives, except Mr Vivek V Kamath, is concerned or interested, financially or otherwise, in the Resolutions 2 and 3.

Considering the rich and diversified experience of Mr Vivek V Kamath, the Board recommends the Resolutions 2 and 3 for the approval of Members as Ordinary Resolutions.

By Order of the Board

Krupa Anandpara
Company Secretary

Membership No.: ACS 16536

Place: Mumbai

Date: February 9, 2022

Annexure I

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

Name of the Director	Mr Sudarshan Jain	Mr Vivek V Kamath
Date of Birth	June 6, 1955	November 6, 1968
Age	66	53
Date of Appointment	April 1, 2019	February 15, 2022
Expertise in Specific Functional Area	Wide industry knowledge and extensive expertise in building market leading brands and teams across pharmaceuticals, Over the Counter (OTC) products, hospital care, diagnostics and nutrition space.	Strong business acumen, instrumental in building high performance teams, leading organisational change with specific expertise in the areas of strategy, marketing, sales and general management.
Qualifications	Bachelor of Science in Physics and Post Graduate in Business Administration from Indian Institute of Management, Ahmedabad.	Bachelor of Science in Microbiology and Master's in Management Studies – Marketing from Mumbai University.
Terms and Conditions of Appointment	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	
Remuneration last drawn (including sitting fees, if any)	₹ 11,50,000/-*	Not Applicable
Remuneration proposed to be paid	Entitled for sitting fees for attending Meetings of the Board and its Committees and reimbursement of expenses for participation in the Board/Committees Meetings.	Entitled for remuneration as approved by the Board of Directors and as stated in the Explanatory Statement hereto.
Number of Meetings of the Board attended during the financial year 2021-22	4	Not Applicable
No. of shares held in the Company	250 (along with his relatives)	NIL
Directorships in other Indian Companies	1	NIL
Membership of Committees in other Indian Companies	1 [#]	None
Relationship between Directors inter-se	None	None

* Sitting fees paid during the year 2021-22 upto February 9, 2022.

[#] Includes Memberships of Audit and Stakeholders Relationship Committees.