

Item No. 5 - Approval of remuneration to the Cost Auditor of the Company for Financial period from January 01, 2021 to March 31, 2022.

To consider and, if thought fit, to give your assent or dissent to the following **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of ₹ 1,850,000/- (Rupees Eighteen lakhs and Fifty thousand only) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit to M/s. Ashwin Solanki & Associates, Cost Accountants (Firm Registration No.100392) appointed as Cost Auditor, by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial period ending March 31, 2022, (15 months from January 01, 2021 to March 31, 2022) be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 6 - To borrow money in excess of prescribed limit as per Companies Act, 2013.

To consider and, if thought fit, to give your assent or dissent to the following **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and Article 114 of and other applicable provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/ authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of ₹ 6,000 crore (Rupees Six Thousand Crore only) for the Company notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **ABB Power Products and Systems India Limited**

Poovanna Ammatanda
General Counsel & Company Secretary
FCS-4741

Bengaluru
February 26, 2021

Registered Office:
8th Floor, Brigade Opus, 70/401, Kodigehalli Main Road,
Bengaluru - 560092
CIN: L31904KA2019PLC121597
Phone: 080 2204 1800

Notice:

1. This AGM is convened through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) pursuant to General Circular number 02/2021 dated January 13, 2021 and Circular number 20/2020, dated May 5, 2020 read with Circular numbers 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 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI (hereinafter collectively referred to as ‘Circulars’)), which allow the companies to hold AGMs through VC/OAVM.
2. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the financial year ended December 31, 2020 is sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at <https://www.hitachiabb-powergrids.com/in/en/investor-relations/financial-results--reports-and-presentations> and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com. The Company has published a Public Notice by way of advertisement in Kannada Language, the principal vernacular language of Karnataka and in English language in an English newspaper with the required details of 2nd AGM for information of the Members.
3. The Company has availed the services of National Securities Depository Limited (NSDL), as the authorised agency for conducting of the AGM through VC/OAVM and providing e-voting facility. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's e-Voting