



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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Thane (W) - 400 601
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E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
The Members,
ABB INDIA LIMITED
CIN: L32202KA1949PLC032923
Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,
Peenya Industrial Area IV, Peenya,
Bengaluru - 560058

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year 2024

We have been engaged by ABB India Limited (hereinafter referred to as 'the listed entity') bearing **CIN: L32202KA1949PLC032923** whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with read with SEBI's Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the listed entity to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the listed entity with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.





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The Annual Secretarial Compliance Report is enclosed.

S. N. Viswanathan



S. N. Viswanathan
Managing Partner
ACS: 61955 | COP No.: 24335

Date: 17th February 2025
Thane



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ANNUAL SECRETARIAL COMPLIANCE REPORT OF ABB INDIA LIMITED FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2024

We have examined:

- (a) all the documents and records made available to us and explanations provided by **ABB India Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the **financial year ended 31st December 2024** ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the year under review;**
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the year under review;**
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not Applicable as there was no reportable event during the year under review;**
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable as there was no reportable event during the year under review;**
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued there under.





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and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure – A** to the report.
- (b) The listed entity has taken the actions to comply with the observations made in previous reports, as specified in **Annexure – B** to the report.
- (c) We hereby report that, during the review period the compliance status of the listed entity with the requirements is as mentioned in **Annexure – C** to the report.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Viswanathan



S. N. Viswanathan
Managing Partner
ACS: 61955 | COP No.: 24335
ICSI UDIN: A061955F003948002
17th February 2025
Thane



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Annexure A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	NIL									





Annexure – B

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended(the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Disclosure relating to order issued by Additional Commissioner of Customs, Group V A (Import) Mumbai on 20 th July, 2023 was filled by Company with Stock Exchanges on 18 th August, 2023.	For the F.Y. 01 st January 2023 to 31 st December, 2023	As per Regulation 30(4) and Schedule III – Part A – 20 and SEBI Circular dated 13 th July, 2023, Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1..... 2..... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed	Details of violation/ deviations - As mentioned in "Observations" column. Actions taken/ penalty imposed, if any - None	Trainings have been provided to the employees to familiarise the employees on the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None

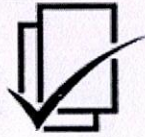




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	There was delay of 28 days in the disclosure		entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a..... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.			
2.	Disclosure relating to order issued by Principal Commissioner of Customs Airport and Air Cargo Complex Commissionerate, Bangalore on 22 nd August, 2023, was filed by Company with Stock Exchanges on 28 th August, 2023.	For the F.Y. 01 st January 2023 to 31 st December, 2023	As per Regulation 30(4) and Schedule III – Part A – 20 and SEBI Circular dated 13 th July, 2023, Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1..... 2..... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter	Details of violation/ deviations - As mentioned in "Observations" column. Actions taken/ penalty imposed, if any - None	Trainings have been provided to the employees to familiarise the employees on the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None





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	There was delay of 5 days in the disclosure.		or subsidiary, in relation to the listed entity, in respect of the following: a..... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.			
3.	Disclosure relating to orders issued by Directorate General of Foreign trade on 30 th October, 2023, was filled by Company with Stock Exchanges on 27 th November, 2023. There was delay of 27 days in the disclosure	For the F.Y. 01 st January 2023 to 31 st December, 2023	As per Regulation 30(4) and Schedule III – Part A – 20 and SEBI Circular dated 13 th July, 2023, Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1..... 2..... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:	Details of violation/ deviations - As mentioned in "Observations" column. Actions taken/ penalty imposed, if any - None	Trainings have been provided to the employees to familiarise the employees on the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None





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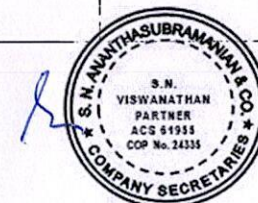
			a..... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.			
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We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1)	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2)	Adoption and timely updation of the Policies: <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities.• All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI.	Yes	None
3)	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents / information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None





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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
4)	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	None
5)	Details related to Subsidiaries of listed entities have been examined w.r.t., a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The Company does not have a subsidiary.
6)	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal/archival of records is being carried out as per Policy of Preservation of Documents and Archival policy prescribed under SEBI Listing Regulations.	Yes	None
7)	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, <u>Independent</u> Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	None
8)	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, or	Yes.	None

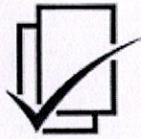




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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	b) The Listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	NA	No reportable event
9)	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI Listing Regulations, 2015 within the time limits prescribed thereunder.	Yes. (Subject to the deviation mentioned in the report)	None
10)	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11)	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	None
12)	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of		





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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

For S. N. ANANTHASUBRAMANIAN & Co.
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