

Annexure – C to Directors' Report

Report on Corporate Governance

1. Corporate Governance Philosophy

The Company is committed to good Corporate Governance. The Company fully realises the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company's business and financial performance, to its shareholders. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

2. Board of Directors

(i) **Composition / Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other companies as on December 31, 2012**

Name	Category of Director	Attendance			Directorships / Mandatory Committee Memberships in Other Companies			
		No. of Board meetings held during 2012	No. of Board Meetings attended	Last AGM attendance	Directorship in Public Companies	Directorship in Private Companies	Mandatory Committee Memberships	Mandatory Committee Chairmanships
Mr. Gary Steel	Non-executive Chairman	5	5 *	Yes	1	-	-	-
Mr. Bazmi R. Husain	Managing Director		5	Yes	1	-	1	-
Mr. N. S. Raghavan	Non-executive & Independent		4	Yes	-	12	-	-
Mr. Nasser Munjee	Non-executive & Independent		4	Yes	13	3	3	4
Mr. Darius E. Udwardia	Non-executive & Independent		4	Yes	12	6	7	-
Mr. Arun Kanti Dasgupta	Non-executive & Independent		5	Yes	1	-	-	-
Mr. Peter Leupp	Non-executive		4 *	Yes	1	-	-	-
Mr. Francis Duggan	Non-executive		2	No	-	-	-	-

* Mr. Gary Steel and Mr. Peter Leupp attended one Board meeting through Video Conference.

Directorships in foreign companies, membership in governing councils, chambers and other bodies are not included.

(ii) **No. of Board Meetings held in the Financial Year 2012 and dates on which held**

The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and the financial results. The Board has held five meetings during the financial year 2012 i.e., on February 23, May 9, August 8, September 26 and November 6, 2012.

3. Audit Committee

(i) Terms of Reference

The Audit Committee is responsible for overseeing the Company's financial reporting process, reviewing the quarterly / half-yearly / annual financial statements, reviewing with the management on the financial statements and adequacy of internal audit function, recommending the appointment / re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings / related party transactions, reviewing the complaints received on integrity issues and the actions taken by the management thereon, reviewing the Management Discussion and Analysis of financial condition and result of operations. The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.

The Committee discussed with the external auditors their audit methodology, audit planning and significant observations / suggestions made by them. The Committee also discussed major issues related to risk management and compliances including review of Management letters.

The Committee also reviews the appointment / re-appointment of Statutory Auditors and Cost Auditors. The Cost Audit Report is also reviewed by the Committee.

In addition, the Committee has discharged such other role / function as envisaged under Clause 49 of the Listing Agreement of the Stock Exchanges and the provisions of Section 292A of the Companies Act, 1956.

(ii) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings

The Company has complied with the requirements of Clause 49 of the Listing Agreement of the Stock Exchanges and Section 292A of the Companies Act, 1956, as regards composition of the Audit Committee.

The Audit Committee presently consists of four Non-executive Independent Directors. The Committee has held four meetings during the financial year 2012 i.e., on February 23, May 9, August 8 and November 6, 2012. The composition of the Audit Committee as on December 31, 2012 and the attendance of members at the meetings of the Audit Committee held during the financial year 2012 were as follows:

Members of Audit Committee	No. of meetings attended
Mr. Nasser Munjee (Chairman)	4
Mr. N. S. Raghavan	3
Mr. Darius E. Udwardia	3
Mr. Arun Kanti Dasgupta	4

Mr. B Gururaj, Company Secretary is the Secretary to the Audit Committee

4. Remuneration Committee

(i) Terms of Reference

The role of the Remuneration Committee is to recommend to the Board, the remuneration package for the Managing / Executive Director(s) of the Company and its Subsidiary Company.

(ii) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings

The Remuneration Committee presently consists of 4 Non-executive Directors, the Chairman being Non-executive and Independent. One meeting of the Committee was held during the financial year 2012 i.e., on February 23, 2012. The composition of the Remuneration Committee as on December 31, 2012 is as under:

Members of Remuneration Committee	No. of meetings attended
Mr. N. S. Raghavan (Chairman)	1
Mr. Gary Steel	1
Mr. Arun Kanti Dasgupta	1
Mr. Nasser Munjee	1

(iii) Remuneration Policy / Criteria of payments to Non-executive Directors

The Company has a credible and transparent policy in determining and accounting for the remuneration of the Executive / Non-executive Directors. Their remuneration is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards. The remuneration determined for the Executive / Non-executive Directors is subject to the approval of the Board of Directors and the Members.

The Non-executive Independent Directors are compensated by way of a commission and the criteria being their attendance in the Board / Committee Meetings.

As a policy, the Non-Executive - Non-Independent Directors are neither paid sitting fee nor paid any commission.

(iv) Details of remuneration to all the Directors paid during the financial year 2012

(Rs in Lakhs)					
Name	Sitting Fees	Salary & Perquisites	Commission / Bonus (*)	Stock Option	Pension
Mr. Bazmi R. Husain	Nil	201.74	59.36	Nil	Nil
Mr. N.S. Raghavan	1.50	NA	3.60	Nil	Nil
Mr. Nasser Munjee	1.45	NA	3.20	Nil	Nil
Mr. Darius E. Udawadia	1.70	NA	4.00	Nil	Nil
Mr. Arun Kanti Dasgupta	1.65	NA	2.00	Nil	Nil

* Commission / Bonus for the year 2011 paid during 2012.

Fixed Component / Performance Linked Incentive / Criteria

Bonus is payable to the Managing Director only, which is in line with the Contract entered between the Company and the Managing Director.

Service Contract / Notice Period / Severance Fees

- The Contract of Service entered into by the Company with Mr. Bazmi R. Husain, Managing Director, provides that the Company and the Managing Director shall be entitled to terminate the agreement by giving 90 days notice in writing on either side.
- No severance fee is payable by the Company on termination of the agreement/s.

Stock Option

The Company is not having stock option scheme therefore the same is not applicable.

Except Mr. Darius E. Udawadia, no other Director holds equity shares in the Company. Mr. Udawadia is holding 3,500 Shares of the Company.

None of the Non-executive Directors has any pecuniary relationship or transactions with the Company except Mr. Darius E. Udawadia, where the Company has paid Rs 554,620/- to the law firm M/s. Udawadia Udeshi & Argus Partners, as fees for professional services that were provided by the firm to the Company on specific legal matters entrusted by the Company to it for legal advice. Mr. Udawadia, a Director of the Company, is a Senior Partner of the said firm. The Board does not consider the law firm's association with the Company to be of a material nature so as to affect independence of judgment of Mr. Udawadia as a Director of the Company.

5. Shareholders' Committee

The Board of Directors of the Company had set up an Investors' Grievance Committee which has been authorised to approve the transfer / transmission / transposition of shares and issue of duplicate share certificates.

In order to expedite the process, the Board of Directors has also delegated the authority severally to the Managing Director (MD) and the Company Secretary to approve the share transfers / transmissions and accordingly, the MD or the Company Secretary approve the transfer / transmission of shares.

Four meetings of Investors' Grievance Committee were held during the financial year 2012 i.e., on February 23, May 9, August 8 and November 6, 2012.

Mr. B. Gururaj, Company Secretary is the Compliance Officer of the Company.

The composition of Investors' Grievance Committee as at December 31, 2012 and attendance of the Committee members at the meetings were as follows:

Members of Investors' Grievance Committee	No. of meetings attended
Mr. Darius E. Udawadia (Chairman)	3
Mr. N. S. Raghavan	3
Mr. Bazmi R. Husain	4

The details of investors' complaints received and resolved during the financial year 2012 are as under:

No. of investors' complaints received during 2012	No. of investors' complaints resolved during 2012	Investors' complaints pending at the end of 2012
317	317	NIL

6. Subsidiary Company

- The Financial Statements, in particular, the investments made by the unlisted subsidiary company are reviewed by the Company's Audit Committee as well as by the Board.
- The minutes of the Board meetings of the subsidiary company are noted at the Board meetings of the Company. Further a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company are placed before the Company's Board, as and when applicable.

7. General Body Meetings

(i) Location and time where last three Annual General Meetings (AGMs) held

For the Year	Venue	Day & Date	Time
2011	'Trinity Hall', Vivanta by Taj (formerly Taj Residency), 41/3 Mahatma Gandhi Road, Bengaluru – 560 001	Thursday May 10, 2012	11:00 a.m. (IST)
2010	The Atria Hotel, "Chancery", No.1, Palace Road, Bengaluru – 560 001	Tuesday May 10, 2011	3:00 p.m. (IST)
2009	The Atria Hotel, "Chancery", No.1, Palace Road, Bengaluru – 560 001	Tuesday May 11, 2010	11:00 a.m. (IST)

(ii) Special Resolution passed in the previous three Annual General Meetings

No Special Resolution was passed during the Annual General Meetings held during 2010 and 2011, however one Special Resolution, in respect of consent of Members for payment of commission to the non-executive directors for the years 2012-2016, was passed in the last Annual General Meeting held on May 10, 2012.

(iii) Postal Ballot

No postal ballot was conducted in the year 2012. As on date, the Company does not have any proposal to pass any special resolution by way of postal ballot.

8. Disclosures

(i) Disclosures on materially significant related party transactions.

There was no materially significant related party transaction during the year having potential conflict with the interests of the Company.

(ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years.

- During January 2013, Company received a Show Cause notice from Securities Exchange Board of India stating that there were certain delays in submission of annual disclosures required under Regulation 8 (3) of SEBI (SAST) Takeover Regulations. The Company is in the process of filing appropriate reply / application to authorities in this regard.
- The Company has complied with the requirements of the Listing Agreement of the Stock Exchanges as well as regulations and guidelines of SEBI except clause 49(1A) in regard to composition of the Board. This is due to the reason that during the short period from January 1, 2011 to May 10, 2011 the number of non-independent Directors exceeded the number of independent Directors, by one Director, consequent to appointment of Mr. Biplap Majumder, as additional Director, immediately after his retirement as Vice Chairman & Managing Director.

Other than the item mentioned above, all statutory requirements have been complied with. Neither any penalty nor any stricture has been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets, in the last three years.

(iii) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has adopted Whistle Blower Policy of ABB Group. The employees of the Company have access to approach the Management on any issues relating to Code of Conduct / Business Ethics. ABB Group has a business ethics hotline maintained at Group's headquarter at Zurich for making complaint by anyone on integrity issues. No personnel have been denied access to the Audit Committee.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49 of the Listing Agreement.

During the year, the Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement of the Stock Exchanges.

Further, the Company has adopted one non-mandatory requirement of Clause 49 of the Listing Agreement, viz. Remuneration Committee of the Board, which has been constituted to determine the remuneration package of the Executive Director(s).

9. Means of Communication

(i) Quarterly Financial Results / Official News Releases

The quarterly / half-yearly financial results are published in Business Standard / Financial Express (English Daily) and Samyukta Karnataka (Kannada Daily).

The annual results are published in Financial Express, The Mint and The Economic Times (English Daily) and Samyukta Karnataka (Kannada Daily).

The financial results and the official news releases are also placed on the Company's website www.abb.co.in. The Company has a dedicated help desk with e-mail ID: investor.helpdesk@in.abb.com in the Secretarial Department for providing necessary information to the investors.

In addition to the above, after announcement of results, the Company holds conference call with financial analysts. The transcript of the said concall is uploaded on the Company's website.

10. General Shareholder Information

(i) Annual General Meeting

Day, Date, Time and Venue:

The Company will be holding its 63rd Annual General Meeting on Thursday, May 9, 2013 at 11.00 a.m. (IST) at **'Trinity Hall', Vivanta by Taj - M G Road, 41/3 Mahatma Gandhi Road, Bengaluru - 560 001.**

Agenda:

- a) Adoption of Audited Accounts, Directors' and Auditors' Report
- b) Declaration of Dividend
- c) Re-election of Directors retiring by rotation
- d) Re-appointment of M/s. S. R. BATLIBOI & CO., Chartered Accountants (Firm registration number 301003E) as Auditors
- e) Change of Name of the Company

(ii) Profile of Directors seeking re-appointment

The profile of Directors who are seeking re-appointment at the Annual General Meeting is furnished below:

Brief profile of Directors and nature of their expertise in functional areas	Directorships / Committee Memberships in other companies	Shareholding in ABB Limited
<p>Darius E. Udwadia Non-executive Independent Director</p> <p>Mr. Darius E. Udwadia is an Advocate and Solicitor of the Bombay High Court. He is also a Solicitor of the Supreme Court of England.</p> <p>Mr. Udwadia is a founder partner of M/s. Udwadia & Udeshi, Advocates & Solicitors, since July, 1997. Consequent upon the reconstitution of the firm, its name was changed to M/s. Udwadia Udeshi & Argus Partners effective 1st April 2012. Prior to this, he was a partner of M/s. Crawford Bayley & Co., Solicitors & Advocates, for nearly 22 years. He and his Firm are legal advisors to many Indian companies, multinational companies and foreign banks having presence in India.</p> <p>Mr. Udwadia has over 48 years in active law practice and has vast experience in the areas of corporate law, mergers and acquisitions, takeovers, corporate restructuring, foreign collaboration, joint ventures, project and infrastructure finance, intellectual property, international loans and finance related transactions and financial instruments, mutual funds, real estate and conveyancing.</p> <p>Mr. Udwadia also serves on the Board of several public and private companies.</p>	<p>Directorships:</p> <ol style="list-style-type: none"> 1) AstraZeneca Pharma India Ltd.– Chairman 2) The Bombay Burmah Trading Corp. Ltd. 3) Development Credit Bank Limited 4) ITD Cementation India Ltd. 5) JM Financial Limited 6) JM Financial & Investment Consultancy Services Pvt. Ltd. 7) JM Financial Products Ltd. 8) MPS Limited - Vice Chairman 9) IRD Mechanalysis Ltd. 10) Nitesh Estates Limited 11) WABCO India Limited 12) Wyeth Ltd. 13) Conservation Corporation of India Pvt. Ltd. 14) Habasit Iakoka Pvt. Ltd. 15) JM Financial Trustee Co. Pvt. Ltd. 16) Quantum Advisors Pvt. Ltd. 17) Rossi Gearmotors (India) Pvt. Ltd. 18) SCA Hygiene Products India Pvt. Ltd. <p>Audit Committee Memberships:</p> <ol style="list-style-type: none"> 1) AstraZeneca Pharma India Ltd. 2) The Bombay Burmah Trading Corp. Ltd. 3) ITD Cementation India Ltd. 4) MPS Limited 5) Nitesh Estates Limited 6) WABCO India Limited 7) Wyeth Ltd. 	<p>3,500</p>
<p>N. S. Raghavan Non-executive Independent Director</p> <p>Mr. Raghavan, is a graduate in Electrical Engineering. He served in the Ministry of Defence, Government of India for 9 years handling various responsibilities in the Corps of Electrical and Mechanical Engineers. He worked as an Engineer in Andhra Pradesh State Electricity Board and as Head - Electrical Department in Kothari Sugars and Chemicals Limited, Trichy. He was the Joint Managing Director of Infosys Technologies Limited for 19 years.</p>	<p>Directorships:</p> <ol style="list-style-type: none"> 1) Flame-Tao Knoware Pvt. Ltd 2) Amagi Media Labs Pvt. Ltd. 3) Nadathur Estates Pvt. Ltd 4) Syndicated Research Worldwide Pvt. Ltd 5) Ananta Holdings Private Limited 6) Samhita Social Ventures Pvt. Ltd. 7) Indegene Life Systems Pvt. Ltd. 8) Nadathur Arts Private Limited 9) Inexios Pharmaceuticals Pvt Ltd 10) Nadathur Environment and Energy Pvt. Ltd. 11) SilverNeedle Hospitality India Private Ltd 12) Tree Hill Estates Private Ltd. <p>Audit Committee Memberships: Nil</p>	<p>Nil</p>

Directorships in foreign companies and membership in governing councils, chambers and other bodies are not included. Memberships in non-mandatory committees are also not included.

(iii) Financial Year

Company's financial year is January – December. Indicative calendar of events for the year 2013 (January - December) excluding Extra Ordinary General Meeting(s), if any, are as under:

Fourth Quarter Financial Results (Year 2012)	February 2013
First Quarter Financial Results	May 2013
Annual General Meeting	May 2013
Second Quarter Financial Results	August 2013
Third Quarter Financial Results	November 2013

In terms of the circular issued by Ministry of Corporate Affairs, as a Green Initiative and subsequent amendment to the Listing Agreement, necessary communication was circulated to all the shareholders of the Company on August 10, 2011 to register their e-mail IDs. Accordingly, the soft copy of the notice and the annual report for the year 2012 has been circulated to the respective e-mail IDs registered and available in Company records.

(iv) Date of Book Closure

The Company's Register of Members and Share Transfer Books will remain closed for the purpose of payment of dividend from May 3, 2013 to May 9, 2013 (both days inclusive).

(v) Dividend Payment Date

The dividend, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid on May 14, 2013, to those shareholders whose names appear on the Company's Register of Members as on May 2, 2013.

(vi) Listing on Stock Exchanges

The equity shares of the Company are currently listed at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Company has paid till date, appropriate listing fee to both the stock exchanges where the Company's equity shares are listed.

Pursuant to amendment to the Listing Agreement by inserting Clause 5A, the Company's Registrar & Transfer Agents have already sent three reminders to those shareholders whose share certificates were returned undelivered and remain unclaimed so far. Further, as required, the Company has transferred the said unclaimed shares to one folio in the name of "ABB Limited-Unclaimed Suspense Account", and the voting rights thereon have been frozen till the shares are claimed by the rightful owners. Details are given below:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	6 shareholders 3,996 shares
Number of shareholders who approached issuer for transfer of shares from suspense account during the year	Nil
Number of shareholders to whom shares were transferred from suspense account during the year:	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	6 shareholders 3,996 shares

(vii) Stock Code

National Stock Exchange
ABB

Bombay Stock Exchange
500002

ISIN
INE117A01022

(viii) Market Price Data

The market price data and volume of the Company's shares traded in the Bombay Stock Exchange and the National Stock Exchange, during the year 2012 were as follows:

Period 2012	BSE (Rs)		BSE Sensex		NSE (Rs)		NSE Nifty	
	High	Low	High	Low	High	Low	High	Low
January	819.90	580.00	17,258.97	15,358.02	820.00	568.00	5,217.00	4,588.05
February	915.00	803.40	18,523.78	17,061.55	1,036.85	804.00	5,629.95	5,159.00
March	878.00	790.65	18,040.69	16,920.61	878.90	738.95	5,499.40	5,135.95
April	859.50	767.00	17,664.10	17,010.16	893.65	768.00	5,378.75	5,154.30
May	812.20	691.30	17,432.33	15,809.71	816.50	690.40	5,279.60	4,788.95
June	819.40	697.50	17,448.48	15,748.98	821.00	699.00	5,286.25	4,770.35
July	822.25	725.10	17,631.19	16,598.48	812.00	730.10	5,348.55	5,032.40
August	814.70	707.50	17,972.54	17,026.97	814.45	704.95	5,448.60	5,164.65
September	803.35	711.55	18,869.94	17,250.80	804.90	710.00	5,735.15	5,215.70
October	810.30	732.00	19,137.29	18,393.42	810.70	732.00	5,815.35	4,888.20
November	830.00	700.00	19,372.70	18,255.69	746.75	621.55	5,885.25	5,548.35
December	730.00	676.95	19,612.18	19,149.03	731.00	685.00	5,965.15	5,823.15

(ix) Performance in comparison to broad-based indices viz., BSE Sensex and NSE Nifty

ABB Share Price Movement v/s BSE Sensex

January - December 2012

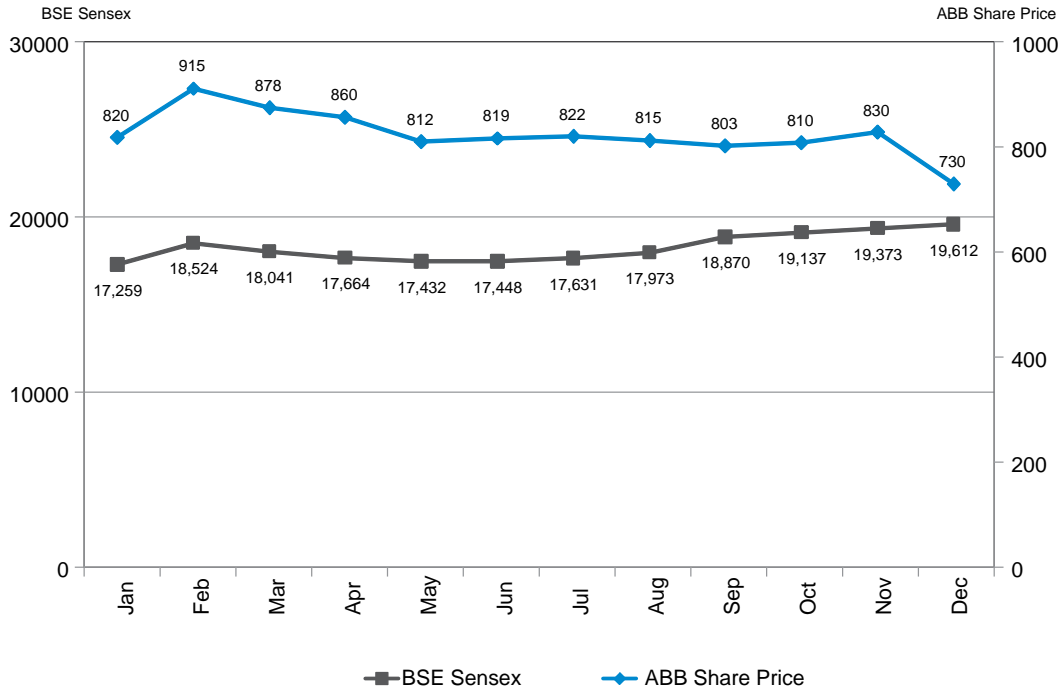
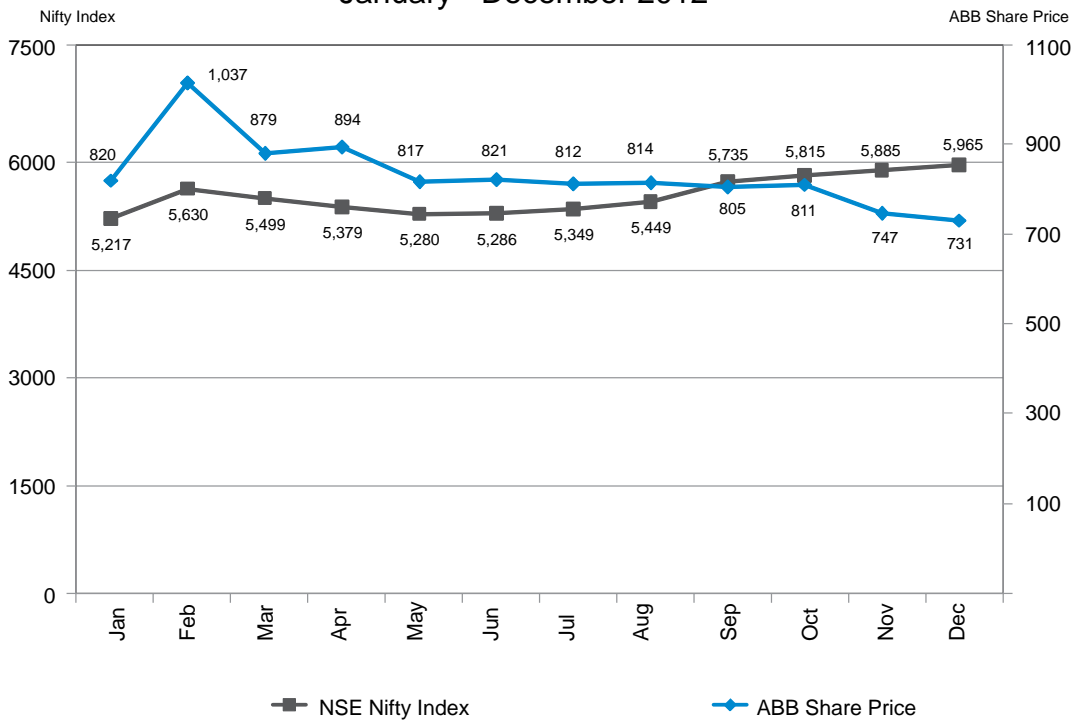


ABB Share Price Movement v/s NSE NIFTY Index

January - December 2012



(x) Registrar and Share Transfer Agents

Karvy Computershare Private Limited
(Unit: ABB Limited)

No.51/2, T K N Complex, Vanivilas Road
Opp. National College, Basavanagudi
Bengaluru - 560 004
Tel. No. 080-26621192
Fax No. 080-41312645
E-mail: kulashekara.sharma@karvy.com

Plot No.17-24, Vittal Rao Nagar
Madhapur
Hyderabad - 500 081
Tel.No. 040-23420815 – 28
Fax No. 040-23420814
E-mail: einward.ris@karvy.com

(xi) Share Transfer System

The Company's shares being in compulsory demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar and Share Transfer Agents, and approved by the Investors' Grievance Committee. In order to expedite the process, the Board of Directors has also delegated the authority severally to the Managing Director (MD) and the Company Secretary to approve the share transfers and accordingly, the MD or the Company Secretary approve the transfer / transmission of shares generally on a weekly basis. The share transfer process is reviewed by the said Committee.

(xii) Shareholding Pattern

Shareholders	As on 31.12.2012		As on 31.12.2011	
	No. of shares	%	No. of shares	%
ABB Asea Brown Boveri Ltd. Zurich & ABB Norden Holding AB, Sweden	158,931,282	75.000	158,931,282	75.000
Non-Resident Individuals / OCBs	333,525	0.157	333,468	0.157
Directors and their relatives	3,500	0.002	3,500	0.002
LIC / UTI / Other Insurance Cos.	23,555,668	11.116	23,634,311	11.153
Nationalised Banks / Other Banks	485,164	0.229	503,384	0.238
Mutual Funds	3,351,375	1.582	3,057,284	1.443
Foreign Institutional Investors	7,098,721	3.350	6,385,574	3.013
Bodies Corporate / Trust	979,669	0.462	1,346,350	0.635
General Public	17,169,471	8.102	17,713,222	8.359
Total	211,908,375	100.00	211,908,375	100.00

(xiii) Distribution of Shareholding as on December 31, 2012

Category	No. of Shareholders	No. of Shares held	% of equity capital
1 – 5000	80,509	14,577,516	6.88
5001 – 10000	260	1,755,057	0.83
10001 – 50000	125	2,171,042	1.02
50001 – 100000	10	704,200	0.33
100001 and above	22	192,700,560	90.94
Total	80,926	211,908,375	100.00

(xiv) Dematerialisation of Shares and liquidity

The equity shares of the Company are available under dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., (CDSL). The Company's equity shares are compulsorily traded in the dematerialised form.

As on December 31, 2012, 208,620,280 equity shares of the Company have been dematerialised representing 98.45% of the total shares (208,469,897 equity shares were in dematerialised form representing 98.38% of the total shares as on December 31, 2011).

Your company confirms that the promoters' holdings were converted into electronic form and the same is in line with the circulars issued by SEBI.

(xv) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

(xvi) Code of Conduct

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on December 31, 2012.

(xvii) Plant Locations

The Company's plants are located at Bengaluru, Faridabad, Haridwar, Mumbai, Mysore, Nashik and Vadodara.

(xviii) Address for Correspondence

ABB Limited
2nd Floor, East Wing, Khanija Bhavan
49, Race Course Road
Bengaluru - 560 001
Phone: 080-22949150 to 22949153 Fax: 080-22949148
Corporate Secretarial E-mail ID: investor.helpdesk@in.abb.com
Corporate Website: www.abb.co.in

(xix) Corporate Identity Number

The Corporate Identity Number (CIN), of the Company is L32202KA1949PLC032923.

(xx) Non-Mandatory Requirements

Remuneration Committee of the Board to determine the remuneration package for the Managing / Executive Director(s).

For and on behalf of the Board

Gary Steel
Chairman

Place : Bengaluru
Date : February 21, 2013

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding compliance with Business Conduct Guidelines (Code of Conduct)

In accordance with Clause 49 I D of the Listing Agreement with the Stock Exchanges, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the Financial Year ended December 31, 2012.

For ABB Limited

Bazmi R. Husain
Managing Director

Place : Bengaluru
Date : February 21, 2013

Annexure – D to Directors' Report

Corporate Governance Compliance Certificate

To
The Members of ABB Limited

We have examined all relevant records of ABB Limited (the Company) for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with National Stock Exchange of India Limited (NSE), and BSE Limited (BSE), for the financial year ended December 31, 2012.

We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with all the mandatory requirements of the said Clause 49 of the Listing Agreement.

For D.R. Shressha & Associates
Company Secretaries

D.R. Shressha
Proprietor
C.P.No. 6119

Bengaluru
Date: February 21, 2013