

Quarterly Compliance Report on Corporate Governance

Name of the Company: **ABB India Limited**
(formerly known as ABB Limited)

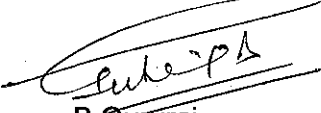
Quarter ending on: **December 31, 2014**

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/NA | Remarks |
|---|-----------------------------|-----------------------------|--|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | |
| (B) Independent Directors | 49 (IIB) | Yes | |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | Necessary disclosures made in the Annual Report. The same would be continued in future also. |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (IIE) | Yes | |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | |
| (D) Role of Audit Committee | 49 (IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | NA | |
| VI. Risk Management | 49 (VI) | No | Being constituted. |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIIIA) | Yes | No material transaction with the related parties which require to be disclosed. |
| (B) Disclosure of Accounting Treatment | 49 (VIIIB) | Not Applicable | |

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|---|-----------------------------|-----------------------------|---|
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Necessary disclosures will be made in the Annual Report. The same would be continued in future also. |
| (D) Management | 49 (VIII D) | Yes | Complied in the Annual Report. The same would be done in future also. |
| (E) Shareholders | 49 (VIII E) | Yes | Complied in the Annual Report. The same would be done in future also. |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | Not Applicable | |
| IX. CEO/CFO Certification | 49 (IX) | Yes | Complied in the Annual Report. The same would be done in future also. |
| X. Report on Corporate Governance | 49 (X) | Yes | Complied in the Annual Report. The same would be done in future also. |
| XI. Compliance | 49 (XI) | Yes | Complied in the Annual Report. The same would be done in future also. |

For ABB India Limited


B. Gururaj
Deputy General Counsel &
Company Secretary