

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, 2013

Name	Category of Director	Attendance			Directorships / Mandatory Committee Memberships in Other Companies			
		No. of Board meetings held during 2013	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	4	4	Yes	1	-	-	-
Mr. Bazmi R. Husain	Managing Director		4	Yes	1	-	1	-
Mr. N. S. Raghavan +	Non-executive & Independent		1	Yes	-	12	-	-
Mr. Nasser Munjee	Non-executive & Independent		4	Yes	11	3	3	4
Mr. Darius E. Udwardia	Non-executive & Independent		4	Yes	10	7	6	-
Mr. Arun Kanti Dasgupta @	Non-executive & Independent		1	NA	1	-	-	-
Mr. Peter Leupp	Non-executive		4	Yes	1	-	-	-
Mr. Francis Duggan #	Non-executive		0	NA	-	-	-	-
Mrs. Renu Sud Karnad \$	Non-executive & Independent		2	NA	13	4	4	3

* Mr. Gary Steel attended one Board meeting held on November 6, 2013 through Video Conference

+ Mr. Raghavan resigned w.e.f. 20.08.2013

@ Mr. Arun Kanti Dasgupta resigned w.e.f. 08.05.2013

Mr. Francis Duggan resigned w.e.f. 07.05.2013

\$ Mrs. Renu Sud Karnad was appointed a Director w.e.f. 09.08.2013

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

(ii) No. of Board Meetings held in the Financial Year 2013 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 four meetings during the financial year 2013 i.e., on February 21, May 8, August 9, and November 6.

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 including fees paid to group companies like Management Services fees, Royalty and Technology fees, Support Services fees etc., 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 Directors. The Committee has held four meetings during the financial year 2013 i.e., on February 20, May 8, August 9 and November 5. The composition of the Audit Committee as on December 31, 2013 and the attendance of members at the meetings of the Audit Committee held during the financial year 2013 were as follows:

Members of Audit Committee	No. of meetings attended
Mr. Nasser Munjee (Chairman)	4
Mr. N. S. Raghavan (upto 09.08.2013)	1
Mr. Darius E. Udawadia	4
Mr. Arun Kanti Dasgupta (upto 08.05.2013)	1
Mr. Peter Leupp (w.e.f. 09.08.2013)	1
Mrs. Renu Sud Karnad (w.e.f. 09.08.2013)	-

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

4. Shareholders' / Investors' Grievance 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 and the Company Secretary to approve the share transfers / transmissions and accordingly, the Managing Director or the Company Secretary approve the transfer / transmission of shares.

Four meetings of Investors' Grievance Committee were held during the financial year 2013 i.e., on February 21, May 8, August 9 and November 6.

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

The composition of Investors' Grievance Committee as at December 31, 2013 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)	4
Mr. N. S. Raghavan (upto 09.08.2013)	1
Mr. Bazmi R. Husain	4
Mrs. Renu Sud Karnad (w.e.f. 09.08.2013)	1

Except certain cases pending in Courts / Consumer Forums, relating to disputes over the title of Shares, in which either the Company has been made a party or necessary intimation thereof has been received by the Company, all the investor grievances / correspondences have been promptly attended to from the date of their receipt. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

The details of investors' complaints received and resolved during the financial year 2013 are as under:

No. of investors' complaints received during 2013	No. of investors' complaints resolved during 2013	Investors' complaints pending at the end of 2013
464	464	NIL

5. 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.

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

The Remuneration Committee presently consists of three Non-executive Directors, the Chairman being Non-executive and Independent. No meeting of the Committee was held during the financial year 2013. The composition of the Remuneration Committee as on December 31, 2013 is as under:

Members of Remuneration Committee

Mr. Nasser Munjee (Chairman)
Mr. Gary Steel
Mrs. Renu Sud Karnad

(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.

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.

The Non-executive Independent Directors are entitled to sitting fees for attending the Board / Committee Meetings. Sitting fees for Board and Audit Committee Meetings is Rs 20,000/- per person per meeting and for Investor Grievance Committee and Remuneration Committee the sitting fees is Rs 10,000/- per person per meeting.

(iv) Details of remuneration to all the Directors paid during the financial year 2013

Name	Sitting Fees	Salary & Perquisites	Commission / Bonus (*)	Stock Option	(Rs in Lakhs)
					Pension
Mr. Bazmi R. Husain	Nil	218.56	64.15	Nil	Nil
Mr. N.S. Raghavan	0.50	NA	6.22	Nil	Nil
Mr. Nasser Munjee	1.60	NA	7.11	Nil	Nil
Mr. Darius E. Udwardia	2.00	NA	6.22	Nil	Nil
Mr. Arun Kanti Dasgupta	0.40	NA	8.00	Nil	Nil
Mrs. Renu Sud Karnad	0.50	NA	NA	Nil	Nil

* Commission / Bonus for the year 2012 paid during 2013.

Considering the increased responsibilities of the Independent Directors, the Board at its meeting held on August 9, 2013, revised the commission payable to the independent directors from the year 2013 as under:

- (a) For Board Meetings: a fixed amount of Rs 25 lakhs per independent director based on 100% participation by way of attendance in the meetings.
- (b) For Committee Meetings: a fixed amount of Rs 3 lakhs per independent director based on 100% participation by way of attendance in the meetings.
- (c) For Chairman of the Audit Committee: a fixed amount of Rs 8 lakhs for 100% participation by way of attendance in the meetings.

Further there is no change in the Sitting Fee amount, payable to the independent directors.

The above revised commission payable to Non-Executive Directors of the Company shall however will not exceed in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in the Act. The Commission payable will be determined in such manner and proportion as may be decided by the Board from time to time.

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

- a) 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.
- b) 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. Udwardia, who is holding 3,500 equity shares, no other Director holds equity shares in the Company.

None of the Non-executive Directors has any pecuniary relationship or transactions with the Company except (a) Mr. Darius E. Udwardia and (b) Mrs. Renu Sud Karnad.

- (a) The Company has paid Rs 14.34 lakhs (excluding out of pocket expenses) to the law firm M/s Udwardia 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. Udwardia 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. Udwardia as a Director of the Company.
- (b) Mrs. Renu Sud Karnad was appointed as an additional Director with effect from August 9, 2013. She is a Director on the Board of Lafarge India Pvt. Ltd., with which the Company is having a business relationship viz., purchase and sale of goods / equipments, turnkey projects, license of software etc., as normal business transactions, for more than 10 years before her induction viz. August 9, 2013. The Company has received orders amounting to Rs 119.47 lakhs during the period, and there were no purchases during the period. All the transactions have been carried out purely based on market conditions at prevailing market price / conditions. The Board does not consider the business association between Lafarge and the Company to be of a material nature so as to affect independence of judgment of Mrs. Karnad as a Director of the Company.

6. Subsidiary Company

Pursuant to the Order dated September 27, 2013, Subsidiary Company viz., Baldor Electric India Private Limited has been merged with the Company. Relevant forms had been filed with respective Registrar of Companies on November 1, 2013 i.e. effective date. Effective November 1, 2013, the said subsidiary company ceased to exist. Prior to the said effective date:

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

7. Risk Management

The Company has in place a mechanism to inform Board Members about the risk assessment and minimisation procedures and periodical review to ensure that executive management controls risks by means of a properly defined frame work.

8. General Body Meetings

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

For the Year	Venue	Day & Date	Time
2012	'Trinity Hall' Vivanta by Taj - M G Road, 41/3, Mahatma Gandhi Road, Bengaluru – 560 001	Thursday May 9, 2013	11:00 a.m. (IST)
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)

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

No Special Resolution was passed at the Annual General Meeting held on May 10, 2011.

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 Annual General Meeting held on May 10, 2012.

One Special Resolution towards name change from ABB Limited to ABB India Limited was passed in the last Annual General Meeting held on May 9, 2013.

(iii) Postal Ballot

No postal ballot was conducted in the year 2013. As on date, the Company does not have any proposal to pass any special resolution by way of postal ballot.

9. 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.

- a) During January 2013, Company received a Show Cause notice from Securities and Exchange Board of India (SEBI) pointing out certain delays made by the Company in making disclosures required under Regulation 8 (3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, in the years 2001, 2002 and 2006.

As the said delays were due to oversight, the Company made an Application to SEBI for amicable settlement by way of a Consent order. SEBI accepted the Company's application for Consent provided the Company paid a sum of Rs 3,69,750/- towards settlement charges.

The Company paid the aforesaid sum to the SEBI and the SEBI has passed a Consent order vide its No. CFD-DCR II/ABB/AO/DRK-AKS/EAD-3/CO-70/5-13 dated November 21, 2013 and the matter is concluded accordingly.

- b) 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 in the year 2011. This was 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. Biplaj Majumder, as additional Director, immediately after his retirement as Vice Chairman and Managing Director.

Except the above 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, for making complaint on any Integrity issue.

(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 with 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).

10. 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.

11. General Shareholder Information

(i) **Annual General Meeting**

Day, Date, Time and Venue:

The Company will be holding its 64th Annual General Meeting on Monday, May 5, 2014 at 11.00 a.m. (IST) at "**Grand Ball Room**", **Second floor, Sheraton Bangalore Hotel at Brigade Gateway**, 26/1, Dr Rajkumar Road, Malleshwaram-Rajajinagar, Bengaluru – 560 055.

Agenda:

- a) Adoption of Audited Accounts, Directors' and Auditors' Report
- b) Declaration of Dividend
- c) Appointment of M/s. S. R. BATLIBOI & ASSOCIATES LLP, Chartered Accountants, having ICAI Firm registration number, 101049W, Bengaluru as Statutory Auditors.
- d) Re-election of Directors retiring by rotation and re-appointment.

(ii) **Profile of Directors seeking re-appointment**

The profile of Directors retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.

(iii) **Financial Year**

Company's financial year is January – December. The Indicative calendar of events for the year 2014 (January - December) excluding Extra Ordinary General Meeting(s), if any, are as under:

Fourth Quarter Financial Results (Year 2013)	February 2014
First Quarter Financial Results	May 2014
Annual General Meeting	May 2014
Second Quarter Financial Results	July 2014
Third Quarter Financial Results	October 2014

In terms of the circular issued by Ministry of Corporate Affairs, as a Green Initiative and subsequent amendment to the Listing Agreement, the soft copy of the notice and the annual report for the year 2013 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 **April 29, 2014 to May 5, 2014** (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 5, 2014**, to those shareholders whose names appear on the Company's Register of Members as on **April 28, 2014**.

(vi) **Listing on Stock Exchanges**

The equity shares of the Company are currently listed with 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.

Pursuant to the amendment to the Listing Agreement by inserting Clause 5A, the Company's Registrar and 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 India 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 and 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 and 3,996 shares

(vii) **Stock Code**

NSE
ABB

BSE
500002

ISIN
INE117A01022

(viii) **Market Price Data**

The market price data and volume of the Company's shares traded in the BSE Limited and the National Stock Exchange, during the year 2013 were as follows:

Period 2013	BSE (Rs)		BSE Sensex		NSE (Rs)		NSE Nifty	
	High	Low	High	Low	High	Low	High	Low
January	737.00	644.00	20,203.66	19,508.93	737.00	638.60	6,111.80	5,935.20
February	673.00	558.10	19,966.69	18,793.97	675.00	560.00	6,052.95	5,671.90
March	628.35	484.30	19,754.66	18,568.43	629.30	482.60	5,971.20	5,604.85
April	526.00	469.00	19,622.68	18,144.22	527.00	468.00	5,962.30	5,477.20
May	694.40	501.00	20,443.62	19,451.26	694.75	495.50	6,229.45	5,910.95
June	660.00	575.00	19,860.19	18,467.16	660.00	576.05	6,011.00	5,566.25
July	627.20	489.10	20,351.06	19,126.82	627.80	486.00	6,093.35	5,675.75
August	519.00	448.10	19,569.20	17,448.71	516.85	430.00	5,808.50	5,118.85
September	594.90	450.10	20,739.69	18,166.17	594.95	446.00	6,142.50	5,318.90
October	640.20	535.15	21,205.44	19,264.72	641.00	535.00	6,309.05	5,700.95
November	697.90	580.00	21,321.53	20,137.67	698.50	577.05	6,342.95	5,972.45
December	720.20	642.80	21,483.74	20,568.70	720.80	643.85	6,415.25	6,129.95

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

ABB Share Price Movement v/s BSE Sensex January – December 2013

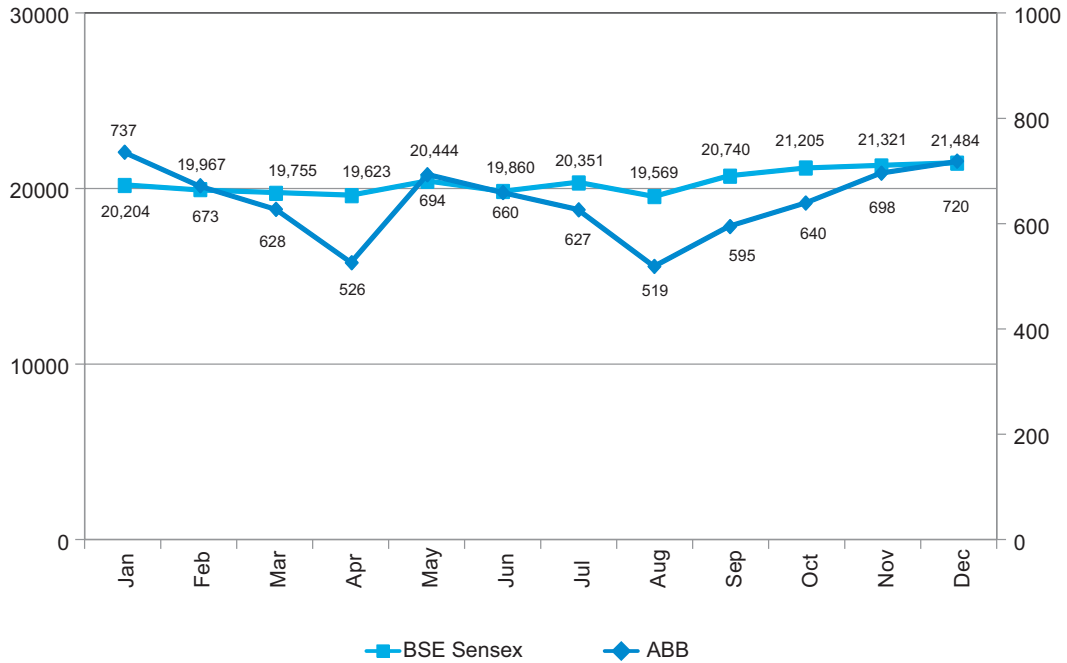
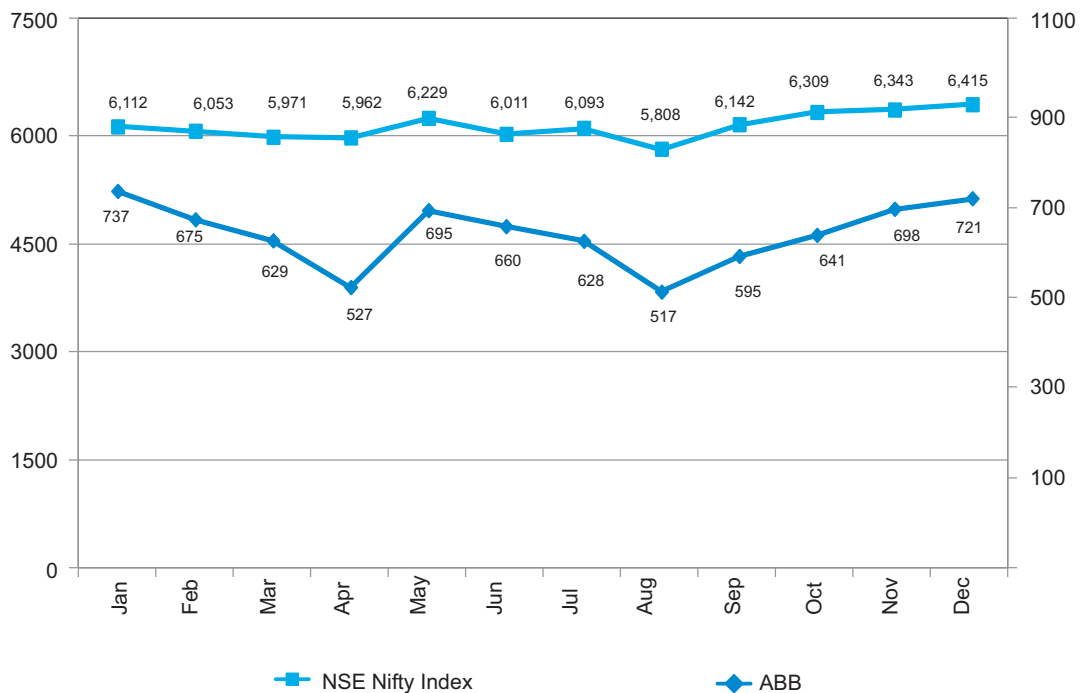


ABB Share Price Movement v/s NSE Nifty Index January – December 2013



(x) Registrar and Share Transfer Agents

Karvy Computershare Private Limited
(Unit: ABB India Limited)

No.51/2, T K N Complex, Vanivilas Road
Opp. National College, Basavanagudi
Bengaluru – 560 004
Tel. No.080-67453237
Fax No.080-26600786
E-mail: kulashekara.sharma@karvy.com

Plot No.17-24, Vittal Rao Nagar
Madhapur
Hyderabad – 500 081
Tel.No.040-44655000
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 31.12.2013		As on 31.12.2012	
	No. of shares	%	No. of shares	%
ABB Asea Brown Boveri Ltd. Zurich & ABB Norden Holding AB, Sweden	158,931,281	75.000	158,931,282	75.000
Non-Resident Individuals/OCBs	321,295	0.152	333,525	0.157
Directors and their relatives	3,500	0.002	3,500	0.002
LIC/UTI/Other Insurance Cos.	23,187,375	10.942	23,555,668	11.116
Nationalised Banks/Other Banks	473,669	0.224	485,164	0.229
Mutual Funds	2,432,608	1.148	3,351,375	1.582
Foreign Institutional Investors	8,733,536	4.121	7,098,721	3.350
Bodies Corporate/Trust	1,166,827	0.551	979,669	0.462
General Public	16,658,284	7.861	17,169,471	8.102
Total	211,908,375	100.000	211,908,375	100.000

(xiii) Distribution of Shareholding as on December 31, 2013

Category	No. of Shareholders	No. of Shares held	% of equity capital
1 – 5000	76,107	14,216,025	6.71
5001 – 10000	259	1,764,179	0.83
10001 – 50000	131	2,469,605	1.17
50001 – 100000	15	1,090,982	0.51
100001 and above	25	192,367,584	90.78
Total	76,537	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, 2013, out of 211,908,375 equity shares of the Company, 208,775,846 equity shares have been dematerialised representing 98.52%.

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, 2013.

As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company Secretary is the Compliance Officer. The said Code of Conduct is applicable to all Directors and identified employees of the Company as well as of the group company who are expected to have access to unpublished price sensitive information relating to the Company.

(xvii) Plant Locations

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

(xviii) Address for Correspondence

ABB India 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

Vadodara, February 18, 2014

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, 2013.

For ABB India Limited

Bazmi R. Husain
Managing Director

Vadodara, February 18, 2014

Annexure – D to Directors' Report

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of ABB India Limited

We have examined all relevant records of ABB India 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, 2013.

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, February 18, 2014