

REF:INABB:STATUT:ANNX-I:

January 14, 2016

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001  
(Attn: DCS – CRD)

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai 400 051

Email: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)

Attn: Listing Dept.

Dear Sir

**Sub: Annexure I – Report on Corporate Governance**

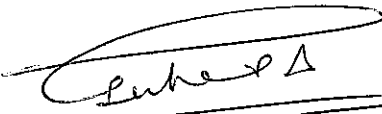
**Ref: BSE - 500002 / NSE - ABB**

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Pursuant to Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annexure–I for the quarter ended **December 31, 2015**.

Thanking you

Yours faithfully  
For ABB India Limited

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**B Gururaj**  
Deputy General Counsel &  
Company Secretary

Encl: As above

ANNEXURE-I

Compliance Report on Corporate Governance  
 Regulation 27 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity : ABB India Limited  
 2. Quarter ending : December 31, 2015

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non-independent/ Nominee) &	Date of Appointment in the current term / cessation (Refer Note 1)	Tenure (Refer Note 1)	No of Directorsh ip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation s)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	2	3	4	5	6	7	8	9
Mr	Frank Duggan	02937233	Non-Executive Non-Independent Chairman	28.10.2014	NA	1	Nil	Nil
Mr	Bazmi R Husain	00965992 AAGPH0796L	Executive Director (Managing Director)	01.01.2011 31.12.2015	NA	1	SRC - 1	Nil



1	2	3	4	5	6	7	8	9
Mr	Nasser Munjee	00010180 AAFPM7588N	Non-Executive Independent	06.05.2015	5 years	7	Audit - 1	Audit - 5
Mr	Darius E Udawadia	00009755 AAAPU2263K	Non-Executive Independent	06.05.2015	5 years	7	Audit - 7	SRC - 2
Mrs	Renu Sud Karnad	00008064 AAEPK2992H	Non-Executive Independent	06.05.2015	5 years	3	Audit - 3 SRC - 3	Audit - 1
Mr	Tarak Mehta	06995639	Non-Executive Non-Independent	28.10.2014	NA	1	Audit - 1	Nil

*SRC = Stakeholders Relationship Committee*

\$PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Nasser Munjee Mr Darius E Udwadia Mrs Renu Sud Karnad Mr Tarak Mehta	Chairman - Independent Independent Independent Non-Executive Non-Independent
2. Nomination & Remuneration Committee	Mr. Nasser Munjee Mrs Renu Sud Karnad Mr Frank Duggan	Chairman - Independent Independent Non-Executive Non-Independent
3. Risk Management Committee	Mr. Nasser Munjee Mr Frank Duggan Mr Bazmi R Husain Mr T K Sridhar Mr N Venu	Chairman - Independent Non-Executive Non-Independent Executive (Managing Director) Chief Financial Officer Head – Power Systems Division
4. Stakeholders Relationship Committee	Mr Darius E Udwadia Mrs Renu Sud Karnad Mr Bazmi R Husain	Chairman - Independent Independent Executive (Managing Director)
5. Corporate Social Responsibility Committee	Mrs Renu Sud Karnad Mr Bazmi R Husain Mr Tarak Mehta	Chairperson - Independent Executive (Managing Director) Non-Executive Non-Independent

\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.



**III. Meeting of Board of Directors**


Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
02.07.2015, 24.07.2015, 02.09.2015 One meeting of Independent Directors was held on 21.08.2015	03.11.2015 and 11.12.2015	62 days (excluding the meeting dates)

**IV. Meeting of Committees**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit - 03.11.2015	Yes	02.07.2015, 23.07.2015, 21.08.2015	74 days (excluding the meeting dates)
Nomination & Remuneration Committee 11.12.2015	Yes	23.07.2015	Not mandatory hence not provided.
Risk Management Committee Nil	Yes	23.07.2015	Not mandatory hence not provided.
Stakeholders Relationship Committee 03.11.2015	Yes	24.07.2015	Not mandatory hence not provided.
Corporate Social Responsibility Committee 03.11.2015	Yes	24.07.2015	Not mandatory hence not provided.

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities)	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here	
Name & Designation:  Deputy General Counsel & Company Secretary	

**Note:** Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

