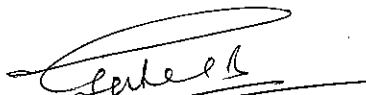


Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : **ABB India Limited**
Scrip Code: BSE - 500002 / NSE - ABB
Quarter ended on : **December 31, 2013**

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No/NA) | Remarks |
|---|-----------------------------|-------------------------------|--|
| I. Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49 (I A) | Yes | |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (I B) | Yes | Necessary disclosures made in the Annual Report. The same would be done in future also. |
| (C) Other Provisions as to Board and Committees | 49 (I C) | Yes | |
| (D) Code of Conduct | 49 (I D) | Yes | |
| II Audit Committee | 49 II | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (II A) | Yes | |
| (B) Meeting of Audit Committee | 49 (II B) | Yes | |
| (C) Powers of Audit Committee | 49 (II C) | Yes | |
| (D) Role of Audit Committee | 49 (II D) | Yes | |
| (E) Review of information by Audit Committee | 49 (II E) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | Yes | |
| (A) Basis and Related Party Transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public issues, Rights issues, Preferential issues, etc. | 49 (IV D) | NA | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Necessary disclosures made in the Annual Report. The same would be done in future also. |
| (F) Management | 49 (IV F) | Yes | Complied in the Annual Report. The same would be done in future also. |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | Complied in the Annual Report. The same would be done in future also. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | The Annual Report carried a separate section on compliance of Corporate Governance. The same would be done in future also. |
| VII Compliance | 49 (VII) | Yes | |

For ABB India Limited



B Gururaj
Senior Vice President
Company Secretary

ABB India Limited
— Formerly known as —