

REF:INABB:STATUT:CL49:

October 9, 2015

BY COURIER

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 Ltd  
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: Compliance report on Corporate Governance – quarterly report

Ref: Scrip Code: BSE - 500002 / NSE - ABB

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Pursuant to revised Clause 49 of the Listing Agreement, we are enclosing herewith, in the prescribed format, the Quarterly Compliance Report on Corporate Governance of our Company for the quarter ended **September 30, 2015**.

Thanking you

Yours faithfully  
For ABB India Limited



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

Encl: As above

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company:** ABB India Limited

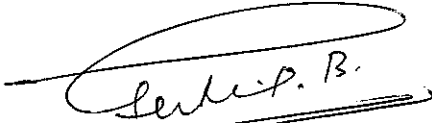
**Quarter ending on:** September 30, 2015

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)	Yes	
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 requires to be disclosed.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Not Applicable	

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Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
(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)	Yes	Company issued and allotted 600 Rated, Listed, Un-secured, Redeemable Non-Convertible Debentures (NCDs) having face value of Rs.1,00,00,000/- each on Private Placement basis.  The said NCDs were allotted on September 4, 2015.  All the proceeds had been utilized for refinancing the Company's existing debt.
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