

Secretarial Compliance Report of ABB Power Products and Systems India Limited for the year ended December 31st, 2020

To,
The Board of Directors,
ABB Power Products and Systems India Limited,
CIN: L31904KA2019PLC121597
8th Floor, Brigade Opus, 70/401,
Kodigehalli Main Road, Bengaluru -560092.

We, BMP & Co. LLP, have examined:

- All the documents and records made available to us and explanation provided by ABB Power Products and Systems India Limited ("the listed entity"),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended December 31st, 2020 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable as the Company did not issue any security during the financial year under review.
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable as the Company did not buyback any of its securities during the financial year under review.
 - Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable as the Company did not issue any Employee Stock Option Scheme for its employees.
 - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the financial year under review.
 - Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable as Company has not issued Preference shares during the year under review.
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review; and
 - Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- and based on the above examination, we hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	SEBI circular no. CFD/DIL3/ CIR/2017/21 dated March 10, 2017 (as amended vide SEBI Circular dated January 03, 2018)	The Company was required to complete the formalities for listing and trading of securities with BSE Limited and National Stock Exchange of India Limited within 60 days of receipt of the order of the Hon'ble NCLT. There was a delay thereby leading to non-compliance with SEBI circular dated March 10, 2017	The delay was inadvertent, and the Company had made best efforts towards meeting timelines. The Company has assured to meet the prescribed timelines in future and remain in compliance with all applicable provisions of the SEBI Rules and Regulations