



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

Name of the Company: **ABB Limited**  
 Scrip Code: BSE - 500002 / NSE - ABB  
 Quarter ended on: **March 31, 2011**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/NA)	Remarks
<b>I. Board of Directors</b>	49 I	Yes	
(A) Composition of Board	49 (I A)	No	Currently, the requirement of Clause 49(1A) is not satisfied. However, effective May 11, 2011, this condition will be fulfilled.
(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	
<b>II Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	NA	The Company does not have any subsidiary company
<b>IV. Disclosures</b>	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	The Company has not made public issues, rights issues, preferential issues in the recent years.
(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	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Complied in the Annual Report. The same would be done in future also.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	The Annual Report carried a separate section on compliance of Corporate Governance. The same would be done in future also.
<b>VII Compliance</b>	49 (VII)	Yes	

For **ABB Limited**

**B. Gururaj**  
 Senior Vice President  
 Company Secretary