



ABB India Limited
CIN: L32202KA1949PLC032923
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Peenya Industrial Area IV,
Peenya, Bengaluru - 560 058, Karnataka
Ph: 080-22949151
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Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable laws]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars, General Circular No. 09/2023 dated September 25, 2023 including General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/ 2025 dated September 22, 2025 issued by the MCA (collectively the “**MCA Circulars**”), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the resolution appended below is proposed for the approval of the members of ABB India Limited (the “**Company**”) to be passed as an Ordinary Resolution by way of Postal Ballot through electronic voting (“**Postal Ballot**”).

The proposed resolution and the Explanatory Statements pursuant to, *inter alia*, Section 102(1) of the Act and other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), is annexed hereto for your consideration.

SPECIAL BUSINESS:

Item No. 1: Approval for Material Related Party Transaction involving sale of the Company's Robotics Business to ABB Robotics India Private Limited on a Slump Sale basis

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“**Act**”) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with the relevant rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, the rules issued under the Act, the Listing Regulations and the Articles of Association of the Company, in each case including any statutory modifications, amendments or re-enactment thereof, for the time being in force, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/other concerned bodies, if any, and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company (“**Board**”), which expression shall also include a committee thereof duly constituted by the Board, the consent of the members of the Company, be and is hereby accorded for the sale of the Company's Robotics Business, together with all its respective assets and liabilities, including but not limited to relevant contracts, permits and licenses, employees, employees benefit funds, any other deeds and other instruments and documents necessary to transfer / assign all right, title, and interest (“**Robotics Business**”) as a going concern on a slump sale basis (“**Business Transfer**”) to ABB Robotics India Private Limited (“**INRBT**”), a related party, with effect from such date and on such terms and conditions as may be agreed by the Company in a

business transfer agreement (the “**BTA**”, which expression shall include any amendments or modifications thereto) and/or such other agreements as may be required, to be entered by the Company with INRBT, for a lumpsum consideration of Rs. **1568,20,00,000/-** (Rupees One Thousand Five Hundred Sixty Eight Crores and Twenty Lakhs only) on an arm’s length basis, which consideration has been determined on the basis of the independent business valuation reports issued by Ernst & Young Merchant Banking Services LLP and Bansi S. Mehta & Co., respectively (“**Business Valuation Reports**”), and a fairness opinion issued by ICICI Securities Limited, a category – I merchant banker on the Business Valuation Reports (“**Fairness Opinion**”).

RESOLVED FURTHER THAT the Board, be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion including without limitation, effecting any modifications, amendments, or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respect.”

Notes:

1. The Statement pursuant to Sections 102, 108, 110 and all other applicable provisions, if any, of the Act read with rules made thereunder, various MCA Circulars as mentioned above, setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.
2. Members may take note that considering the relaxation granted by the statutory authorities, the companies are permitted to conduct the postal ballot by sending the notice in electronic form only. Hence the Company has not dispatched the Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier. Further as per relaxation granted, the communication of the assent or dissent of the Members on the resolution as set out in Postal Ballot Notice would only be taken through the remote e-voting.
3. The Postal Ballot Notice and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“**DPS**”) or with KFin Technologies Limited, the Registrars and Share Transfer Agent of the Company (“**KFIN**”) and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited, (collectively the “**Depositories**”) as on Tuesday, January 27, 2026 (“**Cut-off Date**”). The Postal Ballot Notice has been uploaded on the websites of the Company (www.abb.co.in), KFIN (<https://evoting.kfintech.com/public/Downloads.aspx>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com), in compliance with the relevant circulars.
4. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).

Members holding shares in physical mode are requested to update their email addresses with KFIN by following the process detailed below:

Members holding shares in physical mode are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, shall register the e-mail ID, mobile number, postal address with PIN code for their corresponding folio numbers. Members can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

| | |
|---------|--|
| Name | KFIN Technologies Limited |
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

5. **Remote e-voting:**

- i) In compliance with Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the physical Postal Ballot Form, in respect of the resolution as set out in this Postal Ballot Notice.
- ii) The Company has availed the services of KFIN, as the authorised agency for providing e-voting facility.
- iii) The Company has appointed Mr. K. Chandra Sekhar, (Membership No. A14441 / CP No. PCS 24363), Practicing Company Secretary, Bengaluru as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.
- iv) Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Cut-off Date. A person who is not a shareholder as on Cut-off Date, should treat this notice for information purpose only.
- v) Members holding shares either in physical form or dematerialized form, as on the Cut-Off Date i.e. Tuesday, January 27, 2026, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.

vi) Instructions for Remote E-voting are as under:

I) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

| Type of shareholders | Login Method |
|---|---|
| <u>Individual Shareholders holding securities in demat mode with NSDL</u> | <p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdesaDirectReq.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |
| <u>Individual Shareholders holding securities in demat mode with CDSL</u> | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdsliindia.com/myeasitoken/home/login or URL: www.cdsliindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdsliindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdsliindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress |

| | |
|--|--|
| <u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u> | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. |
|--|--|

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9407, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “ABB India Limited- Postal Ballot” and click on “Submit”.

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast vote on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id chandra@kcsassociates.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “ABB India Limited - Postal Ballot 2026” .
- xiii. Any Member, who has not received the User ID and Password, may obtain the same in the following manner:
 - a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD e-voting Event Number + Folio No. or DPID Client ID to 9212993399. For example:
 - NSDL: MYEPWDIN12345612345678
 - CDSL: MYEPWD1402345612345678
 - Physical: MYEPWD1234567890
 - b) If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a new password.
 - c) Members may send an e-mail request to evoting@kfintech.com.

6. The remote e-voting facility shall be available during the following period:

Commencement from 9.00 a.m. IST on Thursday, January 29, 2026 end at 5.00 p.m. IST on Friday, February 27, 2026.

The e-voting shall be disabled by KFIN at 5.00 p.m. IST on Friday, February 27, 2026.

- 7. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolution, if passed by the requisite majority, shall be deemed to be passed on Friday, February 27, 2026 i.e., the last date specified for the remote e-voting.
- 8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by him in writing after completion of scrutiny of the votes cast through remote e-voting. The results of the postal ballot (including e-voting) will be announced on or before **5.00 p.m. IST on Monday, March 2, 2026** and communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) (together the “**Stock Exchanges**”), National Securities Depository Limited & Central Depository Services (India) Limited, Depositories and will be uploaded on the website of the Company i.e. website www.abb.co.in and website of KFIN

<https://evoting.kfintech.com/public/Downloads.aspx>. The said Results will also be displayed at the Registered Office of the Company.

9. All the material documents referred to in the explanatory statement will be available for inspection through electronic mode, during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.
10. Members requiring any clarifications on voting by Postal Ballot including e-voting may contact Ms. C Shobha Anand, Vice President, KFin Technologies Limited on toll-free number 1- 800-309-4001 or by email at evoting@kfintech.com

By Order of the Board
For ABB India Limited

Date: January 26, 2026

Place: Bangalore

Registered Office:

Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,
Peenya Industrial Area IV, Peenya,

Bengaluru - 560 058, Karnataka

CIN: L32202KA1949PLC032923

Ph: 080-22949151

E-mail: investor.helpdesk@in.abb.com,

Website: www.abb.co.in

Trivikram Guda
Company Secretary
ACS: 17685

EXPLANATORY STATEMENT
Pursuant to Section 102 and 110 of the Act

The following explanatory statement sets out the material facts relating to the special business mentioned in the Notice as required by Sections 102(1) and 110 of the Act and SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“**RPT Industry Standards**”), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135).

Item No. 1

Approval for Material Related Party Transaction involving sale of the Company's Robotics Business to ABB Robotics India Private Limited on a Slump Sale basis

Background

On April 17, 2025, ABB Limited, Switzerland, the holding and promoter company of the Company, announced its global plan to spin off its robotics division. Pursuant to the announcement, your Audit Committee and your Board of Directors (“**Board**”) undertook a detailed review of the strategic direction of the Company’s robotics business (“**Robotics Business**”) and pending the Company’s decision on divestment of the Robotics Business, approved a proposal to house the Robotics Business in a separate entity, ABB Robotics India Private Limited (“**INRBT**”).

Subsequently, on October 8, 2025, ABB Limited announced its decision to divest the robotics division to SoftBank Group. In light of this development, your Audit Committee and your Board, after conducting a detailed analysis of the future prospects of the Robotics Business and considering various factors including the Company’s high degree of operational and technological dependence on ABB Limited’s robotics division, recommended and approved the following transactions:

Step 1: Related party transaction involving the sale of all the shares held by the Company in INRBT to an identified company within the ABB group, at a valuation determined by an independent valuer (“**Share Transfer**”).

Step 2: Upon completion of the Share Transfer, sale of the Robotics Business of the Company as a going concern on a slump sale basis (as defined under Section 2(42C) of the Income-tax Act, 1961) to INRBT for a lump sum consideration of Rs. **1568,20,00,000/-** (Rupees One Thousand Five Hundred Sixty Eight Crores and Twenty Lakhs only) excluding all applicable taxes , subject to receipt of the approval of the Members as sought in the Notice via Postal Ballot, and on the terms set out in a business transfer agreement to be entered into between the Company and (“**BTA**”) (such transaction, “**Business Transfer**”).

Prior to approving the Business Transfer, the Company considered alternative structuring options for the transfer of the Robotics Business, including a demerger of the Robotics Business. After due evaluation, the Board and the Audit Committee concluded that a demerger was not a viable option for various reasons, including that the size, nature and scale of operations of the Robotics Business (as detailed in the “Rationale of the Proposed Business Transfer” section below) did not warrant creation of a separate listed entity housing the Robotics Business. Such a listing would also entail significant and ongoing compliance and regulatory costs, which would not be commensurate with the scale and requirements of the Robotics Business. An independently listed Robotics Business of the aforesaid scale would also be unlikely to attract adequate investor interest or provide sufficient trading liquidity to shareholders. In view of these and other factors, the Board and the Audit Committee determined that a demerger was not the optimal structure to transfer the Robotics Business to INRBT. The Audit Committee and Board therefore approved the transfer of the Robotics Business by way of a slump sale.

Details of the Robotics Business

The Company’s Robotics Business primarily serves as a sales channel, provides maintenance support and some degree of application engineering. The Robotics Business is not a significant contributor to the Company’s revenue or profits and contributed 3.6% of the Company’s total revenue and 2.4% of its total profit before tax during the financial year 2024.

Rationale of the proposed Business Transfer

ABB Limited had announced the divestment of its robotics division to SoftBank Group on October 8, 2025. In its review of a potential transfer of the Robotics Business, the Board and Audit Committee noted that the Company's Robotics Business primarily serves as a sales channel, provides maintenance support and some degree of application engineering. The Robotics Business has a high degree of operational, technological integration and dependence upon ABB Limited's Robotics division for patented technology and product R&D, as well as for operations, supply chain, marketing and branding. Customers and talent are similarly attracted to the Company's Robotics Business given its global integration and support. Access to ABB Group's support is accordingly necessary for the Company to continue the Robotics Business in its current form. Given the factors above, the Robotics Business may not be attractive to a third party purchaser who does not also acquire ABB Limited's global Robotics business, or indeed, as a continuing business for the Company if ABB Group's support is removed.

The Robotics Business does not enjoy material synergies with the other businesses of the Company. The proposed transfer of the Robotics Business to the ABB Group would allow the Company to streamline its operations, thereby allowing it to strengthen its position in its core business divisions, namely, Electrification, Motion, and Automation. The impact of the transfer of the Robotics Business on the Company's other businesses and financials is unlikely to be substantial. The Robotics Business does not have material overlaps and does not materially complement other businesses of the Company in terms of serving the Company's customers. As indicated above, the Robotics Business accounts for a small portion of the Company's revenue and also has a lower profit margin compared to other businesses of the Company. Further, the profit margin, EBITDA and revenue share of the Robotics Business are less than the Company's other businesses. A comparison of the profit margin, EBITDA, and revenue share of the Robotics Business vis-à-vis the other businesses of the Company, as of the nine months period ended September 2025 is set out below:

| Parameter | Robotics Business in INR Cr. | Other Businesses (excluding Robotics) in INR Cr. |
|---------------|------------------------------|--|
| Revenue | 566.77 (5.9%) | 9078.95 (94.1%) |
| EBITDA margin | 50.33 (3.3%) | 1492.26 (96.7%) |

The proposed Business Transfer is intended to establish a more focused, efficient, and strategically aligned organization, supported by a clear roadmap for long-term value creation and success.

Accordingly, following detailed deliberations, your Board is of the opinion that the proposed Business Transfer is in the interest of the Company.

Manner of Determination of Consideration

The consideration for the Business Transfer has been determined on an arm's length basis and was arrived at by the Board after considering various inputs and factors, including two independent valuation reports from Ernst & Young Merchant Banking Services LLP (dated January 26, 2026) ("EY") and Bansi Mehta S Valuers LLP (dated January 26, 2026) ("BSM"), respectively. Both valuations are based on internationally accepted valuation methodologies on an arm's length basis and comply with the Act. Further, ICICI Securities Limited, a category - I merchant banker has provided a fairness opinion in respect of the valuation of the Robotics Business done by the valuers, which has also been duly considered by the Board in its deliberations.

Valuation Methodologies

Following are the valuation methodologies adopted by the respective valuers for the valuation of the Robotics Business:

- EY has arrived at a range of fair values for the Robotics Business by using the Income Approach – Discounted Cash Flow method ("DCF Method") and Market Approach – Comparable Transactions' Multiples Method ("CTM Method").

- BSM has arrived at a range of fair values for the Robotics Business by using the Comparable Companies Multiple Method (“CCM Method”), CTM Method, and DCF Method.

In the CTM Method, both the valuers have looked at global transaction involving sale of the robotics division by ABB Group to SoftBank Group.

Utilization of proceed

Following completion of the Business Transfer and receipt of the proceeds therefrom, the Board may, in due course, determine the utilization of the proceeds from the transaction.

Material Related Party Transaction

INRBT will be an indirect subsidiary of ABB Limited when the Business Transfer is undertaken. Accordingly, INRBT will form part of the promoter group of the Company as per of Regulation 2(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and would be a related party of the Company as per Regulation 2(zb) of the Listing Regulations and Section 2(76) of the Act.

Pursuant to Section 188 of the Act read with Regulation 23 of the Listing Regulations and Company's policy on Related Party Transactions, material related party transactions require prior approval of the shareholders through an ordinary resolution. For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the following thresholds ("Materiality Threshold"):

| Thresholds as per: | |
|---|--|
| Regulation 23(1) of the Listing Regulations | <p>(a) 10% of the annual consolidated turnover of the listed entity, if the annual consolidated turnover of the listed entity is upto Rs. 20,000 Cr;</p> <p>(b) Rs. 2,000 Cr + 5% of the annual consolidated turnover of the listed entity above Rs. 20,000 Cr, if the annual consolidated turnover of the listed entity is more than Rs. 20,000 Cr upto Rs. 40,000 Cr; and</p> <p>(c) Rs. 3,000 Cr + 2.5% of the annual consolidated turnover of the listed entity above Rs. 40,000 Cr, or Rs. 5,000 Cr, whichever is lower, if the annual consolidated turnover of the listed entity is more than Rs. 40,000 Cr.</p> |
| Section 188(1)(b) of the Act read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 | 10% of the net worth basis of the audited financial statement of the preceding financial year |

The consideration for the Business Transfer is Rs. 1568,20,00,000/- (Rupees One Thousand Five Hundred Sixty-Eight Crores and Twenty Lakhs only), which exceeds the Materiality Thresholds, as per the details given below, prescribed under Regulation 23 of the Listing Regulations and Section 188 of the Act, respectively, and accordingly, the Business Transfer constitutes a 'material related party transaction'.

- 10% of the annual consolidated turnover of the Company as on December 31, 2024 is Rs. 1218,83,06,171.
- 10% of the net worth of the Company as on December 31, 2024 is Rs. 707,53,99,167.

Therefore, the proposed Business Transfer requires approval of the Members of the Company through an ordinary resolution, provided that all related parties of the Company whether or not a party to the proposed transaction shall not vote to approve the proposed resolution in terms of Regulation 23 of the Listing Regulations. Your Audit Committee, at its meeting held on January 26, 2026 and your Board, at its meeting held on January 26, 2026, have recommended and approved the proposed Business Transfer.

The necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD-

PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“**RPT Industry Standards**”), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135) are set out below for the reference of the Members.

| S. No. | Particulars of the information | Details |
|---------------|---|---|
| 1. | Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable | Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure I . |
| 2. | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT | Please refer to the headings ' <i>Rationale of the proposed Business Transfer</i> ', and ' <i>Manner of Determination of Consideration</i> '. |
| 3. | Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards | The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards. |
| 4. | Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval | <p>The proposed material related party transaction has been approved by the Audit Committee and the Board on January 26, 2026.</p> <p>The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of an Ordinary Resolution.</p> |
| 5. | Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT | <p>The Company has obtained the following business valuation reports for the Robotics Business</p> <p>(i) valuation report (dated January 26, 2026), issued by Ernst & Young Merchant Banking Services LLP, accessible at click here; and</p> <p>(ii) valuation report (dated January 26, 2026), issued by Bansi S. Mehta & Co., accessible at click here,</p> <p>collectively, “Business Valuation Reports”.</p> <p>The Company has also obtained a fairness opinion from ICICI Securities Limited, a category – I merchant banker on the Valuation Reports, accessible at click here (“Fairness Opinion”).</p> <p>While approving the proposed Business Transfer, the Audit Committee has considered the Business Valuation Reports and the Fairness Opinion to determine the consideration on an arm’s length basis.</p> |

| S. No. | Particulars of the information | Details |
|--------|---|----------------|
| 6. | Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making | Not applicable |
| 7. | Any other information that may be relevant | None |

The disclosures as per Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are set out below for the reference of the Members.

| S. No. | Particulars of the information | Details |
|--------|---|--|
| 1. | Name of the related party | ABB Robotics India Private Limited ("INRBT") |
| 2. | Name of the director or key managerial personnel who is related, if any | None |
| 3. | Nature of relationship | INRBT would be an indirect wholly-owned subsidiary of ABB Limited, Switzerland (the ultimate holding and promoter company of the Company) at the time of the proposed Business Transfer. |
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangement | <p>Nature and value of the transaction Sale of the Robotics Business by the Company to INRBT as a going concern, on a 'slump sale' basis for a lump sum consideration of Rs. 1568,20,00,000/- (Rupees One Thousand Five Hundred Sixty Eight Crores and Twenty Lakhs only).</p> <p>Duration of the transaction One time transfer of the Robotics Business of the Company to INRBT. The proposed Business Transfer is expected to be completed before March 31, 2026, subject to the requisite approvals, including approval of the shareholders by majority of minority.</p> <p>Particulars of the contract or arrangement A business transfer agreement in connection with the Business Transfer is proposed to be entered between the Company and INRBT by February 27, 2026.</p> |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | None |

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent set out above, if any.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no related party, whether or not party to the proposed transaction(s), shall vote to approve on the Ordinary Resolution set out above.

By Order of the Board
For ABB India Limited

Date: January 26, 2026

Place: Bangalore

Trivikram Guda
Company Secretary
ACS: 17685

Registered Office:

Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,
Peenya Industrial Area IV, Peenya,
Bengaluru - 560 058, Karnataka
CIN: L32202KA1949PLC032923
Ph: 080-22949151
E-mail: investor.helpdesk@in.abb.com,

Website: www.abb.co.in

INFORMATION AT GLANCE:

| Particulars | Information |
|--|---|
| “Cut-Off Date” to reckon voting rights | Tuesday, January 27, 2026 |
| E Voting commencement date /time | At 9.00 a.m. (IST) on Thursday, January 29, 2026 |
| E Voting end date /time | At 5.00 p.m. (IST) on Friday, February 27, 2026 |
| Date on which the resolution is deemed to be passed | Last date of voting i.e. Friday, February 27, 2026 |
| Web link for remote e-voting | https://evoting.kfintech.com/ |
| Date of announcement of voting result | on or before 5.00 p.m. (IST) on Monday, March 02, 2026 |
| Name, address and contact details of Registrar and Share Transfer Agent. | Shobha Anand, Vice President KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: shobha.anand@kfintech.com ; einward.ris@kfintech.com Contact number – 1800-309-4001 |

Minimum information to be provided for Review of the Audit Committee and Board for Approval of Sale of Robotics Business

| S.No | Particulars of the information | Information provided by the management |
|--|---|---|
| A(1). Basic details of the related party | | |
| 1 | Name of the related party | ABB Robotics India Private Limited ("INRBT") |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | Manufacturing & Sales |
| A(2). Relationship and ownership of the related party | | |
| 1 | <p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party-including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i> <i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p> | <p>INRBT will be an indirect wholly-owned subsidiary of the ultimate holding and promoter company – ABB Limited, Switzerland at the time of the proposed sale of Robotics Business ("Business Transfer") and form part of the promoter group.</p> <ul style="list-style-type: none"> Nil Nil Nil |
| A(3). Details of previous transactions with the related party | | |
| 1 | <p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary</i></p> | Nil |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Nil, as INRBT was incorporated on September 22, 2025, as a wholly owned subsidiary of the Company |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. | Not applicable |
| A(4). Amount of the proposed transaction(s) | | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders. | Rs. 1568,20,00,000/- (Rupees One Thousand Five Hundred Sixty Eight Crores and Twenty Lakhs only) |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e., audited turnover for the FY January to December 2024). | 13% |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction). | Not applicable |

| | | | | | |
|---|--|---|-------------------------|------------------|--|
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Not available, since INRBT was incorporated on September 22, 2025 and hence, the Financial Statements are not available | | | |
| 6 | Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i> | Turnover | Profit After Tax | Net worth | |
| | | Nil, since INRBT was incorporated on September 22, 2025 and hence, the Financial Statements are not available | | | |
| A(5). Basic details of the proposed transaction | | Amt in INR Crores | | | |
| 1 | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | Sale of Robotics Business | | | |
| 2 | Details of each type of the proposed transaction | Sale of Robotics Business as a going concern on a slump sale basis (as defined under Section 2(42C) read with Section 50B of the Income-tax Act, 1961) | | | |
| 5 | Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i> | Value of the transaction is Rs. 1568,20,00,000/- (Rupees One Thousand Five Hundred Sixty Eight Crores and Twenty Lakhs only). The transaction is proposed to be completed during the current financial year itself. | | | |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | One time transaction, expected to be completed by March 31, 2026, subject to the requisite approvals, including approval of the shareholders by majority of minority. | | | |
| 4 | Whether omnibus approval is being sought? | No | | | |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity. | Please refer to the headings 'Rationale of the proposed Business Transfer', and 'Manner of Determination of Consideration'. | | | |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. | Not applicable | | | |
| | a. Name of the director / KMP | | | | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party. | | | | |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | The consideration for the Business Transfer has been determined on the basis of the valuation reports issued by Ernst & Young Merchant Banking Services LLP and Bansi Mehta S Valuers LLP ("Business Valuation Reports"). ICICI Securities Limited, a category – I merchant banker has given a fairness opinion in relation to the valuation of the Robotics Business done by the valuers ("Fairness Opinion"). Copies of the Business Valuation Reports and the Fairness Opinion are enclosed. | | | |
| 9 | Other information relevant for decision making. | Not applicable | | | |
| B(6). Disclosure only in case of transactions relating to sales, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate | | | | | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity. | No. The Company has not undertaken a bidding process for choosing a party for the proposed Business Transfer. However, the Company has received an expression of interest dated January 21, 2026 from ABB Asea Brown Boveri Ltd for purchase of the Robotics Business. Considering this development and after conducting a detailed analysis of the future prospects of the Company's Robotics Business, the Company proposes to undertake material related party transaction involving sale of the Robotics Business by the Company to INRBT at its fair market value as determined by independent valuers and supported by a fairness opinion | | | |
| 2 | Basis of determination of price. | Please refer to the heading 'Manner of Determination of Consideration'. | | | |
| 3 | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate. | Please refer to the heading 'Rationale of the proposed Business Transfer'. | | | |

| | | | FY 2024 (INR in Cr) | FY 2023 (INR in Cr) | FY 2022 (INR in Cr) |
|--|---|--|----------------------------|----------------------------|----------------------------|
| 4 | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years: | Turnover | 444 | 416 | 234 |
| | | Net Worth | -29.27 | -45.45 | 14.55 |
| | | Net Profit | 61 | 54 | 30 |
| 5 | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking. | | | | |
| | a. Expected impact on turnover | Rs. 444 Crore | | | |
| | b. Expected impact on net worth | Rs. -29 Crore (Since Robotics Business has a negative net worth, hence, it will have a positive impact on ABB India Ltd's net worth post the slump sale) | | | |
| | c. Expected impact on net profits | Rs. 60 Crore | | | |
| C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate | | | | | |
| 1 | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. | Nil | | | |
| 2 | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details. | No | | | |
| 3 | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary? | Yes, Robotics and Discrete Automation is a reporting segment of the Company, which will get eliminated after the proposed Business Transfer | | | |
| 4 | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary? | No | | | |
| 5 | Are there any other major non-financial reasons for going ahead with the proposed transaction? | Please refer to the heading 'Rationale of the proposed Business Transfer'. | | | |