



REF:INABB:STATUT:LODR COMPL:REGU 34:

April 5, 2024

BSE Limited  
P.J. Towers, Dalal Street  
Mumbai 400 001  
(Attn : DCS CRD)

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

Attn: Listing Dept.

Dear Sirs,

**Sub:** Submission of Annual Report of the Company along with the Notice of Annual General Meeting (AGM) and Business Responsibility and Sustainability Report (BRSR) for the Financial Year 2023 pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

**Ref:** BSE - 500002 / NSE – ABB

In terms of the Regulation 34 of the Listing Regulations, please find enclosed herewith the Integrated Annual Report of the Company for the financial year ended December 31, 2023 including the Notice of the 74th AGM and BRSR which is being sent through electronic mode to Shareholders of the Company in respect of 74th Annual General Meeting, scheduled to be held on Saturday, May 11, 2024 at 11.00 A.M. (IST) at Disha, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058.

The Notice of the 74th AGM and the Integrated Annual Report including the BRSR Report is being uploaded on the website of the Company at [www.abb.co.in](http://www.abb.co.in).

We also wish to inform you that considering various requests from Members in the past, the Company will be organizing a short factory visit to Company's Peenya Factory, for limited number of interested Members who have completed prior registration and are attending the AGM in person on May 11, 2024. A communication in this regard, informing the Members about the Factory Visit and seeking confirmation about their interest to participate in the visit, is being sent to all registered Shareholders of the Company as part of the Notice and Integrated Annual Report. The contents of the above communication to the Shareholders of the Company are available in page no. 222 of the attached Report.

We request you to take the above on record.

Thanking you,

Yours faithfully,  
For ABB India Limited

Trivikram Guda  
Company Secretary and Compliance Officer  
ACS-17685

Encl: as above

The background of the page is a photograph of a modern, multi-story office building. The building features a prominent facade of reddish-brown panels and large glass windows. The ABB logo is visible on the building's facade. The sky is clear and blue. In the foreground, there is a paved road with yellow markings and some greenery.

# Integrated Report 2023

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# About ABB Group

ABB's purpose is to enable a more sustainable and resource efficient future with our technology leadership in electrification and automation.

Building on over 140 years of excellence, our more than 105,000 employees are committed to delivering on our purpose by driving innovations that create success for ABB and all our stakeholders. Together, we address the world's energy challenges, transform industries, reduce emissions, preserve natural resources, promote social progress, and push the frontiers of technology to make things possible that were not possible before.

Our solutions connect engineering know-how and software to optimize how things are manufactured, moved, powered, and operated.

ABB's purpose is why we are in business and our guiding star.

## ABB'S PURPOSE

We enable a more sustainable and resource-efficient future with our technology leadership in electrification and automation.

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**Creating success**



**Addressing the world's energy challenges**



**Transforming industries**



**Embedding sustainability**

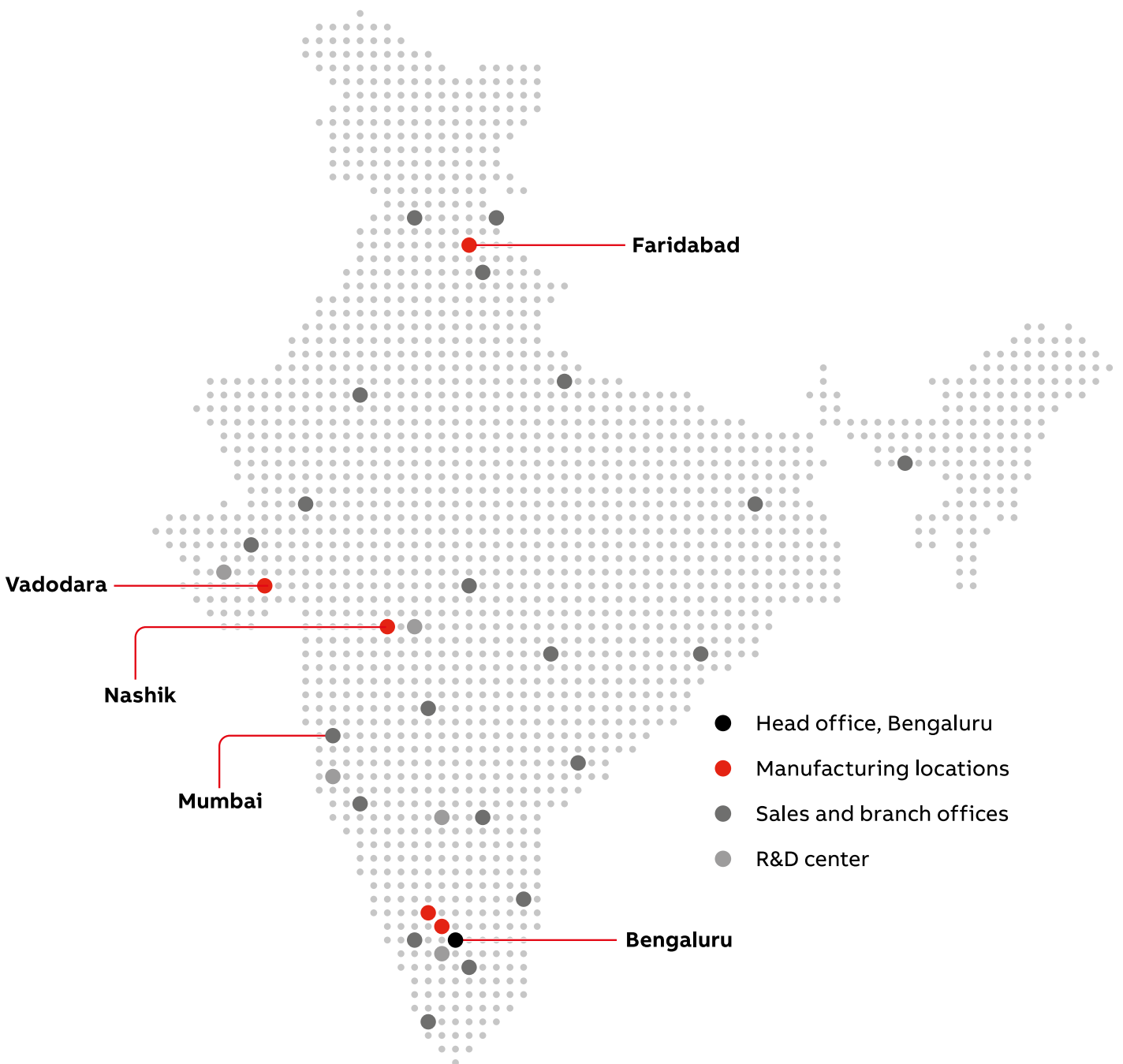


**Leading with technology**



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# ABB in India: 100+ years 70+ years of manufacturing, Global R&D and Business Services





**5** Manufacturing Locations

**25** Plants



**28** Sales Offices

**750+** Partners



**9,500+** Colleagues



HO & Peenya Campus, Bengaluru



Maneja Campus, Vadodara



Nelamangala Campus, Bengaluru



Faridabad Campus



Nashik Campus



ABB Services Bangalore Hub (AS)\*



ABB Innovation Center (AIC), Whitefield\*



ABB Innovation Center (AIC), Hyderabad\*

\*AS, AIC are part of ABB Global entity

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# Our business areas

To enable ABB to deliver on its purpose and create value for its stakeholders, we build on our decentralized operating model. Our 19 divisions are organized into four business areas: Electrification, Motion, Process Automation and Robotics & Discrete Automation. Our business areas complement each other and pursue opportunities to collaborate. In line with our

decentralized operating model, our divisions are the highest operational level within ABB. This allows them to take decisions close to the customer and to work together to provide the best service to our customers. They drive the success of ABB in their daily business.





## Electrification

ABB's Electrification business area provides a leading portfolio of products, digital solutions and services to electrify the world in a safe, smart and sustainable way. We collaborate with customers to improve power delivery and security, and enhance energy management, efficiency and operational reliability, as we aspire to enable a low-carbon society. Our portfolio encompasses digital and connected innovations for low and medium voltage, including electric vehicle (EV) infrastructure, modular substations, distribution automation, power protection, wiring accessories, switchgear, enclosures, cabling, sensing and control.

### Divisions:

- Distribution Solutions
- Smart Power
- Smart Buildings
- Installation Products
- Service



## Process Automation

ABB's Process Automation business area enables customers to operate some of the world's largest and most complex industrial infrastructures, writing the future of safe, smart and sustainable operations. We offer a broad range of automation, electrification and digital solutions for process and hybrid industries, including industry-specific integrated control and software as well as measurement and analytics solutions and services.

### Divisions:

- Energy Industries
- Process Industries
- Marine & Ports
- Measurement & Analytics



## Motion

ABB's Motion business area keeps the world turning. As the largest supplier of drives and motors globally, we provide customers with the complete range of electrical motors, generators, drives and services, as well as integrated digital powertrain solutions, enabling our customers to save energy every day to empower a low-carbon future. We serve a wide range of automation applications in transportation, infrastructure and the discrete and process industries and through our domain expertise and technology achieve better performance, safety and reliability.

### Divisions:

- Drive Products
- System Drives
- Service
- NEMA Motors
- IEC LV Motors
- Large Motors & Generators
- Traction Motors & Convertors



## Robotics & Discrete Automation

ABB's Robotics & Discrete Automation business area enables companies to become more resilient, flexible and efficient through our value-added solutions in robotics as well as machine and factory automation. With our integrated automation solutions, our application expertise across a wide scope of industries and our global presence, we deliver tangible customer value. Our focus on innovation includes extensive work in artificial intelligence, as well as an ecosystem of digital partnerships and the expansion of our production and research capabilities.

### Divisions:

- Robotics
- Machine Automation<sup>1</sup>

1 – Machine Automation division is not part of ABB India & is run separately out of ABB B&R



—  
Smart Power factory in Nelamangala,  
Bengaluru, one of the first in India to  
transition to Industry 5.0



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# Table of contents

## 01

### Introduction

- 10 Letter from the Chairman and Managing Director
- 12 Key figures at a glance and five-year summary
- 13 Solid finish to a record year
- 14 Highlights

## 02

### Value creation & Operating environment

- 27 Value creation model
- 28 Business environment
- 30 Strategic direction and the ABB Way
- 36 Management Discussion and Analysis
- 48 Risks and opportunities

## 03

### Sustainability in practice

- 51 We enable a low-carbon society
- 52 We preserve resources
- 53 We promote social progress
- 54 Health and safety
- 55 Diversity and inclusion
- 56 Integrity
- 58 Business Responsibility and Sustainability Report

## 04

### Governance structure

- 97 Board of Directors
- 98 Company Information
- 99 Country Management

## 05

### Statutory Reports & Financial Statements

- 101 Notice of AGM
- 110 Boards' Report
- 155 Independent Auditor's Report
- 167 Balance Sheet
- 168 Statement of Profit and Loss
- 169 Statement of cash flows
- 171 Statement of changes in equity
- 172 Notes to the Financial Statements
- 221 Route map to the venue of the AGM

# Letter from the Chairman and Managing Director



Dear shareholders,

During the last three years, your Company has grown annually in healthy double digits with the market capitalization increasing almost four-fold. ABB India's performance has perfectly mirrored the growth of the Indian economy with the broad-based revival of capital expenditure led by the government across traditional and emerging sectors.

Your Company has been working with customers and partners to meticulously craft their respective growth journeys in a sustainable and resource efficient manner. This has been led by our purpose and the 'ABB Way' operating model. We have made our own processes more robust and efficient, further deepening our footprint in the country.

The global technology leadership, with a highly localized portfolio and engineering prowess, has enabled ABB India to partner the nation's development journey over several decades. Your company has made a major contribution to the nation's journey of energy transition, local manufacturing upgrade and modernizing the entire transport ecosystem including building roads, railways, modern ports and airports. ABB India's portfolio of digital and energy efficient solutions also partner in strengthening the digital infrastructure backbone of the country, while fighting the impact of climate change.

This report will provide an integrated update on how ABB India, through its strategy and operating model, is creating value for its various stakeholders. Aligned with our purpose, we have the capacity and proficiency to contribute to the resource and energy needs of an expanding local market and specifications of several global ones, while safeguarding the environment for future generations. As a conscientious corporate citizen,

we will continue our efforts for enhancing employee well being and future resource upskilling, even as we contribute to wholesome social progress.

## Delivering on our commitment

ABB India has consistently delivered a solid performance across all key parameters such as orders, revenue, profitability and cashflow generation. The Company has built a robust pipeline of orders from a diverse set of sectors like data centers, electronics, metros and railways, renewables, automotive, water and wastewater and power distribution. Simultaneously, we have deepened our base in segments like metals, mining, cement, pulp, and paper through our energy efficient and eco friendly solutions.

The year was marked by record high orders of INR 12,319 crore (order backlog up by 30 per cent) and revenue of INR 10,447 crore. Our profit after tax increased by 22 per cent while our cash position continues to be robust. This was also the first year in recent times for ABB when two dividends were declared in a, year. A special one was already paid in August 2023 and a final one is now proposed to be approved by the shareholders at the Annual General meeting. The uptrend for earning per share (EPS) continued at INR 58.90 for CY2023 while Return on Capital Employed (ROCE) touched the best-in-class level, doubling from 2019 to reach 21 percent this calendar year.

## Creating value now and for the future

Our Indian operations, fully aligned with the ABB Way model of operation, are now yielding greater benefits from the portfolio realignment and productization. We are actively managing our business portfolio to ensure that our divisions conform to our company purpose and deliver on our commitments to stakeholders. Our portfolio has expanded significantly, now serving 23 segments comprising core and emerging or lighter ones as compared to seven segments back in the pre-COVID days. The share of the lighter segments (data centers, electronics, water, F&B, pharma, warehouse, and logistics, etc.) to the orders basket has doubled in the last five years. This renders greater flexibility in business model and risk mitigation in response to market dynamics.

ABB India continues to work closely with all its customers, channel partners and system integrators, deeper in the tiers 2 and 3 cities to fulfill their growth ambitions in a sustainable manner. From smaller cities to global markets, your company has also deployed a multi pronged strategy to cater to evolving customer demands. While making in India for the world, regional strategies, global feeder factories, product customizations, OEM or channel focus as per geographies and local certifications have ensured preference for ABB India products in varied markets.

### Partnering the India growth story

India continues to be a beacon of growth in a global landscape, which though uncertain, has been able to avoid some major projected risks in 2023. ABB India's solutions have been an integral part of this journey - be it in power distribution, smart power, or smart building technology for projects of national importance. ABB's 'Made in India' global technology solutions such as energy efficient drives, eco-efficient switchgears, automation, and digitalization solutions are catalyzing the country's energy transition with renewables (solar and wind) and hydrogen.

Our automation solutions have been ensuring efficient monitoring and tracking of resources - be it water, energy or the last mile delivery and connectivity for natural gas networks across cities and remote areas. ABB has also been effectively partnering the transformation of Indian industries in steel, cement, oil and gas, pulp and paper, and mining for a greener and more sustainable mode of operation. The robotics solutions are also playing a significant role in the nation's rapid strides in self reliance and localization of value chain in the electronics segment.

ABB's traction technology and electrification solutions are also a part of India's journey of electrifying transport networks with varying levels of high speed and semi high speed trains. Our solutions are well entrenched in the automotive sector, in manufacturing and optimizing paint usage, and battery tray assembly of electric vehicles, among other applications. The exponential rise in airports and air traffic in the country has also provided an opportunity for switching technology, distribution products, electrification panels and building automation solutions.

### Sustainability

The company has been working closely with our customers, suppliers, and partners across the country to imbibe sustainability in their activities. We are witnessing a surge in the number of companies joining the Energy Efficiency Movement in India. A multi city symposium on the topic was held for industry peers and partners to enhance awareness about the available solutions to drive efficiency initiatives in their organizations. Divisions across business segments are working with their partner ecosystems to create a greater awareness on sustainability and energy efficiency initiatives, incentivize the adoption of good practices and encourage sale of higher efficiency products or solutions.

On the portfolio front, the local manufacturing and launch of eco-efficiency switchgears and the power management solutions for data centers with environment product declarations are excellent examples of creating a sustainable footprint across



industries. The Annual Report will highlight our achievements and targets in sustainability e.g. GHG emissions of Scope 1 and 2, water conservation and recycling, and renewable electricity. The updates on community projects, human rights, diversity and inclusion, safety and integrity will also be highlighted in the Business Responsibility and Sustainability Report.

### Facing the future with confidence

ABB India has made solid, record progress in 2023. This has been a gradual and positive journey of various initiatives involving people, processes, and products cumulatively over the last few years. Empowered by the guidance of our seasoned Board of Directors, we are poised to sustain this growth trajectory, going forward. ABB India is set to create benchmarks and new growth templates underlined by sustainability and integrity.

On behalf of the Board of Directors, we would like to thank our stakeholders for their continued trust and support. Together with our customers, employees, partners, suppliers, and investors, we will continue to provide superior value for all our stakeholders by balancing the needs of society, the economy, and the environment.

Best regards,

**ADRIAN GUGGISBERG**  
Chairman

**SANJEEV SHARMA**  
Managing Director

# Key figures at a glance and five-year summary

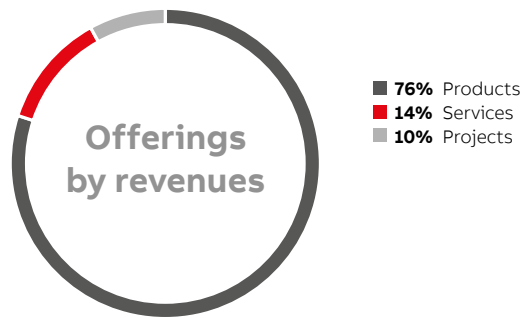
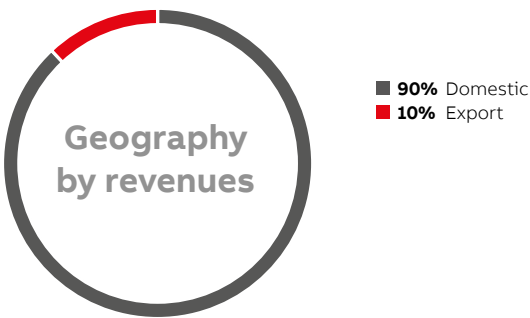
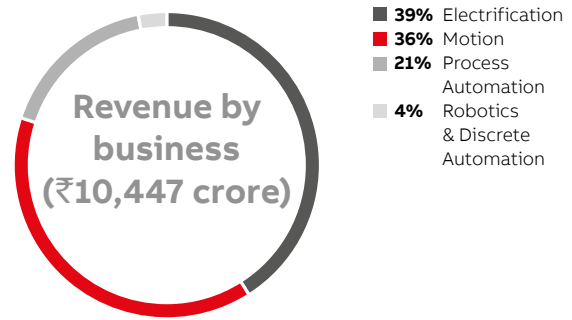
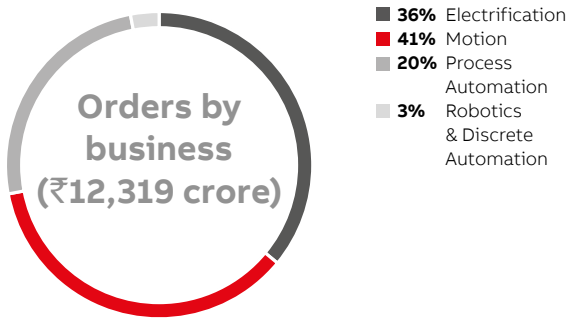
	(₹ in Crores)				
Description	2023	2022	2021	2020	2019
<b>Sources of Funds</b>					
Shares capital	42	42	42	42	42
Reserves	5,903	4,897	4,003	3,564	3,478
Net worth	5,945	4,939	4,045	3,606	3,520
Borrowings	-	-	-	-	14
Funds employed	5,945	4,939	4,045	3,606	3,534
<b>Income and Profits</b>					
Revenue from operations	10,447	8,568	6,934	5,821	8,210
Operating profit before Interest and depreciation	1,783	1,129	699	368	648
Profit before tax and exceptional item	1,651	1,011	586	231	515
Profit before tax and after exceptional item	1,651	1,350	707	289	446
Profit after tax	1,242	1,016	520	219	303
Other comprehensive income / (loss) (net of tax)	-4	-12	25	-28	-4
Dividend/Dividend tax	233	110	106	102	123
Retained earnings	1,005	894	439	89	176
<b>Other data</b>					
Gross fixed assets	1,577	1,376	1,208	1,130	1,047
Debt equity ratio	0.00:1	0.00:1	0.00:1	0.00:1	0.00:1
Net worth per equity share-INR	281	233	191	170	166
Earnings per equity share-INR	59	48	25	10	14
Dividend per equity share-INR	29.3*	5.5	5.2	5	4.8
<b>Profit after taxes as % to average net worth</b>	<b>23</b>	<b>23</b>	<b>14</b>	<b>6</b>	<b>8</b>
Orders received	12,319	10,028	7,666	5,932	6,970
Orders backlog	8,404	6,468	4,912	4,114	4,123
Number of permanent employees & workers	3,384	3,139	3,149	3,255	3,299

**Note:**

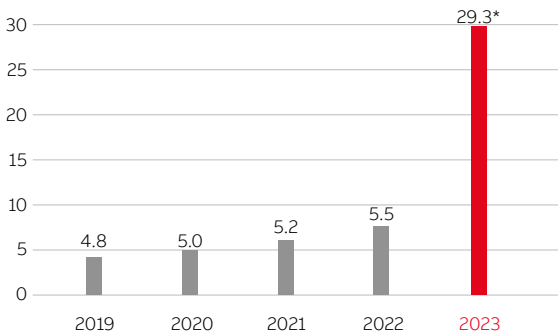
Figures for 2019 include performance of Power Grids Business, which has been disclosed as the discontinued operations in the Financials section.

\* Includes proposed dividend of Rs. 23.8 per share

# Solid finish to a record year

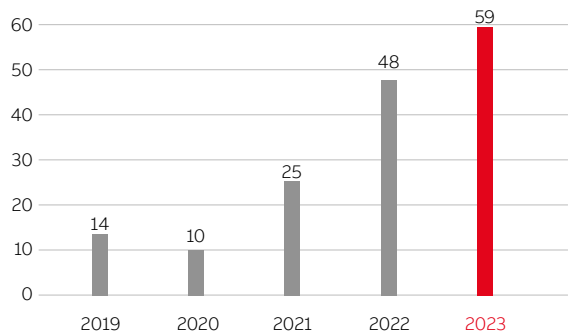


## Dividend (₹ per share)



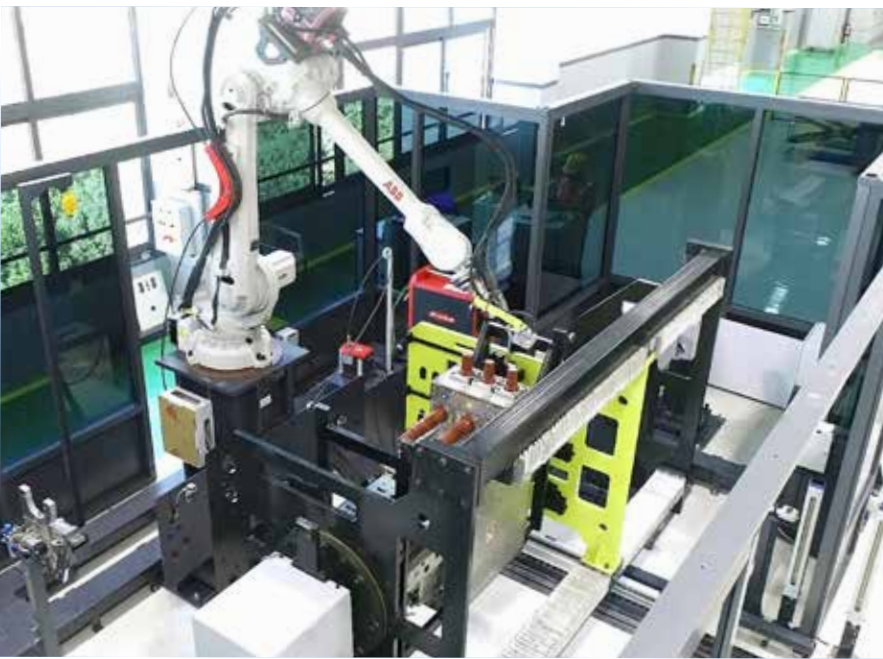
\* Includes proposed dividend of Rs. 23.8 per share

## Earnings per share (₹)



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# Highlights: Continued business expansion with investment in infrastructure and technology



Inaugurated a new factory in Nashik doubling production capacity for eco-efficient Gas Insulated Switchgear (GIS)

Expanded production footprint with a new line for variable speed drive modules



Inaugurated our largest Drives Service Workshop in Vadodara





Inaugurated a 24/7 warehouse for Motion Services division to enhance customer service

Revamped pan India facilities to foster creativity, collaboration, and curiosity



1 Akshaya cafeteria, Peenya, Bengaluru

2 Drives products office, Peenya, Bengaluru

3 Distribution solution office, Nashik

4 Low voltage motors office, Peenya, Bengaluru

5 Smart building office, Nelamangala, Bengaluru





# Highlights: ABB technologies in prominent transport and infrastructure development projects



Traction technology and electrification components for semi high speed Indian railways, and Bhopal and Indore Metro

Electrifying one of the World's highest rail bridges in Northern India for a rail tunnel project



Gas distribution solutions covering seven north east states, Sikkim and West Bengal



Compact Sub Station (CSS) for one of longest Mumbai Trans Harbor sea link bridge



ABB secured a complete power, propulsion, automation systems and service order for Samskip Group’s hydrogen powered container vessel, built by Cochin Shipyard



Low and medium voltage solutions for large international airports in North and West India

# Highlights: Accelerating transformation across industries, sustainably



Largest ever service order from a power utility major for pan India HMI upgrade and implementation of cybersecurity suite



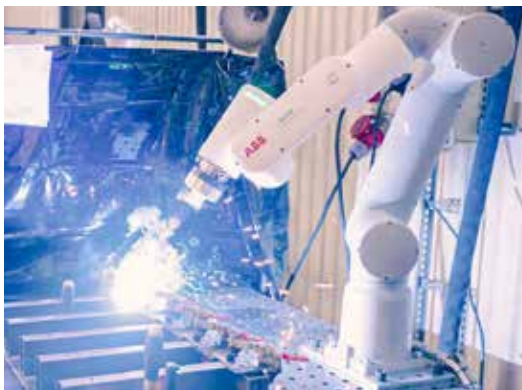
Largest order for mining motors for a significant surface and underground mining project in India



Commissioned first Eco-GIS at a prestigious chemical plant in India



System Drives solutions for major player in the metals sector, a leading gas company, a leading steel company and an oil rig solutions provider



Robotics battery assembly solutions for EV foray of metals major



Orders for pressure transmitters and analyzers from petrochemical companies, refineries, upstream energy and power OEM companies



Power distribution and management solutions for the biggest data center majors in the country



Robotics solutions for electronics sector including mobile phone assembly



Vacuum circuit breakers for ~5GW of solar and wind projects



Energy efficient drives for edible oil companies in tier 2 cities



Automation and control solutions for a specialty pharmaceuticals company



End-to-end automation solutions with drives, PLCs, remote terminal units for rural water supply and sanitation project across multiple states

# Highlights: Recognized for excellence across various domains



13th AIMA Managing India Awards  
• Recognized as the MNC of the Year



Tata Steel India & UK recognized ABB as the top supplier for 2023 among 75 supplier relationships management (SRM) partners



2023 Asiamoney Asia's Outstanding Companies Poll  
• Most Outstanding Company in India – Industrials Sector



India Manufacturing Excellence Awards  
Smart Power Factory won 3 awards:  
• Smart Factory of the Year  
• Indian Manufacturer of the Year (1st Runner up)  
• Manufacturing Transformation Champion of the Year



Dun & Bradstreet Awards  
• Top Value Creator 2023: Power Equipment



Distribution solutions export team recognized as a Responsible Export Organization by CII



Acrex Award of Excellence – 2023  
 • Motion Services honored in the innovation category for its ABB Ability™ Digital Powertrain solutions



Engineering Excellence Award 2023  
 • IE5 SynRM Motors won the Innovation Award



Excellence Award for Green Built Environment  
 • Won by the Nelamangala location at IGBC Performance Challenge 2023 under the Factory category



The Global DEI Summit 5.0  
 • Best Allyship and ERG Practices Award

# Highlights: Introduction of new products and technology platforms



Eco-efficient switchgear PrimeGear™ ZX0



Energy efficient UPS MegaFlex DPA



Compact ACS180 variable speed drive (VSD) for applications up to 22 kilowatts



Latest release of ABB Ability™ Symphony® Plus distributed control system (DCS) and The Symphony® Plus SPR2023



ABB Ability™ SmartMaster asset performance management platform



Robotics business launched IRB 6700 family of robots having payload range from 150 to 300 kg, reaches 2.6 to 3.2 meters



Expanded the GoFa™ cobot family with GoFa10™ GoFa™



ACQ80 low voltage solar pump drives



AMI 5800 NEMA motor

# Highlights: Sustainability in Practice at ABB India



**100%**

Green Certified Units by IGBC under green factory building rating



**88%**

Reduction of own scope 1 and 2 GHG emissions\*



**50%**

Water Positive Units



**28%**

increase in water recyclability\*



**3%**

Waste sent to landfill (of total waste)



**100%**

Single use plastics free campuses\*\*

\*as compared to baseline 2019  
 \*\*non process areas



# Highlights: Creating sustainable change through community development



Empowering minds: Focusing on the transformative power of education and skilling for children and youth impacting ~31,000



Access to basic rights: Education, skilling and decent life, addressing diversity and inclusion in communities of Bengaluru, Vadodara and Nashik



Providing access to basic healthcare ~250,000 people across Peenya, Nelamangala, Vadodara, Faridabad and Nashik



Empowering women: Focusing on the transformative power of education and skilling, providing engineering scholarship to ~200 women



Foundation literacy and numerical skills and special education to 98 Government schools directly impacting ~10,000 children



Critical equipment support for R&D, screening and treatment of cancer

# 02 Value creation & Operating environment



- 27 Value creation model
- 28 Business environment
- 30 Strategic direction and the ABB Way
- 36 Management Discussion and Analysis
- 48 Risks and opportunities

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# Value creation model

By combining our technology leadership in electrification, motion and automation with our decentralized ABB Way operating model, we create holistic value for our stakeholders while enabling a more sustainable and resource-efficient future.

Our value creation model provides a comprehensive summary of the holistic value we generate for all stakeholders across ABB's entire value chain.

The value we create for our stakeholders measures our success as a purpose-led Company:

- by delivering leading financial performance through world-class technology
- by enabling a low-carbon society
- by preserving resources
- by promoting social progress
- by embedding a culture of integrity and transparency along the extended value chain

With our holistic approach to value creation, we also consider the complexities of the external environment. These include risks, opportunities and exposure to key megatrends, as well as how ABB impacts and is impacted by our stakeholders.

# Business environment

As a global company operating in a dynamic business environment, we need to consider a wide range of economic, environmental, political and social developments. To keep up-to-date, we closely monitor evolving risks and opportunities and maintain a continuous dialogue with our stakeholders. In line with ABB's strategic direction, we continuously fine tune our offering to reinforce our technology leadership in electrification and automation and position ABB to capitalize on global megatrends.

Global megatrends are shaping our world. Inherently complex and interconnected, they transcend borders and markets and are transforming our societies. For businesses, governments and countries, megatrends pose both opportunities and challenges. At ABB, we believe that by relentlessly focusing on our

purpose and continuing to deliver a leading offering in electrification and automation, we are well positioned to capitalize on key megatrends and deliver superior value for our stakeholders in the long term. At ABB India, we take a broad view of external developments including economic and geopolitical shifts.

## KEY MEGATRENDS SHAPING OUR ENVIRONMENT



### Demographic & social change

Demographic dividend  
Diversity and inclusion

India's demographic trend of a younger workforce positions it positively as most large economies face shrinking working age populations and tight labor markets. India's working age population will continue to grow until 2037, with age dependency falling until 2032, and India will account for 21 percent of the incremental increase in global working age population in the next 10 years. The large domestic consumption base and rapid growth are expected to lead to real growth in consumption spending of about US\$ 1.7 trillion during the period of 2019-2030 which would be the third highest growth in demand across economies. The share of health, education and other services has increased in the total basket of consumption, spelling new investment opportunities.



### Technological advancements

Automation & Robotization  
Digitalization

Across industries, demand for autonomous operations continues to increase and digitalization is increasing productivity and resource efficiency, and making manufacturing more flexible, while improving quality and simplicity. At the same time, emerging technologies and increasing digital connectivity are fueling India's data growth and consequently the need to process and make sense of such data. While AI has become increasingly prevalent in people's lives, the advancement of technology has long been moving us towards a future in which the physical and digital worlds merge.



### **Economic shifts**

Local policies & regulations  
Supply chain localization

Many new ideas on the global manufacturing value chains have been popularized - such as supply chain resilience, onshoring and “friend shoring” driven from the disruptions due to COVID-19 and geopolitical changes. While onshoring is being driven in technology intensive areas by automation and policy push, labor intensive sectors are witnessing companies diversifying their offshore manufacturing bases to create more supply chain resilience and flexibility. At a sectoral level, this creates opportunities for India to attract labor intensive manufacturing and create alternative value chains in India. Manufacturing opportunity for India is also growing because of MNCs picking India as a manufacturing and export hub to diversify their supply base to reduce geopolitical and economic risks.



### **Climate change & resource scarcity**

Energy Transition  
Higher Energy efficiency

In the face of climate change, Indian society faces an urgent and pressing need to transition to a low-carbon society and preserve natural resources. To enable an equitable transition, India requires solutions that are more energy efficient, that are powered by renewable or low-carbon energy sources, and that enable production with fewer inputs. While growing population and rising urbanization are putting pressure on infrastructure and increasing energy consumption, government is setting clear climate objectives, and incentivizing investments in the expansion and upgrading of the energy system.



### **Rapid urbanization**

Smarter Buildings/Cities  
Urban Mobility

To achieve economic growth in India, urbanization is intrinsic to development and is projected to bring enormous opportunities for economic growth and global competitiveness. Roughly one third of India’s total population lived in its cities in the year 2022. The trend clearly indicates an increase in urbanization by more than four percent in the last decade alone as per a report by Statista. India has reached a turning point in the journey of its economic transformation wherein half of the country would be ‘urban’ in a few decades.

# Strategic direction and the ABB Way

ABB’s strategic direction is deeply rooted in our purpose and designed to achieve our overarching objective of creating superior value for all our stakeholders. It is realized through the ABB Way, our decentralized operating model. ABB India’s core strategic focus is to align itself to the long term market trends driving growth of Industries in India and derive actions for market penetration. Each year we revisit our priorities and set our current and long term actionable targets aligned to our purpose and ABB group priorities.

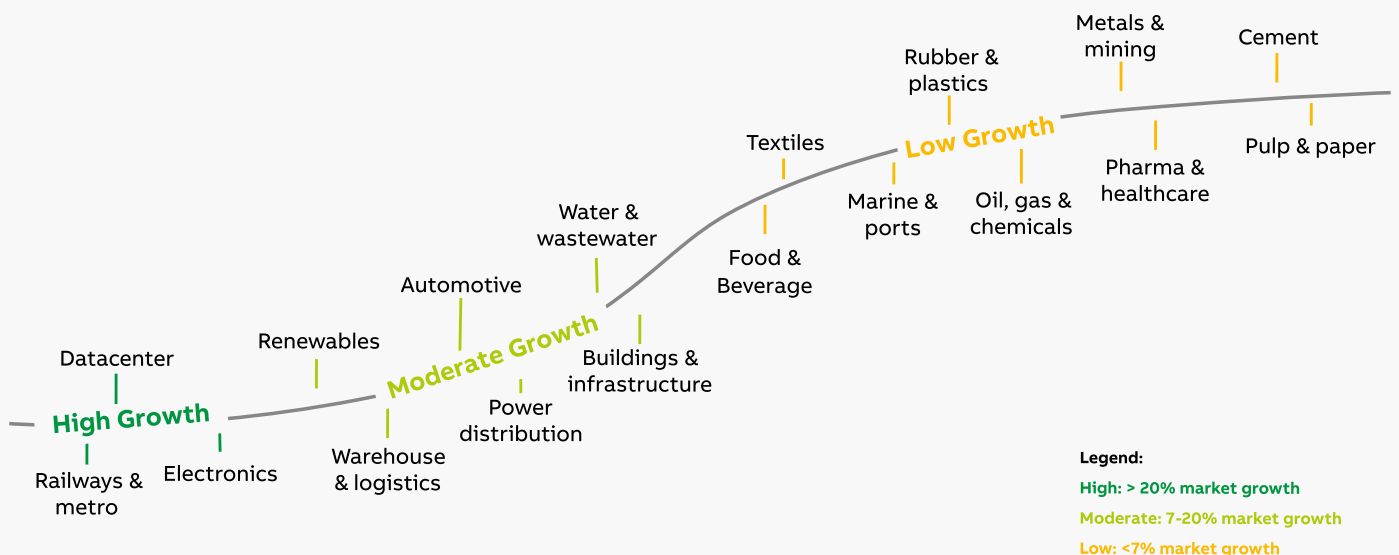
## Strategic direction for value creation

Building on our decentralized operating model, key strategic priorities for ABB India across our Business Areas and Divisions are:

- allocating capital systematically for organic growth and acquisitions, aligned with ABB’s purpose
- increasing ABB’s exposure to high growth, profitable markets that are benefiting from key megatrends
- embedding sustainability in all our processes and across our value chain

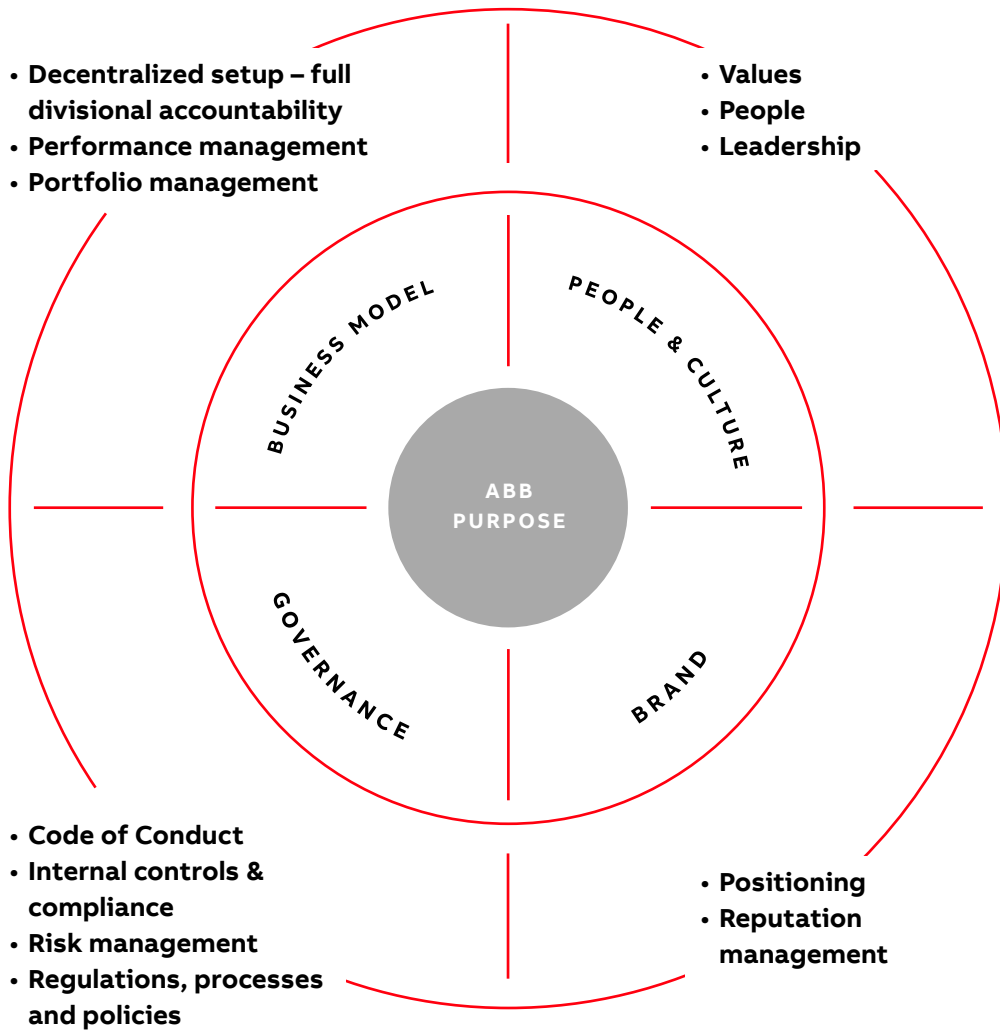
In terms of markets, our diversified solutions across market segments and continued focus on all growing segments shields us from sectoral cycles. We revisit and adapt our market specific activities basis sectors experiencing high, moderate, and moderate-low capex growth over previous year.

### DIVERSE BUSINESSES CATERING TO 23 MARKET SEGMENTS



S-curve visual is illustrative and combining a few segments

THE ABB WAY



How we create value  
the ABB Way

With our purpose at its core, the ABB Way defines “how” we create superior value for our stakeholders through our business areas, divisions and lean corporate center. It has four components: our business model, as well as our approach to developing our people and culture, maintaining good governance, and nurturing our brand.

The ABB Way serves as the “glue” that holds the Group together and empowers our divisions with full ownership and accountability for

their respective strategies, performance and resources. It provides select standardized policies, processes and systems (including portfolio and performance management), supports a strong culture of governance and integrity, and enables us to build and protect our brand and reputation.



### Sustainability

In the face of climate change, our society faces an urgent and pressing need to transition to a low-carbon society and preserve natural resources. At the same time, governments and businesses are under pressure to provide secure access to electricity to off-grid communities as well as to expand infrastructure and services.

At the National level, India's Nationally Determined Contribution (NDC) to the UNFCCC which is now the first NDC under the Paris Agreement and revised and updated its NDC which does not bind it to any sector specific mitigation obligation or action. India has however taken a goal to reduce overall emission intensity and improve energy efficiency of its economy overtime and protecting vulnerable sectors of economy and segments of our society.

Our value creation model underscores ABB's commitment to create superior value for all our stakeholders in the short, medium, and long term. We relentlessly execute on our strategic direction in alignment with the ABB Way and foster a close dialogue with key stakeholder groups to continuously shape our position and policies, fine tuning our decentralized ABB Way operating model. Through both business as usual and topic specific strategic discussions, we are better able to understand our stakeholderers' diverse perspectives on economic, environmental, social and governance matters. Their valuable insights help ABB to further shape our strategic direction and the way we manage risks and pursue opportunities.

### Stakeholder engagement

Engaging with our stakeholders plays a foundational role in defining ABB's strategic direction and driving our business. We are committed to consistent, transparent communication with our key stakeholder groups, including collaborative partnerships, customers, employees, governments and civil society, our investment community, and suppliers. We aim to build trust and foster long term responsible business practices and relationships with our stakeholders. Stakeholders shape our business environment and influence the way ABB operates; they are also impacted by what we do and the value we create.

Stakeholder voices provide a unique perspective on market trends, innovations and technologies to help us better understand how these are perceived across industries and geographies.

We regularly engage with our main stakeholders in the normal course of business through various channels and as part of our materiality assessment. We strive to address their concerns and embed their input into our decision making processes.



ABB Technology Day  
for customers in  
tier 2 and 3 cities

**Material topics for value creation**

In 2023, ABB at the Group level conducted its first double materiality assessment, reflecting both an impact and a business perspective. This allowed us to get a clearer picture of our actual or potential impacts on the economy, the environment, society, and people, as well as to understand the business implications emerging from risks and opportunities related to our material topics.

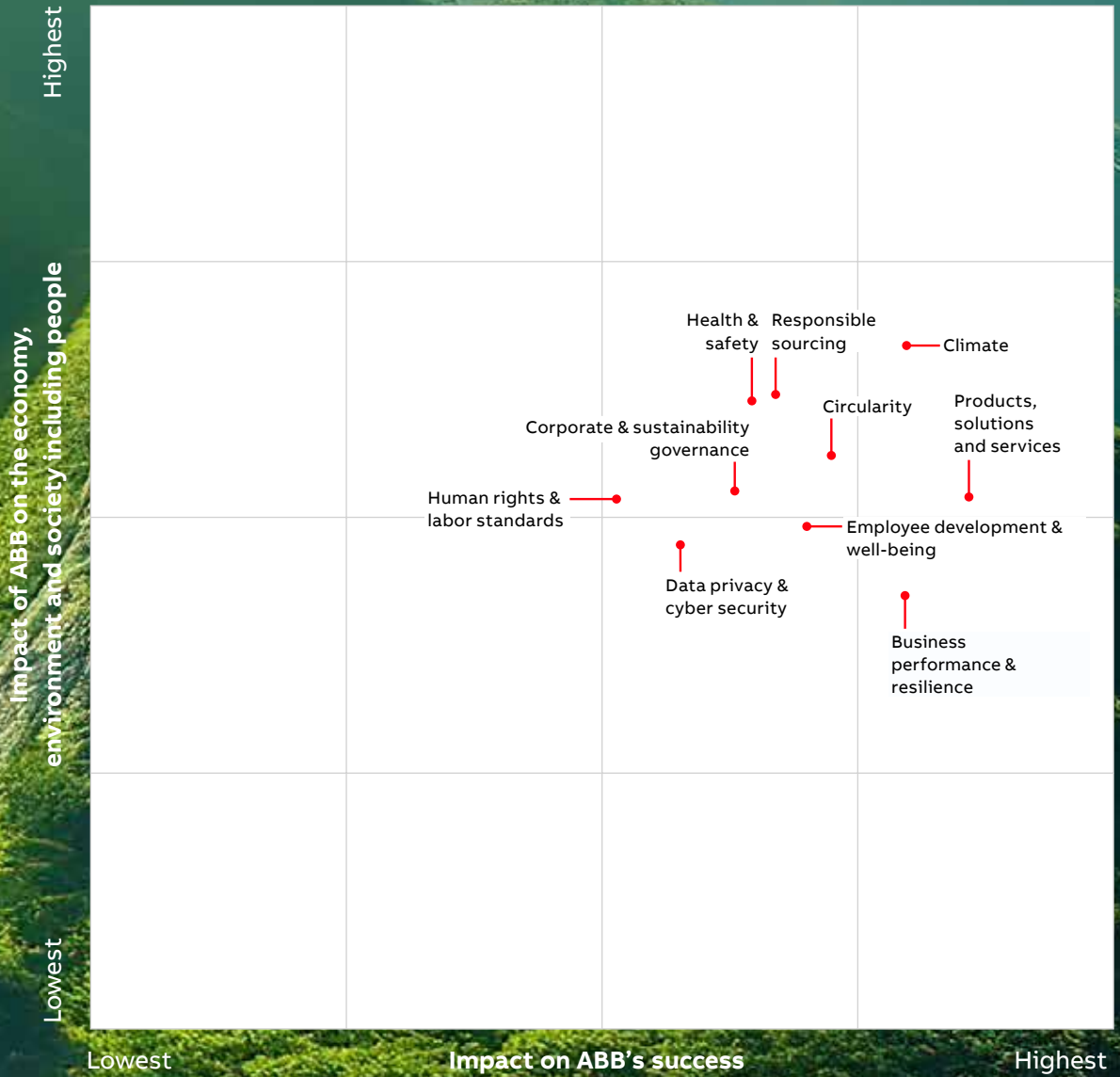
The methodology took into consideration regulatory requirements and guidance of reporting standards and Sustainability Disclosure Standards. The results of our dialogue on material topics with our internal and external stakeholders are summarized in our materiality matrix 2023, which identifies 10 material topics.

Stakeholder group	Primary engagement channels
Collaborative partnerships	<ul style="list-style-type: none"> <li>Memberships in associations and initiatives</li> <li>Technology, research and innovation partnerships with leading companies, start-ups and universities/technical institutes</li> </ul>
Customers	<ul style="list-style-type: none"> <li>Customer requests</li> <li>Customer service and relationships</li> <li>Customer trade shows</li> <li>Partnerships, including on sustainability</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Annual performance reviews and employee engagement survey</li> <li>Collective bargaining associations</li> <li>Dialogue with the ABB Employees</li> <li>Network of employee resource groups promoting D&amp;I in the workplace</li> <li>Learning and development opportunities</li> </ul>
Governments and civil society	<ul style="list-style-type: none"> <li>Direct dialogue and meetings with regulators and community representatives</li> <li>Corporate Social Responsibility programs, donations and volunteering</li> <li>Engagement with government agencies and other stakeholders to demonstrate the value of our products</li> <li>Participation in national and international initiatives to address national and global issues</li> <li>Strategic partnerships</li> </ul>
Investment community	<ul style="list-style-type: none"> <li>Annual general meeting</li> <li>Investor meets</li> <li>One-on-one meetings</li> <li>Reporting, press releases, investor webcasts, investor relations website</li> </ul>
Suppliers	<ul style="list-style-type: none"> <li>Co-development initiatives</li> <li>Early engagement during new product development</li> <li>Monitoring through our Sustainable Supply Base Management (SSBM) program</li> <li>On-site evaluations and audits</li> <li>Town hall and supplier day events</li> <li>Trainings and engagement in special projects on sustainability performance</li> </ul>



Amplifying the sustainable practices impact with awareness session for suppliers

# ABB'S DOUBLE MATERIALITY MATRIX 2023



**Contribution towards the United Nations’ Sustainable Development Goals**

ABB has always been a strong advocate of the United Nations’ Sustainable Development Goals (SDGs). Following the update of our materiality assessment in 2023, we mapped the topics that we identified in our double materiality assessment against the 169 sub targets of the SDGs. This process allowed us to identify four SDGs on which we have the greatest impact.

The selection of these four SDGs is fully aligned with ABB’s purpose of enabling a more sustainable and resource-efficient future with our technology leadership in electrification and automation. While ABB contributes most to the four SDGs below, we recognize the importance of the other SDGs and endeavor to contribute to their achievement whenever and wherever possible.

**SUSTAINABLE DEVELOPMENT GOALS**

			
			
<b>7 AFFORDABLE AND CLEAN ENERGY</b>	<b>8 DECENT WORK AND ECONOMIC GROWTH</b>	<b>9 INDUSTRY, INNOVATION AND INFRASTRUCTURE</b>	<b>13 CLIMATE ACTION</b>
<b>Ensure access to affordable, reliable, sustainable and modern energy for all.</b>	<b>Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.</b>	<b>Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation.</b>	<b>Take urgent action to combat climate change and its impacts.</b>

ABB enables access to affordable and sustainable energy through our portfolio of electrification, automation and energy-efficient solutions.

ABB contributes to decent work and economic growth by providing safe and fair employment, paying taxes and supporting local communities.

ABB’s innovative technologies actively contribute to sustainable industrialization and give us, our business partners and our customers the ability to move, work and live more sustainably.

By reducing our own GHG emissions, empowering customers to avoid emissions and integrate renewables, and working with suppliers and partners to reduce their carbon footprints, ABB is enabling decarbonization and climate action.



ABB supports the Sustainable Development Goals

# Management Discussion and Analysis

## Economic and market overview

In 2023, both global and Indian landscapes were marked by significant events. While global markets experienced a mix of news, India emerged as the fifth largest economy worldwide and maintained its reputation as the fastest growing economy.

It was a year characterized by resurgence in capital expenditure, driven by government initiatives to pursue one of the world's largest infrastructure expansion programs. This endeavor not only spurred private investment across a broader spectrum of industries but also diversified the base of industrial segments experiencing growth.

India's GDP growth grew by 7.8 percent year-on-year in the first quarter of the financial year (April to June 2023) with a higher than expected 7.6 percent in the July to September 2023 quarter, as per initial estimates from the National Statistical Office. In its October forecast, the IMF had noted that India's real GDP would increase beyond 6 percent in 2023 and 2024. Further, the GDP is projected to grow between 6 and 7.1 percent annually in fiscal years between 2024 and 2026 as per S&P Global's report.

The manufacturing sector currently accounts for about 17 percent of India's GDP, which is expected to grow to 21 percent in the next 6-7 years. The government aims that India's manufacturing market to reach around USD 1 trillion by 2025-26.

The Manufacturing Purchasing Managers' Index (PMI) throughout 2023 remained above 50 indicating an expanding output. After a dip in October, it rebounded in November 2023 to 56, signaling 29th consecutive month of expansion in factory activity.

India's manufacturing sector also witnessed growth in new orders rebounding from October's one year low and exports extended their growth streak for the 20th month. Electronics manufacturing services in the country has also stepped up significantly driven by higher share of outsourcing by Original Equipment Manufacturer (OEM) and the shift from contract manufacturing to Original Design Manufacturing (ODM).

Despite experiencing volatility throughout the year, the Indian Rupee fared relatively well compared to other emerging market currencies. It depreciated by 0.29 percent between January 1 and mid December, dropping from INR 82.7 to approximately INR 83.01 by December 15, marking an 11 percent decrease from the previous year.

Various factors contributed to this fluctuation, including geopolitical tensions, monetary policy adjustments in the Western world, trade imbalances, and fluctuations in commodity prices. Nonetheless, Indian markets reached unprecedented heights, with the Sensex and Nifty indices hitting record levels of 70,000 and 21,000 respectively. Furthermore, the IPO market remained vibrant throughout the year, witnessing a diverse range of companies entering the capital markets, spanning from traditional industries to cutting edge technology based firms.





With a keen focus on sustainability, the Indian government has intensified its efforts in this area. Notably, India holds the third position in the Renewable Energy Country Attractiveness Index, underscoring its commitment to renewable energy sources.

Despite global uncertainty and market volatility, India's appeal as an investment hub has only strengthened. By August 2023, the country boasted robust foreign exchange reserves totaling USD 594.90 billion. Further, India's stature in innovation has ascended significantly, as evidenced by its 40th position out of 132 economies in the Global Innovation Index 2023. Notably, the number of patents granted surged eightfold from 2014-15 to the period up to November 30th, 2023, reflecting India's thriving innovative landscape.

## Operational overview

The country's economic growth has been propelled by various factors, such as substantial public investment in infrastructure, robust macroeconomic indicators, heightened foreign investment inflows, vigorous corporate expansion, and strategic policy interventions by the Reserve Bank of India (RBI). Additionally, there has been consistent emphasis on enhancing regulatory frameworks and embracing digital transformations to streamline transactions for diverse stakeholders.

Leveraging the positive macro landscape, the Company continued its focus on solid growth fundamentals whilst reinforcing the highest sustainability standards. Simultaneously, ABB India has also undertaken a 360-degree integrated program with initiatives on various facets of employee well-being from health to mental and financial wellness.

The Company's agile business model and portfolio ensured conversion of opportunities, maximally optimizing the country's conducive and relatively stable environment in an otherwise volatile global weather, leading to a quantum leap in performance. Strategic investments for new facilities, product launches, continuous focus on localization and launch of online business models supported this journey of consistent, profitable growth.

The year was marked by several milestones across the 19 divisions of ABB India's four business areas of Electrification, Motion, Process Automation and Robotics and Discrete Automation. Another year of successful implementation of the ABB Way decentralized model of operations where 19 business divisions fully aligned with their global also worked closely with the country team to secure various milestones at the same time adding value and catering to the needs of customers and stakeholders.

During the year more than 10 facilities across multiple locations from offices to shopfloors were modernized, refurbished, and inaugurated. These included a most modern and sustainable switchgear factory in Nashik, new lines for manufacturing energy efficient drives and a Motion services workshop.

For customer and partner outreach, ABB India has been steadily increasing its presence across tier II and III cities in serving 23 market segments. This has been inspired by the growth of entrepreneurial spirit of channel partners, customers, system integrators and the pace of development of infrastructure and industrial growth in these markets.

As part of the customer partner connects ABB India has been hosting an engagement platform ABB Technology Day in more than 30 cities connecting with more than 7000 customers. The segments include automotive, buildings, cement, chemicals, data center, F&B, glass, infrastructure, metals & mining, OEM, pulp & paper, pharmaceuticals, railways, textile, tyre, utilities, and water.

ABB's portfolio of sustainable technology solutions was deployed across a wide range of sectors, during the year rendering efficiency and productivity to various customers. Leveraging on the revival of capex during the year & increasing customer base, the company was successful to post a solid growth in orders comprising of a good share between large and base orders.

These orders also included large service components with the demand for traction technology, customized electrical package including medium voltage components, low voltage panels, drives, control system infrastructure (SCADA) and auxiliary components for an integrated metals and energy major. Service orders for integrated energy company also contributed to the large order basket.

It's noteworthy that the year witnessed abundant opportunities and successes across various sectors. ABB India's technology played a pivotal role in several landmark projects nationwide. These comprise the highest rail bridge to one of longest sea links to the new parliament building and the venue of the G20 summit held in the country.

Further, ABB's Digital and AI-enabled solutions have been instrumental in diverse projects ranging from jetty pipelines to gas distribution networks spanning seven states, as well as in the development of intelligent motor control centers for leading players in the metals industry.

ABB India's solutions have been part of emerging sectors like a leading natural gas company's green hydrogen project to ethanol production. Transportation was another area of uptick for ABB India with traction technology for metros in Bhopal and Indore, Electrification and Motion solutions for Kanpur metro complemented by opportunities in Indian Railways and station upgrades. Data centers were also a significant growth segment with power distribution and management solutions furthering the cause of Digital India.

India's move to specialized high end manufacturing was further catalyzed by ABB's robotics solutions in electronics, painting and cleaning of electric vehicles sustainable packaging while balancing the needs of the automotive sector. During the year, business areas also deepened its solid presence in the chemicals, metals, paint, mining and energy sectors with solutions for energy efficiency, decarbonizing and optimizing processes. These included bulk powder handling, reliable power and automation solutions for smelter and roll products, blending solutions, and mining motors for continuous mining and feeder breakers for a range of industries.

Sustainability in operations has been a key focus area for the company in CY 2023 – some of the notable progress on the topics are as below:

- ~88% reduction in own GHG (Scope 1 & 2) emissions in 2023 as compared to baseline in 2019
- 50% of manufacturing facilities certified as Water Positive
- Improvement of 6% of water recyclability in 2023 (~45%) as compared to 2022 (39%)
- One of the 5 sites certified as zero waste to landfill



The Energy Efficiency Movement continued to gain traction in 2023 with multi city symposiums organized by the Motion business area across the country to accelerate energy efficiency initiatives with partners, customers, OEMs and other members of the stakeholder universe.

In 2023, ABB India attained record breaking orders amounting to INR 12,319 crore, with revenues reaching INR 10,447 crore. The profit after tax for the year totaled INR 1,248 crores, exhibiting growth from INR 1,026 crores in 2022. As a result, the earnings per share for 2023 surged to INR 58.90 per share, up from INR 48.40 per share in 2022.

## Operational excellence

In 2023, ABB India continued its journey of “Making in India for India and the world”. This also follows the paradigm to combine the best of global products with local engineering supplemented with sustainable products and processes. The newly inaugurated gas insulated switchgear factory is an example which will manufacture eco-efficient switchgear PrimeGear™ ZX0, with SF6 free alternatives for applications up to 12 kV reducing the global warming potential by 100%.

This would be a key component of sustainably enhancing power distribution in line with the massive infrastructure expansion program. ABB India’s Electrification business launched MegaFlex DPA (Decentralized Parallel Architecture) UPS solutions for the Indian market. The first-of-its-kind sustainable UPS which is part of ABB EcoSolutions™ portfolio and complies with the ABB circularity framework and reduces engineering footprint by 45 percent.

This product is particularly tailored for customers in the energy intensive data center segment, representing a pioneering offering in the Indian market with circularity compliance. Moreover, it aligns seamlessly with customers’ sustainability goals and commitments.

The Measurement and Analytics division of Process Automation business area also introduced the ABB Ability SmartMaster, an asset performance management platform designed for the verification and condition monitoring of instrumentation and field devices across various industries in India. The platform remotely collects, analyses, and verifies diagnostic data (flow, level, temperature, pressure, etc.) from instruments without disrupting ongoing measurement tasks.



The Company also deployed different strategies as per the ‘ABB Way’ to complement operations of different divisions. This included milestone based execution for projects in automation business, working closely with channel partners and distributors to fill white spots for Electrification and Motion, and carving out diverse engagement and collaboration models for OEMs, system integrators and end customers.

On the other hand, the Robotics business worked seamlessly with system integrators to deliver and customize value proposition befitting different segments. In some cases, the company also engaged in strategic partnership to supply propulsion systems for metro rolling stock projects in India and also an MoU with a customer to work together to co-create innovative models and technologies to help reduce the carbon footprint of steel production.



As per the ABB Way, the Company aims to strike a balance between a decentralized safety approach and corporate oversight. This strategy allows individual units to tailor safety programs to their specific needs while ensuring alignment with the overall safety goals and values of the organization. The focus areas in 2023 include:

- Regular meetings and committees provided a platform for communication, coordination, and the sharing of best practices across different divisions of the company
- Focus was on the self-assessments in the form of risk based Internal audits
- Focus on electrical safety program ECAP (Electrical Competency and Assessment program) for competency development
- Focus on Road safety programs – basic road safety and defensive driving
- Overall focus on health and well-being of employees and creating awareness on mental health

In 2023, ABB India has taken its sustainable operations to the next level across all its manufacturing facilities in India. Whether it's utilizing green energy or optimizing productivity within existing spatial constraints, ABB India is actively engaged in implementing initiatives across its locations and divisions. These efforts focus on initiatives such as water and waste recycling, achieving zero waste to landfill, and promoting sustainability. Moreover, ABB India is diligently working on extending producer responsibility for plastic, battery, and equipment, while also pursuing environmental product declaration in accordance with ABB's circularity framework for products.



## Outlook

With its diverse portfolio, ABB India is strategically positioned to expand its market presence, capitalizing on the upsurge in economic activities across various sectors including power transmission, clean energy, railways, metro, and public infrastructure. Government investments provide further support to these endeavors. Additionally, ABB is at the forefront of innovation in sectors such as data centers, electronics, and logistics, driving towards sustained growth.

The national elections in 2024 is likely to be a pivot between two halves of 2024. The focus on local manufacturing with Production Linked Incentive (PLI) scheme in digital India and digital infrastructure, high end local manufacturing including electronics, the expansion of railways and metros and continued initiatives for energy transition and security are all drivers which augur well for ABB India's growth.

Key factors to keep a close eye on include domestic pressures stemming from inflation rates, potential shocks in oil prices or food costs. Given India's agrarian economy, vulnerability to climate change is a significant concern. Additionally, global tensions and geopolitical escalations may disrupt trade routes and supply chains, necessitating continuous vigilance. Elections scheduled in 64 nations worldwide, including the US, demand attention. Moreover, the monetary policy decisions of the US Federal Reserve in light of these elections and their impact on markets and foreign investments require careful observation.

## Electrification

### Summarized performance:

	(₹ in crore)	
Particulars*	2023	2022
Orders	4,514	3,716
Order backlog	1,959	1,583
Revenue	4,177	3,530
Results (Profit before interest & tax)	775	488

Pl. Note in 2023, EMAB is not part of EL

### Segment performance

Electrification business witnessed significant growth and increase in market share in 2023. The growth primarily stemmed from a favorable business environment and a strategic approach tailored to serve the market effectively through appropriate channels and product offerings.

Our focused efforts in various leading segments like renewables, data centers, buildings, chemicals, oil & gas, metals, railways and food & beverages have contributed positively to this growth. While local demand continued to drive business growth, exports also contributed significantly to the topline.

**Major orders booked during the year:**

- Low Voltage and Medium Voltage Components/ Solutions for the large International Airports in North & West
- 11kV GIS for supplying power to one of the World's highest rail bridges in Northern part of India for premier Rail Tunnel project
- Significant Compact Substation orders for ASIA's 2nd longest sea link bridge
- Formula ACB's and Tvisha WA range orders for 3 district level hospitals & medical colleges (part of the Government's key initiative of Healthcare for All) in Rajasthan
- Low Voltage and Medium Voltage Circuit Breakers modernization with the upgradation of protection relays for one of the largest oil & gas customers in South
- Supply of traction duty low voltage switchgear components to India's flagship semi high speed rail project

**Major orders successfully commissioned/supplied during the year:**

- Commissioned first Eco-GIS at a prestigious chemical plant in India
- Supplied and commissioned Low Voltage and Medium Voltage Circuit Breaker Modernization with upgradation of protection relays from one of the largest oil & gas customers in the south
- Commissioned various data centers across the country contributing to 'Digital India'
- Supplied ArTuK with ABB Ability solutions to a leading hospital in Mumbai
- Installed ArTuK for a global pharma player, its first installation
- Supplied Low Voltage system panels in one of the largest sugar plants in south

**Segment outlook**

The country's focus on energy transition, energy efficiency and electrification of networks, et cetera are likely to provide more business opportunities. The demand for state of the art and sustainable power equipment as buildings and cities strive for greater efficiency and clean technology will maintain momentum. Another catalyst to the business development would be the extensive and varied channel partner network to penetrate maximum segments.

The evolving needs of companies in tier 2 and 3 cities for digital and sustainable products are leading the way. The engagement with customers in emerging segments green hydrogen, semiconductors, battery manufacturing, energy storage, etc., as well as established segments like renewables, data centers, metals, cement, oil and gas, and food & beverages are likely to lead demand growth.

The infrastructure push to build roads, ports, expand railway network, tunnels, with increased capital expenditure outlay will continue to catalyze capacity expansion and keep a buoyant demand for safe and sustainable electrification solutions. The government policies, push on Digital India, data localization and classification of data centers as infrastructure assets in a young industry flexible to adopt greener norms would all be drivers of this segment.



## Motion

### Summarized performance:

Particulars	₹ in crore)	
	2023	2022
Orders	5,158	3,662
Order backlog	3,506	2,106
Revenue	3,785	3,367
Results (Profit before interest & tax)	601	412

### Segment performance

In the fiscal year 2023, Motion business exhibited robust performance, amidst the backdrop of growing urbanization and industrialization leading to increased energy consumption. The business solidified its position in the local market, driven by consistent quarter-on-quarter growth and positive developments in both product and geographic mix.

In 2023, the Motion business demonstrated yet another year of exceptional performance, with growth stories resonating across all divisions. With a strategic emphasis on overseas markets, exports surged by approximately 28 percent. The business also secured robust packaged orders for drives and motors, reaffirming its domain expertise and extensive product offerings.

Additionally, the Motion team expanded its channel partner (CP) network by appointing new CPs in Tier II, III, and IV cities, signaling a strategic focus on emerging markets. This emphasis was evident through consistent engagements with stakeholders in these burgeoning regions. Throughout the year, the channel partner business experienced an impressive 18 percent increase in both orders and revenues.

Several strategic initiatives were undertaken to bolster the business's technological capabilities. The inauguration of a new production line for Drive modules marked a significant milestone. The expansion of R&D and engineering footprint in India by System Drives division showcased a commitment to innovation and technological advancement. The launch of high voltage NEMA AMI induction motors further expanded the business's global footprint. The service team opened a new Drives Service Workshop at Vadodara and extended its support to customers in more than 22 countries, providing commissioning and preventive maintenance services.

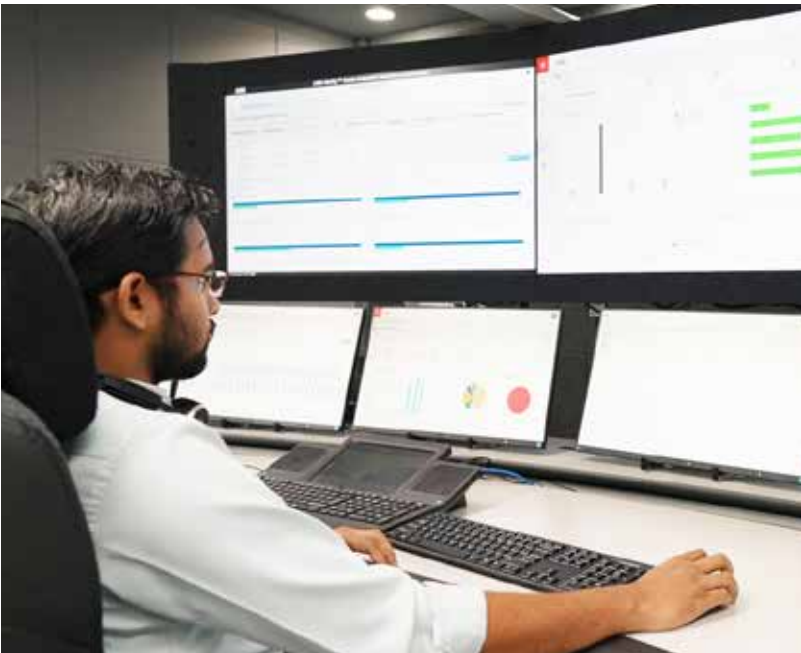
The business demonstrated strong commitment to sustainability and amplified promotion of energy efficiency to its customers and also within its internal operations. Motion manufacturing units in Faridabad, Bengaluru and Vadodara continued to advance incorporation of renewable energy sources into its operations.

Through the implementation of sustainable business practices in its operations, the company not only sustained but actively advanced its endeavors in transitioning towards cleaner and greener energy sources. Acting as catalysts to accelerate energy efficiency initiatives, Motion team facilitated meaningful engagement and collaboration within the industry. With Energy Efficiency Symposiums in Bengaluru, Hyderabad, New Delhi, and Vadodara, the team brought together key industry stakeholders, including OEMs, consultants, and representatives from industry bodies. The efforts resulted in higher adoption of Drives for energy saving applications, contributing to an annual energy saving of > 3TWh. Similarly, sales of IE3 and IE4 LV motors grew by more than 25 percent and contributed ~160 GWh of annual energy savings (compared to IE2 MEPS).

### Major orders booked during the year:

- System Drives secured a large packaging order, highlighting its strong position in the market. In addition, System Drives also implemented its cutting edge solutions for diverse industry leaders, including a major player in the metals sector, a leading gas company, and an oil rig solutions provider
- Demonstrating our commitment to energy efficiency, System Drives also delivered state-of-the-art solutions for a leading steel company, contributing to sustainable practices
- Motion traction solutions were also supplied for a multinational railway transportation company, emphasizing global reach. The division also supplied solutions for metro systems in Bhopal and Indore, as well as for the Indian Railways
- NEMA motors business achieved a milestone by securing its largest order for mining motors. This order is set to support a significant surface and underground mining project in India





Further diversifying our portfolio, Motion business received multiple orders from sectors such as cement, oil & gas, water & wastewater, underscoring the trust placed in Motion solutions. The channel to market through EPCs, CPs, and direct end users continued to grow. The contributions from Original Equipment Manufacturers (OEM) and System Integrator businesses doubled and were particularly noteworthy.

#### Awards and recognition

The business's commitment to innovation was acknowledged at prestigious industry awards, including the ACREX India Award of Excellence 2023 in the Innovation category for the ABB Ability™ Digital Powertrain solution, and an Innovation Award for the IE5 SynRM motor at the Engineering Excellence Award.

Motion business demonstrated resilience, adaptability, and strategic prowess in the dynamic market conditions of 2023, paving the way for sustained growth and market leadership. The consistent focus on innovation, channel expansion, and technological advancements positions the business for continued success in the future.

#### Segment outlook

The market for energy efficient products and solutions, given the focus on sustainability, is likely to provide business impetus in our existing process and discrete manufacturing industries, as well as emerging segments. With rapid urbanization, energy transition and eco-system evolution, various offerings of the Motion business will be in alignment with growth.

Transportation would be another driver with metro rail network expansion in cities and new technology adoption and higher speed travel modes in railways, as well as transition to EV for off highway vehicles. Market expansion to tier 2 and 3 is likely to continue and channel partners will play a key role. Industry's focus on renewables, ethanol blending, and green hydrogen places it at the forefront of sustainable energy initiatives, thus positioning Motion to adeptly leverage these promising opportunities.

The demand for high reliability and intelligence in motion solutions has gained momentum and further fortifies the digital penetration of motion offerings. Barring a probable slowdown during elections, the focus on domestic manufacturing with PLI will further growth opportunities with strong demand market on the industrial front. Digitalization and digitization of industry and commerce is driving strong growth of data centers where our energy efficient solutions play a key role. Customer expectations for high level of reliability, uptime and machine intelligence have accelerated development of innovative service portfolio and are driving growth in service business.

## Process Automation

#### Summarized performance:

Particulars	(₹ in crore)	
	2023	2022
Orders	2,471	2,503
Order backlog	2,880	2,645
Revenue	2,236	1,573
Results (Profit before interest & tax)	275	201

#### Segment Performance

The performance of the Process Automation segment in the year was robust, driven by opportunities emerging from various sectors. These included city gas distribution, terminal automation, life sciences, metals & mining, and cement industries. Additionally, orders were received from refineries and the petrochemical industry for analyzers, while instrumentation orders were secured from upstream energy and power OEMs for pressure transmitters.

The demand for digital asset management solutions, aimed at enhancing operational efficiency across industries such as water, wastewater, chemical, oil & gas, among others, led to the introduction of ABB Ability™ SmartMaster specifically for the Indian market. The segment adopted a strategic approach, focusing on milestone based execution and value based selling, which contributed significantly to its performance. Furthermore, service and exports played a pivotal role in driving the segment's growth trajectory.

### Major orders, key project commissioning, and milestones during the year:

- Bagged an order from Reliance Life Sciences to deploy automation and control solutions for their biosimilars and plasma proteins manufacturing facilities in Nashik, Maharashtra
- Secured the largest ever service order from a power utility major for pan India HMI upgrade and implementation of cybersecurity suite
- Order from a leading oil and gas supplier for deploying ABB Ability™ SCADA Advantage along with technology platform ABB Ability™ Genix, RTUs, and connectivity components across the gas distribution pipeline covering 25 geographical areas distributed across 30 cities in India
- Order from a leading aluminum manufacturer in India to provide end to end solutions from design to commissioning of the electrical package - the scope comprises Low Voltage and Medium Voltage panels, drives, control system infrastructure (SCADA), transformers and auxiliary components
- Completed a pioneering upgrade in Kingdom of Saudi Arabia, replacing Low Voltage Cycloconverters with LV ACS880 Multi Drives at the Hot Strip Mill Facility
- The Process Industries team received a Certificate of Recognition from Honorable Chief Minister of Punjab, Mr. Bhagwant Mann for Color Coating Line project for a steel major
- Orders for pressure transmitters and analyzers from Petrochem companies, refineries, upstream energy and power OEM companies

### Segment outlook

The government's focus on energy security, energy transition and clean technology with digitalization is expected to add buoyancy to opportunities. Specific areas like green hydrogen and ethanol blending solutions are expected to provide opportunities. The focus on last mile connect, customer delivery and building up infrastructure be it for LPG or natural gas will continue the momentum. The government spends on infrastructure and housing is expected to continue to provide support to sectors like cement, steel and mining with a bit of slowdown during the election period.

## Robotics and Discrete Automation

### Summarized performance:

Particulars	(₹ in crore)	
	2023	2022
Orders	389	320
Order backlog	187	211
Revenue	416	233
Results (Profit before interest & tax)	53	29

### Segment performance

Along with productivity and quality factors, increasing customer demand for flexible automation solutions fueled continuous growth for Robotics business. Some other drivers would be energy efficiency and sustainability, the proliferation of AI, IoT and 5G, easy installation of robots and diverse value additions, and mass customization which requires adaptability and flexibility of operations. Automotive segment accounted for major share of the business; however, significant activities were observed in electronics, food & beverages, and service industries.

### Major orders booked during the year:

- Automation of painting process by major Auto OEM
- Investment of automation solutions by an Electronics Customer
- Investment of automation solutions by an Electric Vehicle Component Manufacturer
- Indirect channel involving system integrators contributed to order growth





### Segment Outlook

Automotive demand will continue to remain strong with the advent of electric vehicles providing an additional avenue for growth. Food and Beverage, Consumer goods and Electronics segments are showing strong signs of growth. Manufacturing activity in metals, logistics and warehouse, chemical and plastics segment are expected to remain stable. There is also significant interest from educational universities for robotics lab and training center. The government's programs like Digital India, Start-Up India, promoting local original design manufacturing are expected to be growth catalysts and help diversify dependence from the automotive sector.

### Human Resources

In 2023, ABB kept its focus on building a strong talent pipeline to fuel its growth ambition. Post the pandemic era we have continued to drive the shift away from hierarchy, bureaucracy, and control driven systems to a more flexible, responsive, and connected ecosystem. Our people strategy was enabled through remote and hybrid working, strategic workforce planning, employee health and wellness, retention of skilled talent and on predicting and hiring for future skills for the organization.

We drove a culture driven by purpose, values, and customer centricity. Our efforts in enabling meaningful employee experience were reflected in enhanced employee engagement score across all key indices. These efforts were reflected in our

hiring and capability development initiatives. We were also able to provide career growth opportunities to our top talent and our retention rate was amongst the best in the industry.

The Company focused on holistic employee well-being-Physical, mental, financial and social through multiple initiatives. Awareness programs like 'Are you OK', psychological safety and access to Employee Assistance Program (EAP) helped employees with mental well-being. Towards Physical well-being, the Company enhanced medical cover, provisioned health checkup for employees and introduced a gamified platform to drive health awareness. Multiple sessions on education and prevention from various common ailments were conducted by experts. Experts sessions were organized for education on Financial well-being and financial literacy. Social well-being was catered to by extending CSR volunteering opportunity to employees. The Company also continued its focus on creating a more diverse and inclusive workplace.

Leaders not only drive results but are also the harbingers of behavioral change for their teams. In 2023, we continued to evolve and shape leadership norms and behaviors that cultivate a sense of camaraderie, collaboration, and a sense of shared growth amongst employees. Leaders focused on the coachable moments that helped translate the company's purpose into sustainable results that are reflected in the business outcomes for 2023.

## Finance

There was an overall improvement in the liquidity scenario in the market due to stable & growing market. However, the Company's reputation in the market, customer feedback and long term goodwill with leading banks ensured advantageous competitive arrangements of various finance facilities. During all the months, the Company was able to manage positive cash position to fund its operations as well as meet the capex requirements.

Further, during the year, taking into cognizance the healthy cash situation, after board approval, the Company has invested in treasury bills for better yield. As of December 31, 2023, the Company had a net cash balance (including treasury bills) of INR 4727 crore in terms of foreign currency exposure – for imports and exports – the Company continued to conservatively hedge at the point of commitment or at balance sheet levels for protecting the contract margins.

Key Financial Ratios	2023	2022
i) Debtors Turnover	4.51	4.31
ii) Inventory Turnover	4.43	4.56
iii) Interest Coverage Ratio	-	-
iv) Current Ratio	1.90	1.82
v) Debt Equity Ratio	-	-
vi) Operating Profit Margin (%)	16.00	12.10
vii) Net Profit Margin (%)	11.89	11.86

Return on net worth is 22.94% in 2023 vs 22.83% in 2022 and operating profit margin is at 16.00% as compared to 12.10% in 2022. For both it is mainly on account of an increase in profitability due to increase in revenues as compared to previous year.

### (i) Debtors Turnover

It is calculated by dividing turnover by average trade receivables.

### (ii) Inventory Turnover

It is calculated by dividing turnover by average inventory

### (iii) Interest Coverage Ratio

Not Applicable, as the Company did not have any borrowings in the current and previous year.

### (iv) Current Ratio

It is calculated by dividing the current assets by current liabilities

### (v) Debt Equity Ratio

Not Applicable, as the Company did not have any debt in the current and previous year

### (vi) Operating Profit Margin (%)

It is calculated by dividing the PBIT by turnover.

### (vii) Net Profit Margin (%)

It is calculated by dividing the profit for the year by turnover.

## Internal control systems and Integrity

Internal Controls has been a key focus area of the company during the year. Internal Controls in the Company has been designed to further the interest of all its stakeholders by providing an environment, which is conducive to conduct its operations and at the same time putting in the appropriate checks & balances. In doing so, the Company's Internal Control environment has evolved over a decade to take care of, inter alia, financial, and operational risks. The organization has a holistic Internal Control framework comprising of elements like Country Management Committee, Corporate, Business & Local authorization tables, Local Management Instructions, Process and Entity Level Controls, Enterprise Risk Management, Local Direct Management Testing Programs, and a strong emphasis on integrity and ethics as a part of work culture. Aligning with the global reporting structure, the Company has implemented a related Assurance process for every business which establishes the ownership & accountability of the financial statements at every business level. An independent service provider, having expertise in the field, has performed current year's Internal Financial Control effectiveness testing. Effective Statutory & Legal Compliance System is in place in the Company.

A well organized Group level tool (GRCM) is available to handle testing, internal audit issues, deficiency tracking, etc. Further, the in-house independent Internal Audit team acts as a pillar to support our control objectives. ABB India also has a well functioning Whistle Blower Policy in place to report any misdoing. Internal Control framework of ABB India is aligned with one of the most matured IC frameworks – COSO 1992 and then transitioned to COSO 2013. The current framework is also in line with the Internal Finance Control (IFC) requirement of the Companies Act, 2013.

## Transformation Programs

The Company has been continuously investing in upgrading and implementing state-of-the-art technology in processes that can help improve serving customers and various stakeholders. In this journey during the year the Company implemented a program called Finance Transformation Program focused on rolling out Central Finance as a platform in SAP.

ABB India was a global pilot and the team successfully went live which proved to be a building block for other countries. This was possible with intense collaboration with global expert teams, project organization, external partners and the local business. This will gain maturity over the future years thereby improving productivity, internal control and transparency.



Alongside this, as a preparation for the future technology transformations in finance & HR processes, the company has embarked on HR & ERP transformation programs also. This is one of the key steps in the journey towards digitalization offerings to different stakeholders as well as to remove barriers to execution. The above transformation programs entail detailed working and knowledge gaining to the teams on ground which has enduring benefits spread over years.

## Risk management

The Company has a robust Risk Management Charter and Policy, which provides an overall framework for Risk Management (RM) in the Company. The key elements of the Company's risk management framework have been captured in the risk management policy, which details the process for identifying, escalating, prioritizing, mitigating, and monitoring key risk events and action plans. The assessment of the risks covers areas of Strategy, Technology, Finance, Operations and Systems, Legal & Regulatory and Human Resources.

There are appropriate assurance and monitoring mechanisms in place to monitor the effectiveness of the risk management framework including the mitigation plans identified by the management for key risks identified through the risk

management exercise. This risk management strategy is primarily run through the Global Divisions into the local divisions depending upon the criteria.

There is a consolidation of such data provided at local division level and supplemented with any macro risk that is evaluated at country level. In addition, the Company also has a Risk Management Committee which reviews the consolidated analysis of ERM (Enterprise Risk Management) exercise compiled by the Company and provides necessary guidance on its implementation and monitoring wherever needed.

The Company's existing framework provides for risk reviews at various levels based on Company's organizational structure matrix. Periodic assessment of risks, potential impact relating to business growth, profitability, talent engagement, and market position are conducted. Response to key operational risks, based on inputs received from the internal and external assessment, internal audit, performance review etc. are done on a regular basis.

### Disclaimer

As mandated by the framework, this section might contain some forward looking statements. Please note that all industry figures and estimates are taken from third party government and media reports available in the public domain. The Company does bear responsibility for the accuracy of the same.



# Risks and opportunities

The proactive management of risks is an integral part of how we do business. Our defined risk management framework enables us to identify and assess risks early and ensures that we have appropriate responses to manage and mitigate their effects across all levels of ABB. At the same time, we seek to turn the risks we face into potential opportunities and strive to manage both risks and opportunities in a responsible way. This approach supports the creation and protection of value for ABB, our stakeholders and society.

## Enterprise risk management

The enterprise risk management (ERM) process is a holistic approach to identifying risks that could adversely impact the achievement of ABB’s strategic business objectives and lead to a material financial impact. The ERM process is embedded in our ABB Way operating model and encompasses all levels of our organization. It provides our leadership, including our Executive Committee and the Finance, Audit and Compliance Committee (FACC) of the Board of Directors, with a comprehensive overview of the most critical risks faced by our business. This information informs our overall strategy and risk discussions and allows us to make better-informed decisions to protect value and take calculated risks to create value, in a rapidly evolving societal and business environment.

The ERM process is cyclical and based on the ongoing identification, assessment, mitigation and monitoring of the most critical risks affecting ABB. Our detailed methodology starts with the identification of our strategic business objectives. Next, we identify the most critical risks which could prevent us from achieving these objectives and lead to a potential material financial impact in the next five years. These risks are then assessed in terms of their potential impact, likelihood and speed of occurrence. Specific responses to address these risks are then planned, implemented and continuously monitored to ensure they remain effective. The ERM process categorizes risks as strategic, financial or operational:

### GOVERNANCE

In ABB, Risk Management is present in many areas and is essential to allow the company to make risk-based decisions.

As a key element of Governance in ABB Purpose, Risk Management is present in all levels of the organization.

To perform a structured risk assessment focused on the risk at higher level of the organization, ABB has a structured **Enterprise Risk Management** process in place.

#### Business Model

- Decentralized setup - full Division accountability
- Performance management
- Portfolio management

#### Governance

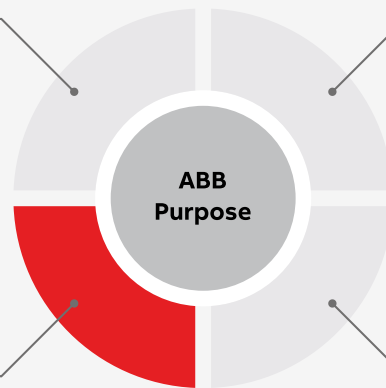
- Code of conduct internal control & compliance
- Risk management
- Processes and policies

#### People & Culture

- Values
- People
- Leadership

#### Brand

- Positioning
- Reputation management



**IT SECURITY INCIDENT IN MAY**

In May 2023, ABB became aware of an IT security incident impacting certain company IT systems. As a result of the incident, ABB started an investigation, notified certain law enforcement and data protection authorities, and worked with leading experts to determine the nature and scope of the incident. ABB also took steps to contain the incident and further enhance the security of its systems. Based on its investigation, ABB determined that an unauthorized third-party accessed certain ABB systems and exfiltrated certain data. Following a review of the data, where necessary ABB has provided notifications to individuals and organizations. To date, ABB has no evidence to suggest that any information has been misused as a result of this incident. ABB will continue to monitor this.

**1. Strategic:**

Strategic risks can relate to any of the following: macroeconomic factors; market and technological developments; competitor and industry shifts; environmental, social and governance aspects; geopolitical developments; and/or portfolio management topics. These factors can have both negative and positive impacts on our business and create significant business opportunities.

**2. Operational:**

Operational risks can relate to any of the following: engineering, manufacturing, project management and productivity topics; health, safety and environment management; integrity and compliance aspects; supply chain management; cyber and information security threats; and/or talent attraction and retention. These factors can have adverse impacts on the day-to-day operations of our business as well as positive impacts by being sources of competitive advantage.

**3. Financial:**

Financial risks can relate to any of the following: risks arising from ABB’s international financial activities; fluctuations in currency or interest rates; volatility in commodity

prices; accounting and financial reporting requirements; financial planning, analysis and management aspects; and/or compliance with tax obligations. These factors are key to ensuring ABB has appropriate finance structures in place and that all financial compliance requirements enabling us to meet our capital needs are met.

We strive to turn risks into opportunities not only to minimize their downsides but to create value for ABB and our stakeholders, wherever possible. Our decentralized business model allows us to stay agile, quickly adjust to changing environments, stay close to market developments and foster innovative responses to risks. As highlighted by the results of this year’s double materiality assessment, many of the identified material topics offer potential positive impacts and opportunities to further create value for ABB, our stakeholders and society. For more details refer to the Stakeholder engagement and material topics section.

Below are the top five enterprise risk clusters facing ABB as identified in the 2024 ERM process from across ABB:

**TOP FIVE ENTERPRISE RISK CLUSTERS 2024**

Top five risk clusters	Examples of reported risks	Examples of risk responses
Evaluation of investment & growth opportunities	Investment Concentration Matching pace with Investment from Competitor Growth opportunities vs Risk Appetite for Emerging Country like India	<ul style="list-style-type: none"> <li>Future manufacturing expansions need to consider locations outside Bengaluru in progressive states</li> <li>Division’s to deep dive on key competitors’ investment to assess impact and ensure market share is not threatened</li> </ul>
Higher demand than forecasted may cause under-capacity and lower revenues / orders	Demand growth in country Time to construct capacities Cost of creation of additional capacity Competitor moves Logistic barriers	<ul style="list-style-type: none"> <li>Planning in advance for medium term</li> <li>Consolidation of facilities</li> <li>Owned vs leased</li> <li>Use of land</li> <li>Outsourcing model wherever possible</li> </ul>
Risk of gaps in IT security	Vulnerability Management: The asset (hardware and software) will become exploitable to external threats, if patches are not deployed on time, the assets are open to data theft, alteration, loss or security threats End Point Protection (EPP): The assets will be accessible by unauthorized entities resulting in data theft	<ul style="list-style-type: none"> <li>Vulnerable components are checked daily through Qualys and the alerts and warnings are analyzed and will be remediated on continuous basis. Proactive deployment of patches as per the recommendations from respective OEM will be taken care by respective core service suppliers for both application and OS level patches.</li> <li>EPP: End point controls are performed through stringent Active Directory (AD) group policies. Installation of anti-virus and malware software to protect the device</li> </ul>
Integrity awareness – Risk from cases of Bribery & Corruption	Non-adherence to ABB code of conduct Failure to report / No timely reporting of potential violations	<ul style="list-style-type: none"> <li>Foster an organizational culture that values ethical behavior and promote employee reporting channels for violations</li> <li>Encourage Managers to demonstrate strong commitment to ethical behavior and set an example for rest of the team and ABB</li> <li>Increase awareness on revised ABB code of conduct and support implementation of integrity learnings (Integrity Circle discussions, Workplace behavior, ABAC risk mitigation)</li> <li>Support the relevant teams in monitoring of third party risks</li> </ul>
Compliance for requirements of Companies Act, 2013	Backup of books of accounts should be available within Indian jurisdiction on a daily basis	<ul style="list-style-type: none"> <li>All the books of accounts are maintained in our ERP systems which are hosted in India data centre and respective data backup does exist within Indian jurisdiction</li> <li>With respect to global central finance system, at present, the data backup is stored outside India and all the efforts are being made with global leadership to find best fit sustainable, technical solution so as to ensure that daily backup copies will be stored in India</li> </ul>



# 04 Sustainability in practice

- 51 We enable a low-carbon society
- 52 We preserve resources
- 53 We promote social progress
- 54 Health and safety
- 55 Diversity and inclusion
- 56 Integrity
- 58 Business Responsibility and Sustainability Report

# We enable a low-carbon society

Enabling a low-carbon society is at the center of our purpose and value proposition and a key pillar of our Sustainability Agenda. In this chapter, we report on our efforts and achievements in reducing emissions in our own operations.

## Faridabad

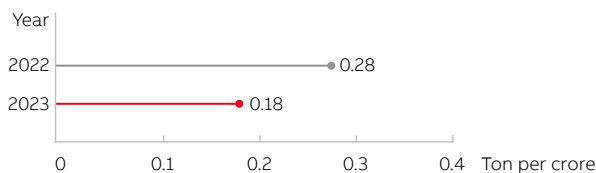
In-line with our sustainability target 2030 towards establishing low-carbon operations, the Company is working towards reducing the environmental footprint where Faridabad facility has adopted the renewable energy sources and energy-efficient operations. The unit has installed 330 KWp grid-synchronized rooftop solar plant to increase the renewable power usage for its own operations. The site’s machinery is also outfitted with high energy efficient IE3 and IE4 motors, energy-efficient lighting, HVAC solutions (highest-rated energy-efficient motors and drives), and measurement analytics products etc. to improve the energy productivity of its operation. With various sustainability initiatives, the site also boasts a platinum rating under Green factory building rating system from the Indian Green Building Council.

## Nashik

In order to achieve low-carbon operations, ABB Nashik has adopted various measures with regard to green power utilization as well as enhancing the energy productivity for its operations. Some of the major initiatives with respect to improving energy efficiency at the operations are related to LED lighting usage, insulated wall and roof panels, more efficient air conditioning, demand based lighting, and cooling in meeting rooms all managed via a KNX and Cylon building management system. The factory also uses the ABB Ability Energy Manager, a cloud based solution that collects data from various sensors to monitor energy consumption and identify inefficiencies to further enhance the energy efficiency at operation. The factory has also installed around 1 MWp of rooftop solar panels to further reduce its carbon footprint.

## CO<sub>2</sub>e scope 1 & 2

CO<sub>2</sub>e emission intensity



# We preserve resources

In line with ABB Group's 2030 sustainability targets, we are aiming to enable a low-carbon society, preserving resources while applying high standards for integrity and transparency beyond compliances.

## Nashik

ABB Nashik facility has been certified as water positive with a water positivity index of 1.14 by the GRIHA Council (Green Rating for Integrated Habitat Assessment), India. To achieve water positivity, the Nashik facility introduced a range of measures including a rainwater harvesting system to reduce run off and recharge the groundwater table and reuse the stored rainwater to meet other domestic requirements. The installation of water efficient fixtures reduced water consumption by 30 percent and a drip based irrigation system, and sewerage treatment plant allow wastewater to be reused for irrigation and other domestic purposes. The annual rainwater harvesting potential of the system is 34.49 million liters.

## Nelamangala, Bengaluru

ABB Nelamangala factory has been certified as 'Zero Waste to Landfill\*', an environmentally friendly philosophy towards reducing the amount of waste that ends up in landfill to improve circularity in operations. Currently, more than 99% of generated waste at the factory is diverted away from landfill, which means that most waste generated is either reused, recycled, or sent to energy recovery. Diverting waste away from landfill implies optimum utilization of resources to improve circular approach in operations and is a positive step in our sustainability journey. The "Zero Waste to Landfill" has been achieved through systematic 5R approach (Refuse, Reduction, Recycling, Reuse and Recovery of energy from Waste) to adopt circularity.

Some of the major initiatives carried out at the factory include refusal of single-use plastic and reduction of non-recyclable stickers (release paper) by converting to preprinted labelling. The waste recycling was also enhanced by

improving the waste segregation system across the unit and disposal of the waste through authorised recyclers. For some of the non-recyclable waste, an energy recovery initiative was taken wherein the waste is sent to a cement plant for energy recovery as an alternate fuel.

## Peenya, Bengaluru

ABB Peenya Campus has been certified as water positive with a water positivity index of 1.05 by the GRIHA Council (Green Rating for Integrated Habitat Assessment), India. The plant has the potential to recharge 1,19,373 cu.m. rainwater from the site (excluding rooftop) runoff. Some of the major initiatives include rainwater use and recharge, reduction in the use of freshwater, water recycling, and real-time monitoring of water consumption, recharge, and saving. The installation of water-efficient fixtures and fittings reduced the freshwater consumption for its domestic purpose, whereas the domestic wastewater generated within the site is treated through the inhouse sewage treatment plant (STP) and recycled for gardening purposes through efficient water sprinklers as well drip based irrigation system resulting in water recyclability enhancement by 12 percent as compared to previous year.

ABB Peenya campus reduces the dependency on freshwater demand by 22 percent as compared to previous year through various water conservation initiatives to achieve long term sustainability goals, which resulted in reduction of freshwater withdrawal and overall water footprint of the Company.

\*Independent assessment by intertek

# We promote social progress

We promote social progress for the benefit of our employees, customers, stakeholder groups and communities. We achieve this through our health and safety programs, by championing diversity and inclusion in the workplace and externally through our impactful community engagement programs. Our support for social progress is underpinned by respect for people and human rights.

## Nelamangala, Bengaluru

We have taken up rural road upgradation with the objective of improving the accessibility of rural roads for village communities in Nelamangala.

The project was initiated with the approval of Gram Panchayat and local bodies -City Municipal Corporation's approval and is in progress. Once completed the program will empower communities and will initiate its own development.

## Peenya, Bengaluru

We have engaged with the National Skill Development Corporation's Electronic Sector Skill Council for intervention in Govt ITI and aiding in Skill India Mission.

The upgradation includes renovation of its electromechanical and computer labs. It aims to improve the quality of infrastructure and also improve learning outcomes of graduates of vocational training system.

## Faridabad

We are focused on general health care for communities and in an effort to address Congenital Heart Diseases (CHD) among children especially from economically disadvantaged groups of the population. We support programs to conduct awareness, campaigns and screenings for CHD in such economically disadvantaged communities.

The program also has established a outpatient pediatric center at a municipal hospital in Delhi where identified probable cases are further screened and supported with needed medical treatment.

## Nashik

We have constructed water check dams in drought prone villages.

Several villages face severe water scarcity during summer and the intervention aims to improve catchment and groundwater levels.

We in partnership with a local organisation focused on tribal village development and constructed water check dams. Several such dams have been constructed by ABB over the past few years.

These check dams have improved water table levels and the availability of water during summers for people and live stock in the region.

## Maneja

We have engaged with an organization to support and empower individuals with disabilities by providing them with necessary aids, appliances, and services. The program aims to enhance the quality of life, promote inclusion, and mitigate the challenges faced by people with disabilities.



Nelamangala, Bengaluru



Peenya, Bengaluru



Faridabad



Nashik



Maneja

# Health and safety

At ABB, we ensure occupational health, safety and well-being of our diverse workforce. As our industry is dynamic, and the production demands are high. However, it is crucial to recognize that our success is not solely measured in output numbers but also in the well-being of our diverse workforce. A healthy and safe workplace is the cornerstone of a thriving and sustainable manufacturing operation. Our talented and skilled employees are our most valuable assets and providing a safe and healthy work environment is a fundamental responsibility of ABB.

In June 2023, we updated our Health, Safety, Environment and Security policy to reinforce ABB's commitment to putting health, safety, the environment, and security at the center of our activities. This commitment encompasses material sourcing, product design, operations, and services. To realize global leadership in our operations, we have launched our Guiding Principles for Resilient Operations. These support our HSE & Security Management System, which is based on internationally recognized standards, principles, and commitments. All divisions are required to implement the ABB Way Management System for



Corporate HSE & Security. The following three guiding principles set a framework underpinned by a set of behaviors we strive to follow at every level of our organization to achieve our objectives:

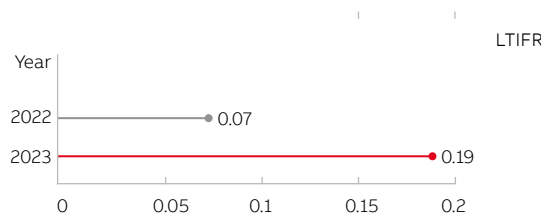
- lead with care: leaders create an environment where colleagues feel cared about and safe to speak up
- engage and involve: everyone collaborates and draws on each other's knowledge and strengths to ensure colleagues feel included and encouraged to contribute to our programs and HSE & Security performance; and
- learn and improve: everyone is encouraged to learn about and support continuous improvement both as individuals and as a team and organization

Each division is encouraged to develop safety programs that are appropriate for their operations in line with the global divisions. We coordinate preparations and responses to emergency situations, conduct internal safety inspections and audits, obtain third party verifications for our health, safety, and well-being reporting. We have well defined procedures to investigate work related injuries and incidents and act promptly to mitigate negative impacts. We continuously strive to further reduce health and safety hazards.

Considerations about health, safety, the environment, and security are at the heart of all our activities, including materials sourcing, product design, operations and service. We are concentrating on the lessons learnt on the incidents recorded in India and in group to prevent any recurrences in future.

## Lost Time Injury Frequency Rate

LTIFR, frequency/10,00,000 working hours



\*The numbers are the rolling average of employees and workers

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## Diversity and inclusion

We take pride in the diversity of our workforce and seek to create an inclusive culture in which people feel empowered to share their ideas and perspectives. In this way, we encourage creative thinking which drives innovation, the key to ABB's growth and success. We believe in diversity across all dimensions and that our differences make us stronger. That is why progress in diversity and inclusion (D&I) is embedded in our long term objectives.

### Diversity and Inclusion (D&I)

The Company seeks to create an inclusive environment where everyone feels safe, treated with respect, and can succeed. The four values, Courage, Care, Curiosity, and Collaboration guide and shape the actions of the Company and interactions with each other, its customers, partners and society as a whole.

The Company's D&I journey began with a focus on gender and has expanded to include LGBTQ+ abilities, generations, and ethnicity. Underscoring all of these areas of diversity is an appreciation for diversity of thought. The Company has conducted 16 sessions covering 382 ABB India leaders on interrupting "Unconscious bias" to build an inclusive culture.

### Diversity Dimension: Gender

The Company has successfully conducted its flagship women leadership program called RISE and so far, 91 percent of the participants have completed the program.

### Diversity Dimension: LGBTQ+

D&I journey at ABB began with a focus on gender and has expanded to include LGBTQ+, abilities, generations, and ethnicity. The Company has conducted multiple sessions covering 2000+ employees on bringing awareness about the LGBTQ+. An Employee Resource Group has been formed in March 2023. This initiative has also got ABB an external award for creating an ERG and best practices.

### Diversity Dimension: Specially-abled

This year the Company continued to focus on the inclusion of the specially abled people and worked towards enhancing access of the socially abled within the organization.





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# We embed a culture of integrity and transparency in our business operations

At ABB, integrity and transparency define how we do business. We recognize the importance of doing business ethically and maintaining ethical business relationships. In 2023, ABB Group updated its Code of Conduct and Supplier Code of Conduct and implemented processes and programs to strengthen its integrity culture and enhance risk monitoring. Following, are some of the key actions undertaken in 2023 to strengthen a culture of integrity and transparency in our business operations.

## **Code of Conduct**

ABB Code of Conduct represents the individual and collective commitment to uphold the highest standards of business ethics throughout the value chain. It guides employees, business partners and suppliers to do business with integrity.

In 2023, ABB Group launched an updated Code of Conduct under the tagline “We speak the same Code” to reflect the fast changing world in which the group companies operates. The update addressed the key operational integrity risks of Anti-Bribery & Anti-Corruption (ABAC) as well as workplace behavior issues reported.

ABB Supplier Code of Conduct was also updated in 2023 and explains in detail what is expected from the Company’s suppliers. The Supplier Code is part of our procurement terms and conditions as well as supplier qualification, development and evaluation requirements. The updated implementation guide for the Supplier Code provides ABB’s suppliers with hands on advice on how to fulfill ABB’s requirements and facilitates the effective implementation of the Supplier Code of Conduct.

## **Integrity Circles and workplace behavior learnings**

ABB Group introduced manager led circle discussions around integrity topics and workplace behavior learnings to create a company culture that is in line with ABB values.

ABB’ Global Integrity Program includes integrity and communications training. The training modules are delivered in a virtual, e-learning format as well as face-to-face. It actively promotes self-driven learning for all employees, supplemented by bespoke and role-specific mandatory training for those that face higher integrity risks in their roles.

# Integrity

Alongside these integrity focused learning modules, managers at all levels of the Company are modeling integrity behaviors and holding team discussions to ensure that their people understand what is expected of them when it comes to ethical conduct and treating people with respect.

ABB as a Group continues to work on improving and enhancing the Global Integrity Program

through controls, processes and a culture that deters bribery and corruption. The five core integrity & regulatory affairs procedures include oversight and responsibilities, as well as procedures related to third-party management, data privacy, conflicts of interest and global trade. The below defined five integrity principles guides everything that we do at ABB:

1

**We behave and do business in an ethical way**

2

**We work in a safe and sustainable way**

3

**We build trust with all stakeholders**

4

**We protect ABB's assets and reputation**

5

**We speak up and do not retaliate**

**Data analytics and integrity risk monitoring**  
ABB uses various tools and platforms to track progress and drive performance in regard to its integrity approach.

The integrity analytics report, a live dashboard available throughout ABB via integrity web portal, provides insights into progress related

to integrity programs such as engagement with integrity learnings. Through real-time case investigation dashboards, insights into integrity related case metrics can be generated and the legal & integrity community is able to leverage greater access to analyze root causes and lessons learned.



# Business Responsibility and Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L32202K1949PLC032923
2.	Name of the Listed Entity	ABB India Limited
3.	Year of incorporation	1949
4.	Registered office address	“Disha”, Corporate Office, 3rd Floor. Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058, Karnataka.
5.	Corporate address	“Disha”, Corporate Office, 3rd Floor. Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058, Karnataka.
6.	E-mail	investor.helpdesk@in.abb.com
7.	Telephone	080 22949113 / 080 22949122
8.	Website	<a href="http://new.abb.com/indian-subcontinent">http://new.abb.com/indian-subcontinent</a>
9.	Financial year for which reporting is being done	2023
10.	Name of the Stock Exchange (s) where shares are listed	BSE Limited and National Stock Exchange of India Limited.
11.	Paid-up Capital	42.38 crores
12.	Name and contact detail (telephone email address) of the person who may be contacted in case any queries on the BRSR report	Vimal SS Email: vimal.ss@in.abb.com  Dhenuka Srinivasan Email: dhenuka.srinivasan@in.abb.com
13.	Reporting Boundary- Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements taken together)	Standalone basis
14.	Name of assurance provider	Not Applicable in the current year
15.	Type of assurance obtained	Not Applicable in the current year

### II. Products / services

#### 16. Details of business activities (accounting for 90% of the turnover):

S.No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Electrification (EL)	Offers a wide-ranging portfolio of products, digital solutions, and services, from substation to socket, enabling safe, smart, and sustainable electrification. Offerings encompass total and connected innovations for low and medium voltage, including modular substations, distribution automation, power protection, wiring accessories, switchgear, enclosures, cabling, sensing and control	39
2	Motion (MO)	Offers a complete range of electrical motors, generators, drives and services, as well as integrated digital powertrain solutions. It serves a wide range of automation applications in transportation, infrastructure, and the discrete and process industries	37
3	Process Automation (PA)	Offers a broad range of solutions for process and hybrid industries, including industry specific integrated automation, electrification and digital solutions, control technologies, software, and advanced services, as well as measurement & analytics, and marine offerings.	20

\*\* The Company's Robotics (RA) Business Area is excluded as it would cross 90% with the above three Business Areas

**17. Product/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S.No	Products/Service	NIC code	% of the total Turnover contributed
1	Large Motors & Generators	27101	5.9
2	Low Voltage Motors & Services	27103	15.3
3	Drive Products, System Drives and Traction Convertors	26109	15.8
4	Electricity Distribution Equipment, Protection & Control Equipment, Motor Starting & Safety, Switches & Fuse gear & associated service	27104	37.8
5	Manufacture of other wiring devices and fittings	27339	0.3
6	Industrial process control equipment	26517	21.6

**III. Operations****18. Number of locations where plants and /or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	7*	28	35
International	0	2	2

Note: \* 7 factory licenses as per Factories Act 1948 comprising of multiple production lines (17) across ABB India locations

**19. Markets served by entity:****a. Number of locations**

Location	Number
National (No. of States)	35 (28 States + 7 Union Territories)
International (No of countries)	4*

\* International locations: Bangladesh, Sri Lanka, Bhutan, Nepal.

**b. What is the contribution of exports a percentage of the total turnover of the entity?**

10%

**c. A brief on types of customers:**

The Company serves customers across all segments and to all types/categories viz., End users, Original Equipment Manufacturers, Engineering Procurement and Construction Contractors, Channel Partners, Distributors, Retailers, etc. (covering all types of companies). The Company works closely with industry, utility, transportation, and infrastructure customers, serving a diverse range of end markets, including data centers, electronics, food & beverage, oil, gas & chemicals, cement, mining & metals, pharmaceuticals & healthcare, marine & ports, residential & non-residential buildings, automotive, railways & rolling stock, pulp & paper, renewables, conventional power generation, power transmission & distribution, smart cities, and water utilities.

**IV. Employees****20. Details as at the end of the Financial Year:****a. Employees and workers (including differently-abled:)**

S.No	Particulars	Total (A)	Male		Female	
			No.(B)	% (B/A)	No. (C)	%(C/A)
<b>Employees</b>						
1	Permanent (D)	3061	2738	89.45	323	10.55
2	Other than Permanent (E)	81	57	70.37	24	29.63
3	Total employees (D+E)	3142	2795	88.95	347	11.04
<b>Workers</b>						
4	Permanent (F)	323	321	99.38	2	0.62
5	Other than Permanent (G)*	1111	1010	90.91	101	9.09
6	Total workers (F+G)	1434	1331	92.82	103	7.18

\*Note: Includes trainees apprentices and fixed term contractors and retainers

**b. Differently-abled employees and workers:**

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No.(C)	% (C/A)
<b>Differently-abled Employees</b>						
1	Permanent (D)	2	1	50	1	50
2	Other than Permanent (E)	0	0	0	0	0
3	Total differently-abled employees (D+E)	1	1	100	0	0
<b>Differently-abled Workers</b>						
4	Permanent (F)	0	0	0	0	0
5	Other than Permanent (G)	2	2	100	0	0
6	Total differently-abled workers (F+G)	2	2	100	0	0

**21. Participation/Inclusion/Representation of women:**

	Total (A)	No and percentage of Females	
		No.(B)	% (B/A)
Board of Directors	6	3	50
Key Management Personnel	3	0	0

**22. Turnover rate for permanent employees and workers:**

(Disclose trends for the past 3 years)

	FY 2023 (Turnover rate - % in current FY)			FY 2022 (Turnover rate - % in previous FY)			FY 2021 (Turnover rate - % in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10.43	12.90	10.66	10.72	21.13	11.62	7.05	12.50	19.50
Permanent workers	0	0	0	0	0	0	0	0	0

**V. Holding Subsidiary and Associate Companies (including Joint ventures)****23. (a) Names of holding /subsidiary/associate companies /joint ventures:**

S. No	Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding / Subsidiary/Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A participate in the business Responsibility initiatives of the listed entity? (Yes/No)
1	ABB Asea Brown Boveri Limited	Holding	NA	No

**VI. CSR Details:****24. (i) Whether CSR is applicable as per section 135 of Companies Act 2013: Yes**

(ii) Turnover (in ₹): 10,446,5249,857.41

(iii) Net Worth (in ₹): 59,446,021,721.41

## VII. Transparency and Disclosures Compliances:

### 25. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in place (Yes/No) (if yes, then provide web-link for grievance redress policy)	FY 2023			FY 2022		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	-	-	-	-	-	-
Investors (other than shareholders)	Yes	-	-	-	-	-	-
Shareholders	Yes	-	-	-	-	-	-
Employees and workers	Yes	55	34	-	23	6	-
Customers	Yes	-	-	-	1	0	-
Value chain partners	Yes	4	1	-	7	2	-
Other (Anonymous reporters or others who do not fall under above categories)	Yes	39	10	-	19	3	-
<b>Total</b>		<b>98</b>	<b>45</b>		<b>50</b>	<b>11</b>	<b>-</b>

Note: For the current year, we have reported only the complaints / grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct as opposed to all grievances reported in the previous years

The Company's Business Ethics Helpline is a channel for all its employees and stakeholders to report suspected violations of the ABB Code of Conduct, Supplier Code of Conduct, or applicable laws. Apart from this, the Customer Care Response Process (CCRP) is the process for the Company's customers to raise any grievance with the Company's product, system and solution offering and service portfolio.

The Company also has a dedicated email: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com) for addressing investor related queries.

Any complaints pertaining to sexual harassment can be raised by sending an email to: [in-internal-committee-posh@abb.com](mailto:in-internal-committee-posh@abb.com)

## 26. Overview of the entity's material responsible business conduct issues:

Please indicate material responsible business conduct and sustainability issues pertaining to environment and social matters that present risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format.

S. No	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Climate	Opportunity	To have efforts to mitigate and adapt to climate change through resource efficiency, cost savings, and adoption of low-emission energy sources	Several initiatives are underway internally to focus on carbon reduction and address efficiency and overall reduce emissions and address climate change	Positive
2	Products solutions and services	Opportunity	Opportunity towards improving and implementing sustainability aspects in both products and services	Internalized with R&D and all aspects of product and service management aspects	Positive
3	Circularity	Opportunity	Opportunity to bring in positive impacts across industry. Make better use of finite resources, reduce emissions, protect human health and biodiversity and boost economy	Exploring circularity cases that can aid the Company and have resource conservation and multi stakeholder coordination to achieve sustainable impacts	Positive
4	Responsible sourcing	Risk	To positively manage responsible sourcing, across the supply chain. and to seek voluntary commitment on account social and environmental considerations when managing relationships with suppliers. The lack of this can have non-compliance and reputational risk for the Company	Have programs and practices to review and assist suppliers to adhere to sustainable practices and bring supply chain sustainability into mainstream	Negative
5	Human rights & labour standards	Risk	Responsibility to identify and manage human rights risks in its operation and supply chain and mitigate adverse risks and consequential damages	Have human rights policy and detailed process set along with due diligence procedures to evaluate Human rights risks at all levels of operations	Negative
6	Health and Safety	Risk	Managing health and safety is an integral part of managing business. Businesses need to do a risk assessment to find out about the hazards and risks in their workplace(s) and put measures in place to effectively control and ensure hazards and risks do not cause harm to employees and workers	Several initiatives and programs have been initiated to address all aspects of managing health and safety and closely monitored for continual improvements	Negative
7	Employee development and well-being	Opportunity	Employee development and well-being is critical to the business operations and productivity and overall responsibility of the Company is to manage well-being aspects as it is critical to its stakeholders	Several employee development and well-being initiatives such as resilience trainings and specific preventive health awareness sessions have been undertaken for employees and workers	Positive
8	Business performance and resilience	Risk	Business performance and resilience is an enterprise wide aspect that encompasses crisis management and business continuity, and the need to respond to all types of risks that an organisation may face, for e.g. cyber threat, natural disasters etc.	Address and manage crises in both tangible and intangible aspects that may result in significant consequences	Negative
9	Data privacy & cyber security	Risk	Risk as non-compliance aspects. Global and local laws require strict adherence with respect to data privacy and cyber security	At ABB respecting personal data protection rights is a priority. The Company has adopted global data protection standards to ensure a standardized and high level of protection of personal data which is processed by ABB Group companies worldwide	Negative
10	Corporate & sustainability governance	Opportunity	Addressing sustainability & governance is an opportunity to move ahead in the sustainability maturity model with cost saving and benefits as it demands responsible corporate behaviour	Corporate sustainability governance in Company has been implemented and sustainability strategy across its business. It manages goal-setting and reporting processes, that strengthens relations with external stakeholders, and ensures overall accountability	Negative

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principle and core Elements.

P1	Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent and accountable
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management Processes:</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs (Yes/No)	Yes								
b. Has the policy been approved by the Board (Yes/No)	Yes								
c. Web Link of the Policies if available	Yes (refer page No.95)								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	<ul style="list-style-type: none"> <li>• ISO 14001, 9001, 45001, 5001</li> <li>• IGB Green Factory Building Rating Systems for all of its factories and own buildings</li> <li>• LEED certification</li> <li>• TERI GRIHA certification for water positivity</li> <li>• CII certification for Single Use Plastic free premises</li> <li>• BIS certificates for product lines</li> </ul>								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any	<p>The Company in line with the ABB Group has the following 2030 ambitions /targets to be achieved</p> <p>Target:</p> <ul style="list-style-type: none"> <li>• 80% reduction of scope 1 and 2 GHG emissions by 2030 (compared to 2019)</li> <li>• 100% reduction of scope 1 and 2 GHG emissions by 2050 (compared to 2019)</li> <li>• 25% reduction of scope 3 GHG emissions by 2030 (compared to 2022)</li> <li>• 90% reduction of scope 3 GHG emissions by 2050 (compared to 2022)</li> <li>• Zero waste to landfill while reducing waste generation by 2030</li> <li>• Increase proportion of women in senior management roles to 25% by 2030</li> <li>• Achieve a top-tier employee engagement score by 2030</li> </ul> <p>Ambition:</p> <p>Enable customers to avoid 600 Mt of GHG emissions through ABB products sold from 2022-2030</p> <ul style="list-style-type: none"> <li>• Zero harm to our people and contractors and a gradual reduction in lost time from incidents</li> </ul>								
6. Performance of the entity against the specific commitments' goals and targets along with reasons in case the same are not met	<p>The Sustainability commitments, goals and targets are set globally. The Company has developed a framework to implement monitor and achieve set targets at the entity level and at its business levels. Performance against the set targets are reported and is monitored at the Company and ABB Group level</p>								





**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE:**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

## **PRINCIPLE 1: Business should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable**

The Company is committed to fostering a culture of working with integrity and transparency to provide value to businesses, communities, customers, and stakeholders.

**Essential Indicators****1. Percentage coverage by training and awareness programs on any of the principles during the Financial Year:**

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	% age of the persons in the respective category covered by the awareness programs
Board of Directors	4	Code of Conduct, Prevention of Sexual Harassment at Workplace	100
Key Managerial Personnel	6	Code of Conduct, Anti-Bribery and Anti-Corruption, Prevention of Sexual Harassment at Workplace, Integrity Circles*	100
Employees other than BoD and KMPs	1130	Code of Conduct, Anti-Bribery and Anti-Corruption, Prevention of Sexual Harassment at Workplace, Integrity Circles*	100
Workers	145	Code of Conduct, Anti-Bribery and Anti-Corruption, Prevention of Sexual Harassment at Workplace, Integrity Circles*	100

Note : The training modules were delivered in a virtual, e-learning format as well as face-to-face.

\*The Code of Conduct Integrity Circle is an important extension of our integrity commitment. All line managers are responsible to conduct these sessions with their direct reports.

**2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):**

NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/no)
<b>Monetary</b>				
Penalty/fine				Nil
Settlement				Nil
Compounding fee				Nil
<b>Non-Monetary</b>				
NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/no)
Imprisonment				Nil
Punishment				Nil

3. Of the instancing disclosed in question 2 above, details of Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory /enforcement agencies/judicial institutions
	None

4. Does the entity have an anti-corruption or anti bribery policy if yes, provide details n brief and if available please provide a weblink to the policy:

The Company is committed to operating with the highest standards of ethics, business conduct, and professional behavior. The Company has a Code of Conduct where anti-corruption and anti-bribery aspects are comprehensively covered. In line with the Code, the Company does not tolerate any form of bribery or corruption. The policy can be accessed by clicking on [Code of Conduct](#).

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions on cases of corruption and conflicts of interest:

Not applicable

8. Number of days of accounts payable (Accounts payable \*365/cost of goods/services procured) in the following format:

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Number of days of accounts payable	172	174

## 9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers and related parties along with loans and advances and investments with related parties in the following format:

Parameter	Metrics	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales**	a. Sales to dealers/distributors as % of total sales	31%	32%
	b. Number of dealers /distributors to whom sales are made	750+	700+
	c. Sales to top 10 dealers /distributors as % of total sales to dealers/distributors	18%	22%
Share of RPTs in	a. Purchases (Purchases with related parties /total Purchases)	Refer Page 211	-
	b. Sales (Sales to related parties /Total Sales)	7.9%	9.9%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties /total investments made)	Nil	Nil

Note:

\* This being not material in terms of value, hence not reported

\*\*We have considered distributors only

## Leadership Indicators

### 1. Awareness programs conducted for value chain partners on any principles during the financial year:

Total number of awareness programs held	Topics /principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programs
9	Health, Safety, Environment, Sustainability, Integrity and Human Rights	29

### 2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board?:

Yes. The Company's Code of Conduct also applies to the Directors on the Board. It specifically covers the principle of Conflict of Interest. The Code of Conduct and Conflict of Interest procedure require all the Directors to disclose promptly all potential, actual or perceived conflicts of interest, including personal, social, financial, political, professional or other interests, or activities or relationships that might reasonably be perceived to conflict with the best interests of the Company, create an appearance of impropriety, or affect the judgment in carrying out their role as Directors of the Company. Annual affirmation that the Directors have complied with the Code of Conduct forms part of disclosures obtained from Directors.

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

### Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of products and processes total R&D and Capex investments made by the entity, respectively:**

	Current Financial Year- 2023	Previous Financial Year- 2022	Details of improvements in environmental and social impacts
R&D	-	-	
Capex	<1%	-	

ABB is committed towards cutting edge research & development and driving innovation which is essential in achieving sustainability for advancing society. ABB's research and development focuses on developing and commercializing the technologies, products and solutions of its businesses that are of strategic importance to future growth. More than 60 percent out of approximately 7,000 employees of ABB group in India are in research and development and are focused on software and digitalization. The corporate research centers of ABB bring together an international team of highly skilled scientists. In addition to continuous product development, and order related engineering work, it develops platforms for technology applications in its businesses in its research and development laboratories, which operate on a global basis. The Company seeks to maintain a balance between short term and long-term research and development programs and optimize its return on investment. ABB protects the results by holding patents, copyrights and other appropriate intellectual property protection.

Universities are incubators of future technology, and one task of ABB's research and development teams is to transform university research into industry ready technology platforms. ABB Group partners with more than 100 leading universities and research institutions around the world to build research networks and foster new technologies. It believes that these collaborations shorten the amount of time required to turn basic ideas into viable products, and they additionally help it to recruit and train new personnel. ABB Group has built numerous university collaborations in several continents, including long-term, strategic relationships with a number of leading institutions in the U.S., the United Kingdom, Sweden, Germany, Switzerland, Poland, India and China.

To complement its business focused product development, its businesses invest together in collaborative research activities covering topics such as artificial intelligence, software, sensors, control and optimization, mechatronics and robotics, power electronics, communication technologies, material and manufacturing, electrodynamics or electrical switching technologies.

This results in advancing the state-of-the-art technologies used in its products and in common technology platforms that can be applied in multiple product lines. ABB also leverages its ecosystem to enhance its innovation efforts and gain speed with strategic partners with complementary competencies. In addition, ABB invests and collaborates with start-ups worldwide via its corporate venture arm namely ABB Technology Ventures and its start-up collaboration arm SynerLeap.

The result of its investment in research and development is that ABB is widely recognized for its world-class technology. Technology has been deeply embedded in its DNA since its founding and has carried it through its century-long history. It is one of the main reasons why customers and partners turn to ABB for help on their biggest challenges. Together with them, ABB continuously pushes technology frontiers to make things possible that were not possible before. ABB Group, recently announced the ABB Research Award in Honor of Hubertus von Gruenberg, the former chairman of the board of directors at ABB. The award encourages world-class research in its main fields of operation: power and automation, as applied in utilities, industries, and transport and infrastructure globally.

- 2a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No):**

Yes.

- b. **If yes, what percentage of inputs were sourced sustainably?:**

100% of the Company's suppliers (Tier-1) have signed ABB's Supplier Code of Conduct.

3. **Describe the processes in place to safely reclaim your products for reusing recycling and disposing at the end of life, for (a) Plastics (including packaging (b) E-waste (c) Hazardous waste and (d) other waste:**

The processes for safely reusing recycling and disposing at the end of life, for (a) Plastics (including packaging (b) E-waste (c) Hazardous waste and (d) other waste used in its products has been mentioned in the Product operation & maintenance manual.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (yes/No) if yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same:

Yes. EPR is applicable to the Company's activities for packaging plastic, few listed EEE (electronic & electrical equipment) as well as battery used in its products. The Company has obtained the relevant licenses under the EPR with respect to e-waste, battery waste and plastic waste rules.

#### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, Provide details in the following format?:

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No). If yes, provide the web-link.
26109	Low voltage Variable frequency drive	4.8	Cradle to grave	Yes (External)	Yes, through Manual <a href="https://global.abb/group/en/sustainability/ecosolutions/environmental-product-declarations">https://global.abb/group/en/sustainability/ecosolutions/environmental-product-declarations</a>
26109	Low & medium voltage Drive products	3.2	Cradle to grave	Internal	Yes, through product Manuals
28160	Industrial Robots	2.6	Cradle to grave	Internal	Yes, through product Manuals
27104	Protection relays & Circuit Breaker	2.4	Cradle to grave	Yes (External)	Yes, through Manual <a href="https://global.abb/group/en/sustainability/ecosolutions/environmental-product-declarations">https://global.abb/group/en/sustainability/ecosolutions/environmental-product-declarations</a>
26109	Propulsion Equipment & Composite converter and Traction & Auxiliary converters	2.1	Cradle to grave	Internal	Yes, through product Manuals

2. If there are any significant social or environmental concerns and /or risks arising from production or disposal of your products/ services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along with action taken to mitigate the same:

Name of the Product/Service	Description of the risk /concern	Action taken
No	No	No

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry):

Indicate input material	Recycled or reused inputs material to total material	
	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
	-	-

4. Of the products and packaging reclaimed at end of life of products amount (in metric tonnes) reused, recycled and safely disposed as per the following format:

	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Re-used	Recycled	Safely disposed	Re-used	Recycled	Safely disposed
Plastics (including packaging)		176.78*			119.02*	
E-waste			0.5			0.4
Hazardous waste						
Other waste (metal waste)		2		0	1.15	0.01

\* Includes the plastic packaging quantity which is recycled as a part of extended producer responsibility under Plastic Waste Management Rules.

5. Reclaimed products and their packaging material (as percentage of products sold) for each product category:

Indicate product category	Reclaimed products and their packaging material as % of total products sold in respective category
-	-

## PRINCIPLE 3: Business should respect and promote the well-being of all employees including those in their value chains

### Essential indicators

1.a. Details of measures for the well-being of employees:

Category	FY 2023 % of workers covered by:										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (D/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	2738	2738	100	2738	100	-	-	89	3.25	14	0.5
Female	323	323	100	323	100	14	4.3	-	-	6	1.85
<b>Total</b>	<b>3061</b>	<b>3061</b>	<b>100</b>	<b>3061</b>	<b>100</b>	<b>14</b>	<b>4.3</b>	<b>89</b>	<b>3.25</b>	<b>20</b>	<b>2.35</b>
Other than Permanent employee											
Male	57	57	100	57	100	-	-	-	-	-	-
Female	24	24	100	24	100	-	-	-	-	-	-
<b>Total</b>	<b>81</b>	<b>81</b>	<b>100</b>	<b>81</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

b. Details of measures for the well-being of workers:

Category	FY 2023 % of workers covered by:										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	321	321	100	323	100	-	-	-	-	2	0.6
Female	2	2	100	2	100	-	-	-	-	1	50
<b>Total</b>	<b>323</b>	<b>100</b>	<b>323</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>50.6</b>
Other than Permanent workers											
Male	1010	-	1010	100	-	-	-	-	-	-	-
Female	101	-	101	100	-	-	-	-	-	-	-
<b>Total</b>	<b>1111</b>	<b>-</b>	<b>1111</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Apprentice & professional contractor employees are not covered under PF. Trainees and fix term contract employees are not covered under Gratuity

c. Spending on measures towards well-being of employees and workers (including permanent and other permanent) in the following format:

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the Company	0.01	0.02

## 2. Details of retirement benefits for Current Financial Year and Previous Financial Year:

Benefits	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	No of employees covered as a % of total employees	No of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A)	No of employees covered as a % of total employees	No of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A)
PF	99.81	92.05	Yes	99.83	91.59	Yes
Gratuity	98.91	22.52	Company Contribution	93.78	23.95	Company contribution
ESI	0	69.52	Yes	0.00	68.97	Yes
Others- please specify						

## 3. Accessibility of workplaces:

**Are the premises/offices of the entity accessible to differently-abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not whether any steps are being taken by the entity in this regard.**

Yes. The Company's premises/offices are accessible to differently-abled employees and workers as per the requirements of the Rights of Persons with Disabilities Act, 2016. The Company is committed to having an inclusive and diverse workforce. Aspects of accessibility and equity are equally important and are considered. All of the Company's existing and new infrastructure has a comprehensive plan to address the accessibility of workplaces, especially for physically differently-abled people. The work areas, restrooms, common areas and areas for movement in and around facilities have been designed with all accessibility aspects in mind.

## 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy:

ABB's Equal Employment Opportunity (EEO) and Affirmative Action Employer encourages diversity in the workplace. All qualified applicants receive consideration for employment without regard to their sex, gender identity, sexual orientation, race, colour, religious, creed, national origin, physical or mental disability, protected veteran status, or any other characteristic protected by law. In line with Rights of Persons with Disabilities Act, 2016, differently-abled persons too receive equal treatment.

The Company rolled out an Equal Employment Opportunity Policy during the year. The policy set out "no discrimination" on the grounds of any ground including sex, mental status, race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality ethnic origin, disability or any category. The Company's employment decisions are solely based on legitimate job-related criteria and are made without discrimination.

Any violation of the said policy can be reported through available reporting channels which includes raising it with management chain, or with any of the Company's human resources or legal and integrity team and also can raise it in the Company's available Business ethics helpline. Issues thus raised are inquired into in conjunction with relevant stakeholders and appropriate action is taken by the Company.

## 5. Return to work and Retention rates (%) of permanent employees and workers that took parental leave:

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	100	100	100
Female	100	100	N.A*	N.A*

\*Note: no maternity cases during the year under this category and hence not applicable



**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes give details of the mechanism in brief Mechanism to receive and redress grievances:**

Employees can report their concerns initially to their direct management, any member of Legal & Integrity function, country human resources manager, or alternatively, through their country specific Business Ethics Helpline number. All stakeholders that have a business relationship with ABB have multiple communication channels: Telephoning the ABB stakeholder helpline at + 41 43 317 33 67 (international call rates apply)/India 000 800 9191 234. This service is provided by an independent third party and is available at all times. Reports can only be made in English which can be tracked. Communication can be made also through a web portal-<https://abbgroup.ethicspoint.com>

Category	Yes/No (If Yes, then give details of the mechanisms in brief)
Permanent Workers	Yes. At the location level, Industrial Relations Managers, Welfare officers and representatives of recognized Union are the first level point contact to get their queries addressed
Other than Permanent Workers	Yes. The Company has a dedicated online helpdesk named as "AskHR" to raise query and this gets resolved
Permanent Employees	Yes. The Company has a dedicated online helpdesk named as "AskHR" to raise query and this gets resolved
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or unions recognized by the listed entity:**

The Company has unions at its factory locations representing workmen. All permanent workmen are members of the unions and are covered and governed by Collective Bargaining Agreements signed with respective locations. The list of unions as below:

1. Bangalore location – ABB Employees Union
2. Faridabad location – Hindustan Electric Union
3. Nashik location – Association Engineering Workers
4. Vadodara location – HBB Staff Association and ABSA Employees Union

All permanent workmen both male and female are member of the recognized union at the respective locations.

Category	FY 2023 (Current Financial Year)			FY 2022 (Previous Financial Year)		
	Total employees /workers in respective category (A)	No of employees /workers in respective category, who are part of association(s) or Union (B)	% B/A	Total employees /workers in respective category (C)	No of employees /workers in respective category, who are part of association(s) or Union (D)	% D/C
Total Permanent employees	3061			2894		
-Male	2738	Nil	0	2568	Nil	0
-Female	323			246		
Total Permanent workers	323	323	100	325	325	100
-Male	321	321	100	323	323	100
-Female	2	2	100	2	2	100

**8. Details of training given to employees and workers:**

Category	FY 2023 (Current Financial Year)					FY 2022 (Previous Financial Year)				
	Total (A)	On Health and Safety measures		On skill upgradation*		Total (D)	On Health and Safety measures		On skill upgradation	
		No (B)	% (B/A)	No (C)	% (C/A)		No E	% (E/D)	No (F)	% (F/D)
Male	2738	2409	88	1507	40	2568	2568	100%	-	-
Female	323	320	99	182	42	246	246	100%	-	-
Total	3061	2729	94	1709	41	2894	2894	100%	-	-
Male	1331	1331	100	1059	25	1264		100%	-	-
Female	103	103	100	64	16	93		100%	-	-
<b>Total</b>	<b>1434</b>	<b>1434</b>	<b>100</b>	<b>1123</b>	<b>24</b>	<b>1357</b>		<b>100%</b>	-	-

\*Note: HSE training is given to all employees on a regular basis including for new joiners and workers. Detailed safety review and training are provided to contractors and workers based on job risks. Skills upgradation on HSE is for a select few for specific requirement as approved for select programs/courses by ABB Business.

## 9. Details of performance and career development reviews of employees and workers:

The Company realizes the need to be more than ever to be aware of its values and to be true to them. It encourages all to think about its values and how employees and teams can live them. The Company takes ownership for the roles and its contributions, and how it adds value and productivity to drive its business forward.

The People Performance Management process of the Company has been set to foster a performance culture through its people with four values at ABB: Courage, Care, Curiosity and Collaboration. They were developed in much the same way as its Purpose – through listening to its leaders and people and using their ideas and input to capture the essence of its culture. Its values reflect the attitudes and behavior that is needed to drive its decentralized approach with its empowerment to its Divisions. The components of the People Performance Management process includes performance goals, feedback, performance reviews and check-ins and Performance and Development Appraisal (PDA). It has components of:

1. Goal setting - establishing clear, achievable, and measurable objectives for the employee to work towards.
2. Regular feedback - providing ongoing feedback throughout the review period to guide improvement and acknowledge achievements.
3. Evaluation of achievements - assessing how well the employee met their goals and performed their duties.
4. Skill assessment - evaluating the employees skill set, strengths, and areas that needs improvement.
5. Recognition and rewards - acknowledging outstanding performance and discussing potential rewards and incentives.

Throughout the year line managers and employees regularly review and discuss performance, development and career path for all employees. The Company seeks to align its employee interests and business needs through this dialogue. Outcomes from performance reviews are agreed upon as a development plan and key development actions are set for the employee to build and develop on each year. All employees undergo career development reviews. With regards to the worker category, they are covered under the long-term settlement/ collective agreements with the unions.

## 10. Health and Safety management system:

The ABB Way Health Safety Environment & Security (HSE&S) management system is consistent with ISO standards ISO 14001/ ISO 45001/ISO 50001. It aims to provide a common structure for the management of all HSE&S risks, setting minimum requirements to be followed unless local regulatory or legislative requirements impose a higher standard, in which case that higher standard shall be followed.

The management system is comprised of and detailed within 'Management Standards' and issue based 'Control Standards' together with supporting documentation as published in ABB's Management Information System (MIS) document control module. The ABB Way defines how we manage HSE&S and sets clear expectations and the required minimum standards, which shall be implemented and embedded into all ABB operations and activities.

## 11. Details of safety-related incidents:

Safety Incident/Number	Category	FY 2023 Current Financial Year	FY 2022* Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.05	0.06
	Workers	0.42	0.10
Total recordable work-related injuries	Employees	1	1
	Workers	5	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

\*calculation based on one million-person hours worked and values consider for calculation are only recordable work related injuries

## 12. Measures taken to ensure a safe and healthy workplace:

The Company is committed to providing a work environment that is as safe as reasonably practicable. The goal is to achieve and sustain zero injuries throughout its operations. The Company intends to achieve this, through the ABB Way, by using a systemic, proactive approach when identifying hazards and risks and to ensure that there are processes and procedures in place to eliminate or significantly reduce these risks before people are exposed.

The implementation of the ABB Way for HSE&S is part of ABB's suite of responsible business practices that contribute towards meeting its 2030 sustainability commitments. It is a requirement of the corporate functions health and safety policy and mandates the ABB HSE & Security Management System and Management Information System.

The HSE/SA governance defines its policy, organization, and standards to meet its objectives. It updates these regularly to ensure that its governance consistently embodies its values and strategic direction.

- ABB & You initiative defines its individual roles and responsibilities and secures the necessary resources for the implementation and maintenance
- Planning & risk analysis identifies opportunities to eliminate hazards, and to reduce risks and adverse impacts
- Competence, communication & support: It aims to provide training, information, and support to ensure good participation and consultation of colleagues for ideas and effectiveness of its programs
- Operations specify adequate risk controls and manage change
- Monitoring & measurement assesses the status of operations and objectives and drives priorities and performance
- Learning from experience ensures that it shares good practices and support continuous improvement of its HSE performance

### 13. Number of Complaints on the following made by employees and workers:

	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)			
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions		0			0	
Health and Safety		0			0	

### 14. Assessment for the year:

	% Of your plants and offices that were assessed (by entity or statutory authorities or third parties) *
Health and Safety practices	100
Working Conditions	100

Note: The Company's factories are assessed in line with ISO 45001 & ISO 14001 requirements by third party agencies

### 15. Provide details of any corrective action taken or underway to address safety related incidents (if-any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions:

To mitigate the risks associated with the flexible, decentralized approach to safety, the Company's Business Areas and their Divisions are required to take full ownership of their respective safety programs. They are thus fully accountable for delivering results commensurate with ABB Group's strong commitment to safety. Furthermore, to increase corporate monitoring of corrective actions and lessons learned, the Company is strengthening the governance of ABB's safety activities via regular council meetings and steering committees. In this way, ABB's corporate leadership and its Business Areas thus identify, align and collaborate on Company-wide improvement programs.

### Leadership Indicators

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) employees (Y/N) (B) Workers (Y/N):

Yes. Life insurance and compensatory packages are extended to the Company's employees and workers in the event of death.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners:**

The Company follows a detailed compliance procedure to ensure all statutory clearance and compliances are met by its vendors. The Company is regularly depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, a Duty of Customs, a duty of excise, Value Added Tax, CESS and other statutory dues to the appropriate authorities and compliance of these are rigorously followed including for all of its vendors. These aspects are also checked as a part of vendor compliance due diligence while onboarding new vendors.

**3. Provide the number of employees /workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Employees	-	-	-	-
Workers	-	-	-	-

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)**

No

**5. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners that were assessed)
Health and Safety practices	100
Working Conditions	100

**6. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from assessments of health and safety practices and working conditions of value chain partners:**

The Company mandates its value chain partner to abide by the ABB Supplier Code of Conduct which is the core document on which the Company builds its efforts to source responsibly. The Supplier Code of Conduct defines requirements for ABB suppliers and is integrated with the General Terms & Conditions. The Company considers its suppliers to be part of the 'Extended Enterprise' and demand that they conduct their business consistent with the standards and principles of the Company. Complying with the applicable environmental, health and safety regulations, internationally proclaimed human rights standards and ensuring equality of opportunity are expected as the minimum level of commitment.

During the year, 27 suppliers of the Company were assessed under the Supplier Sustainability Base Management (SSBM) and observations made during assessments are made to be corrected by suppliers and then they are re-evaluated.

## PRINCIPLE 4: Business should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

#### 1. Describe the process for identifying key stakeholder groups of the entity:

The Company maintains regular contact with its various stakeholder groups, including customers, employees and suppliers. It engages in a transparent dialogue with its stakeholders to enable participants to make informed investment decisions on a timely basis and it interacts regularly with Governments and civil-society organizations, as well as communities and external partners.

#### 2. List stakeholder groups identified as key for your entity and frequency of engagement with each stakeholder group:

The key stakeholder groups identified are:

- Customers
- Investors
- Suppliers
- Employees
- Public policy
- Community
- External partnerships

Stakeholder Group	Details	Whether identified as vulnerable & marginalized Group (Yes/No)	Channels of communications (email, SMS, newspaper, Pamphlets, Advertisements, Community meetings, Notice board, website, other)	Frequency of engagement (annually/half yearly/quarterly/others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagements
Customers	The Company's approach to business is customer centric. It meets frequently with customers to discuss its offerings and how it can address their needs, including the need to become more sustainable, achieve greater efficiency and reduce greenhouse gas emissions. The Company's experts aim to share advice and build relationships of trust	No	- Regular interaction with customer focused seminars/ events and programs - Customer trade shows - Customer service - Key account manager relationships - Sustainability partnerships	Others-continuous	- Information on business offerings - ABB Code of Conduct - Sustainability and performance discussions
Investors	Investors and the broader financial community provide the capital and liquidity that enable us to run its business. The Company uses a variety of communication channels and discussion platforms to describe its strategy and keep the investment community up to date on its financial and sustainability performance and outlook	No	- Annual reporting - Press releases - Investor Relations website - Quarterly analyst and investor meet - Annual General Body Meetings	Quarterly, Annual	- To understand the Company's results, major events and future strategy
Suppliers	The Company depends on trusting and having stable relationships with its suppliers to support its business. As partners, The Company works together to create shared value, drive continuous innovation and improve sustainability across the value chain	No	- Supplier meets - Providing training and engaging in special projects on sustainability performance - On-site evaluations and audits - Monitoring through its - Sustainable Supply Base Management (SSBM) program and supplier assessment programs - Vendor management and onboarding assessments	Others-Continuous	- Educating suppliers, awareness programs on ABB Code of conduct - Supplier sustainability development programs - Suppliers meets on all of the above topics

Employees	<p>People make the Company successful. They bring new ideas to life, develop innovative solutions and deliver them with excellence to its customers. To ensure that it is an attractive employer, it listens to its people and engage in an open dialogue to identify and resolve potential issues.</p> <p>The Company wants to continue to create a purpose driven culture in which everyone can realize their potential</p>	No	<ul style="list-style-type: none"> <li>- Annual performance reviews</li> <li>- Annual employee engagement survey</li> <li>- Learning and development opportunities</li> <li>- Network of employee resource groups promoting diversity and inclusion in the workplace</li> <li>- Collective bargaining associations</li> <li>- Dialogue with employees</li> </ul>	Others-continuous	<ul style="list-style-type: none"> <li>- Information about Company's performance, plans</li> <li>- Communication on important organizational changes, new policies, and initiatives</li> </ul>
Public Policy	<p>We engage with Governments and civil society organizations around the world on a wide variety of policies and regulations. We share information with policymakers on how its products and technologies contribute to a low-carbon society, and we seek to advance the global dialogue on climate change and sustainability. For example, we advocate for greater investment in electrical distribution grids as a necessary step to decarbonizing the energy system, transport, industrial operations and the built environment</p>	No	<ul style="list-style-type: none"> <li>- Meetings with regulators to understand their priorities</li> <li>- Engagement with government agencies and other stakeholders to demonstrate the value of its products</li> <li>- Participation in initiatives to address sustainability issues such as energy climate change, resource conservation</li> </ul>	Others-continuous	<ul style="list-style-type: none"> <li>- To understand that government leadership in developing progressive economic, social, and environmental policy and to achieve a future in which business and society can thrive and for the Company to demonstrate private sector support and lead on a technology and unique capabilities</li> </ul>
Community	<p>The Company cares about the local communities in which it operates and want to have a positive impact on its surroundings. Community engagement includes consultations and discussions with representatives of local community organizations. This engagement is culminated to having impactful community programs and intensifies during the course of certain business activities, such as planning the construction of a new site, and also involve contributing to community projects under the Company's Corporate Social Responsibility (CSR)</p>	Yes	<ul style="list-style-type: none"> <li>- Strategic corporate partnerships</li> <li>- CSR initiatives, donations and volunteering</li> <li>- Direct dialogue with community representatives, local municipal and rural bodies for development projects</li> </ul>	Others-continuous	<ul style="list-style-type: none"> <li>- To develop and implement CSR projects for the community according to the needs and priorities</li> <li>- Community engagement of topics of improving basic needs infrastructure, education, skilling, healthcare and livelihood opportunities that could be created through CSR programs</li> </ul>
External partnerships	<p>With the technological expertise and capabilities in electrification and automation, the Company collaborates with many different institutions, companies and NGOs. Through these partnerships, the Company seeks to drive the transformation of society and industry and to enable a more sustainable and resource efficient future</p>	No	<ul style="list-style-type: none"> <li>- Technology and innovation partnerships with other companies</li> <li>- Technology partnerships with relevant startups</li> <li>- Collaborations with research and educational institutions and research organizations</li> <li>- UN Global Compact at the ABB Group level</li> <li>- World Business Council for Sustainable Development at the ABB Group</li> <li>- Several partnerships with national industry bodies</li> <li>- Partnerships with vendor and community development organizations</li> </ul>	Others-continuous	

## Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated how is feedback from such consultations provided to the Board:**

The Company constantly engages with its identified stakeholders. It engages through a set process in getting input and feedback from various groups, and towards empowering key community stakeholders in the final decision making process. Such key aspects are updated to the management and board on a regular basis.

2. **Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes/No) If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity:**

Yes. Stakeholder engagement is a key tool adopted by ABB to interact and engage with its stakeholders. There have been several instances where in inputs received from such engagement has translated into activities initiated.

Diversity and Inclusion is an important aspect for the Company, and it understands that women empowerment is critical in today's world. It aims to increase women economic, social, and financial power. It put forth a strategy towards empowerment and identified successful strategies for empowering women, such as education, including in the fields of technical STEM education. It devised a program to address this at the societal level and continued to run women engineering scholarship program to strengthen the pipeline of educated and qualified female talent by providing women with educational skills, professional guidance, and holistic development enabling them to achieve their educational goals and compete in the job markets including technical ones.

3. **Provide details of instances of engagement with and actions taken to address the concerns of vulnerable / marginalized stakeholder groups:**

The Company's CSR initiatives are focused on vulnerable groups (such as the differently-abled persons, women, girls, children, elderly and the poor). Programs are specifically designed to address to provide support to these groups of people through various well thought off CSR programs.

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## PRINCIPLE 5: Businesses should respect and promote Human Rights

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### Essential Indicators

1. **Employees and workers who have been provide training on human rights issues and policy (ies) of the entity in the following format:**

Category	FY 2023 Current Financial Year		FY 2022 Previous Financial Year			
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent		443	-	-	-	-
Other than Permanent		0	-	-	-	-
<b>Total Employees</b>		<b>443</b>	-	-	-	-
<b>Workers</b>						
Permanent		-	-	-	-	-
Other than Permanent		-	-	-	-	-
<b>Total Workers</b>		-	-	-	-	-

## 2. Details of minimum wages paid to employees and workers in the following format:

Category	FY 2023 (Current Financial Year)					FY 2022 (Previous Financial Year)				
	Total (A)	Equal to Minimum wage (B)		More than Minimum wage		Total (A)	Equal to Minimum wage (B)		More than Minimum wage	
		No.(B)	% (B/A)	No.(C)	% (C/A)		No.(B)	% (B/A)	No.(C)	% (C/A)
<b>Employees</b>										
Permanent	3061	-	-	3061	100	2814	-	-	2814	100
Male	2738	-	-	2738	100	2568	-	-	2568	100
Female	323	-	-	323	100	246	-	-	246	100
Other than permanent	81	-	-	81	100	80	-	-	80	100
Male	57	-	-	57	100	53	-	-	53	100
Female	24	-	-	24	100	27	-	-	27	100
<b>Workers</b>										
Permanent	323	-	-	323	100	323	-	-	323	100
Male	321	-	-	321	100	2	-	-	2	100
Female	2	-	-	2	100	325	-	-	325	100
Other than permanent	1111	217	19.53	894	80.46	918	-	-	-	-
Male	1010	210	20.79	800	79.20	941	-	-	-	-
Female	101	7	6.90	94	93.06	91	-	-	-	-

## 3. Details of remuneration / salary / wages

### a. Median remuneration/wages:

	Number	Male	Female
		Median remuneration / salary/wages of respective category	Number Median remuneration / salary/wages of respective category
Board of Directors (BoD)	3	*	3
Key Managerial Personnel	3	23671025	0
Employees other than BoD and KMP	2735	1526800	323
Workers	321	1212018	2

\*Note: Only one director is paid remuneration by the Company. Independent directors are paid by way of sitting fees and profits related commission and is equal to male and female categories. Details of remuneration paid to Directors are available in Corporate Governance Section.

### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Gross wages paid to females as % of total wages	6.21	5.47

## 4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts issues caused or contributed to by the business? (Yes/No):

Yes, governance aspects are also described in the new ABB Human Rights Policy and Human Rights Due Diligence (HRDD) framework. There is a clear governance system in place as detailed at the ABB group level. The Human Rights Working Group at the ABB Group level comprises of Business Area Human Rights coordinators and corporate sustainability representative, and responsible for defining the human rights roadmap, objectives and targets, including development programs, in collaboration with the Legal & Integrity function. - Group function leaders are responsible for implementing the relevant elements of the HRDD framework and roadmap within their functional area in coordination with the Business Area functional leaders at the Group and Company levels.



**5. Describe the internal mechanism in place to redress grievances related to human rights issues:**

For access to grievance and remedy ABB employees, contractors, suppliers and other stakeholders are encouraged to speak up and report any suspected or observed violations of the law or the ABB Code of Conduct, including issues related to human rights. The Company encourages all its external stakeholders to feel empowered to raise such concerns so that they can be appropriately addressed and remediated if necessary. There are multiple channels for stakeholders to report potential violations of the Code of Conduct or of the law to ABB.

ABB maintains a Business Ethics Helpline, which enables employees and other potentially affected external stakeholders to report concerns related to potential violations of the Code of Conduct, including human rights. The helpline is operated by an independent, qualified, third-party service partner and allows employees and external stakeholders to raise concerns anonymously. The helpline covers all main languages and is available at all times to internal and external stakeholders. Independent specialists confidentially answer the calls and forward reports to the appropriate person in the ABB Group for further investigation. Employees and other stakeholders can later ask for follow-up information. The effectiveness of ABB's reporting channels are regularly evaluated. Remedy if adverse human rights impacts are found to be caused or contributed to by ABB, it is committed to taking timely and transparent action to remediate in a fair and equitable manner in line with the UNGPs. If ABB finds impacts directly linked to its business relationships, it will use its influence to encourage suppliers and business partners to respect human rights, whether through collaboration and support, corrective action plans or termination of the business relationship on a case-by-case basis.

**6. Number of complaints on the following made by employees and workers:**

	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	2	1	Nil	3	0	
Discrimination at workplace	Nil	Nil	Nil	8	1	
Child labour	Nil	Nil	Nil	Nil	Nil	
Forced labour/ Involuntary Labour	Nil	Nil	Nil	Nil	Nil	
Wages	Nil	Nil	Nil	Nil	Nil	
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	

**7. Complaints filed under the Sexual harassment of Women at Workplace (prevention Prohibition and Redressal) Act, 2013 in the following format:**

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Total Complaints reported under Sexual Harassment of Women at Workplace (prevention Prohibition and Redressal) Act, 2013 (POSH)	2	3
Complaints on POSH as a % of female employees/workers	0.05	0.01
Complaints on POSH upheld	2	3

**8. Mechanisms to prevent adverse consequences to the complaints in discrimination and harassment cases:**

ABB has a no retaliation policy - Retaliation against anyone who in good faith reports a concern to ABB about illegal or unethical conduct is not tolerated. Any employee or contractor who is found to have engaged in retaliatory conduct or the abuse of reporting processes will be subject to disciplinary action.

**9. Do human rights requirements form a part of your business agreements and contracts? (Yes/No):**

Yes, Human rights are part of the integrity clauses both sales and buy side.

**10. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others -please specify	

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above:**

None

**Leadership Indicators****1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints:**

To assess actual and potential human rights impacts, ABB regularly conducts systematic human rights risk assessments and identify its salient human rights issues at the entity level. It has also defined and plans to implement appropriate measures to cease, prevent or mitigate adverse human rights impacts along its full value chain.

**2. Details of the scope and coverage of human rights due diligence conducted:**

The Company is committed to having an inclusive and diverse workforce. Aspects of accessibility and equity are equally important and are considered. All of the Company's existing and new infrastructure has a comprehensive plan to address the accessibility of workplaces, especially for differently-abled people. The work areas, restrooms, common areas and areas for movement in and around facilities have been designed with all accessibility aspects in mind and ensure employees with physical disability specifically have the comfort of accessing and working at ABB premises.

**3. Is the premise/office of the entity accessible to differently-abled visitors as per the requirements of the Rights of Persons with Disabilities Act, 2016?:**

Yes

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	
Discrimination at workplace	
Child labour	7% (of the suppliers from the Company were selected and assessed during the year under the SSBM program of ABB Group).
Forced/involuntary labour	
Wages	
Others - Please specify	

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessment at Question 4 above.**

The ABB Group carried out in 2023 a double materiality assessment that identified responsible sourcing as one of ABB's 10 material topics. This topic addresses the sustainable and responsible sourcing of materials, products and services. It covers the social and environmental performance of suppliers, as well as their adherence to ABB's requirements involving material compliance and conflict minerals.

To ensure sustainable sourcing, ABB has implemented a Supplier Code of Conduct (SCoC), which complements the comprehensive and binding ABB Code of Conduct. The SCoC sets forth the requirements for suppliers in clear terms. In November 2023, the ABB Group published an updated edition of the SCoC. The update is in line with the latest relevant international frameworks, standards and legislation governing ethical and sustainable business practices. It was drafted following rigorous consultation with both internal and external subject matter experts and was informed by previous experiences with supplier audits, as well as by many discussions with suppliers. The Company has also issued an updated implementation guide, with hands-on advice on how its suppliers can meet the requirements of the SCoC. Also, as a part of SSBM program suppliers are assessed on key sustainability parameters and performance. During the year, 27 suppliers of the Company were part of the SSBM program.

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year*
<b>From renewable sources</b>		
Total electricity consumption (A) GJ*	88191	79330.6
Total fuel consumption (B) GJ	0	0
Energy consumption through other sources (C)	0	0
<b>Energy consumed from renewable sources (A+B+C) GJ</b>	88191	79330
<b>From non-renewable sources</b>		
Total electricity consumption (D) GJ	0	0
Total Fuel consumption (E) GJ**	8587.4	9881.6
Energy consumption through other sources (F)	0	0
<b>Total energy consumed from non-renewable sources (D+E+F) GJ</b>	8587.4	9881.6
<b>Total energy consumed (A+B+C+D+E+F) GJ</b>	96778.4	89212.2
<b>Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees) (GJ/Cr-INR)</b>	9.3	10.4
<b>Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed/ Revenue from operations adjusted for PPP)	0.4	0.45
<b>Energy intensity in terms of physical output</b>		
Energy intensity (optional)- the relevant metric may be selected by the entity		

The energy consumption & intensity data for the year 2022 was represented in MWh & MWh/Crore-INR unit respectively in previous reporting which has been now reported in GJ (consumption) & GJ/Crore-INR unit (intensity).

\* The Total energy consumed with renewable source consists of renewable energy from solar power, third party PPA & purchasing of International Renewable Energy Certification(I-REC)

\*\* The fuel consumption is excluding the fleet related fuel consumption

Note: indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N).

If yes name of the external agency.

Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any:

No

### 3. Provide details of the following disclosures related to water in the following format:

Parameter	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
<b>Water withdrawal by source (in kiloliters)</b>		
i. Surface water	68123.8	59846
ii. Groundwater	117605.9	120234
iii. Third party water	2218.2	2258
iv. Seawater/desalinated water		0
v. Others	811.8	1727
Total volume of water withdrawal (in kiloliters) (I + ii + iii+ iv + v)	188759.7	184064
Total volume of water consumption (in kiloliters)	188759.7	182937
Water intensity per rupee of turnover (Total water consumption/Revenue from operations) (KL/Cr-INR)	18.1	21.4
Water intensity per rupee of turnover adjusted for Purchasing Power parity (PPP). (Total water consumption/ Revenue from operations adjusted for PPP)	0.79	0.93
Water intensity in terms of physical output		
Water intensity (optional) – the relevant metric may be selected by the entity		

Note: indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N).If yes name of the external agency.

Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

### 4. Provide the following related to water discharged:

Parameter	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
<b>Water discharge by destination and level of treatment (in kiloliters)</b>		
i. To Surface water	0	0
• No treatment		
• With treatment - please specify level of treatment		
ii. To ground water	0	0
• No treatment		
• With treatment – please specify level of treatment		
iii. To Seawater	0	0
No treatment		
With treatment – please specify level of treatment		
iv. Sent to third parties		
• No treatment		
• With treatment – please specify level of treatment	0	9149
v. Others	0	0
• No treatment		
• With treatment – please specify level of treatment		
<b>Total water discharged (in kiloliters)</b>	<b>0</b>	<b>9149</b>

Note: indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N).If yes name of the external agency.

Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

### 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes provide details of its coverage and implementation:

Yes. The Company has achieved Zero Liquid Discharge (ZLD) across its operations where the wastewater generated from domestic usage and process is being treated through inhouse efficient Sewage Treatment Plant and Effluent Treatment Plant respectively. The treated sewage water is being recycled for gardening and flushing purposes, whereas the treated process water is being reused for the processes to realize ZLD.

**6. Please provide details of air emissions (other than GHG emission) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
NOx	Kg/hr (avg. emission per factory)	0.09	0.22
SOx	Kg/hr (avg. emission per factory)	0.05	0.1
Particulate Matter (PM)	Kg/hr (avg. emission per factory)	0.19	0.4
Persistent organic pollutants (POP)		0	0
Volatile organic compounds (VOC)	Kg	30.55	35.68
Hazardous air pollutants (HAP)		0	0
Others-please specify		0	0

Note: Indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N).If yes name of the external agency.

Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity in the following format:**

Parameter	Unit	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	CO <sub>2</sub> : 923.1 SF <sub>6</sub> : 316.1 HFCs: 648.8 Total: 1888	CO <sub>2</sub> : 1031 SF <sub>6</sub> : 714 HFCs: 641 Total: 2386
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	0	0
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) (optional) – the relevant metric may be selected by the entity	(Metric tonnes/Cr-INR)	0.18	0.28
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.008	0.012
Total Scope 1 and Scope 2 emissions intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N). If yes name of the external agency.

Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

**8. Does the entity have any project related to reducing greenhouse gas emission? If yes the provide details:**

Yes. In the journey of reducing GHG emission and in line with ABB Group's 2030 sustainability targets, ABB has been contributing towards the energy saving technologies to help its society to reduce their GHG emission whereas more than half of its products and services are used in applications that have a positive impact on the environment. ABB is committed towards enabling a low-carbon society by achieving carbon neutrality in its own operations and supporting its customers and suppliers to reduce their emissions in line with its 2030 sustainability targets. ABB has been driving the decarbonization strategy with the help of Renewable energy (RE) RE100, Energy Efficiency (EP) EP100 & Electric Vehicles (EV) EV100 goal realization in its own operations. As per RE100, ABB commits to sourcing 100 percent renewable electricity until 2030 whereas, EP100 commitment will be helping ABB to establish energy efficiency targets and continue deploying energy management systems at the Company's sites. The EV100 goal realization will help ABB to electrify its own fleet to remove the GHG emission through its operation. At the Company, several renewable energy projects including inhouse solar panel installations, procurement of renewable energy through third party Power Purchase Agreements (PPAs) & renewable energy certificates have contributed towards achieving its RE100 commitment in the year 2022 and eliminated its scope-2 GHG emission from its operations.

Whereas, various energy efficiency improvement activities are also being carried out in-line with EP100 commitment such as replacement of conventional lighting with LEDs, light sensors installation, compressor efficiency improvement, replacing old motors with IE3/IE4 motors, implementing the Building Management System (BMS) to further reduce GHG footprint. The Company is also shifting towards greener fuels by partially replacing diesel usage in its diesel generators with more environmentally friendly natural gas to further reduce its carbon footprint at its unit. In-line with the sustainability framework, the Company is encouraging the green factory building certification across its operating facilities to further reduce its environmental footprint.

9. Provide details related to waste management by the entity in the following format:

Parameter	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	173.5	142
E-waste (B)	81.7	90
Bio-medical waste (C)	0.08	0.02
Construction and demolition waste (D)	0	42
Battery waste (E)	15.8	2
Radioactive waste (F)	0	0
Other hazardous waste. Please specify, if any (G)	171.7	232
Other non-hazardous waste. Please specify, if any (H). (Break-up by composition i.e. by materials relevant to the sector)	4089.8	3959
<b>Total (A+B+C+D+E+G+H)</b>	<b>4532.6</b>	<b>4467</b>
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations) Ton/Crore-INR	0.43	0.52
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/ Revenue from operations adjusted for PPP)	0.019	0.023
For each category of waste generated total waste recovered through recycling, reusing or other recovery operations ( in metric tonnes)		
Category of waste		
i. Recycled	4328.2	4213
ii. Re-used	0	0
iii. Other recovery operations	48.8	0
<b>Total</b>	<b>4377</b>	<b>4213</b>
For each category of waste generated total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i. Incineration	138.1	212
ii. Landfilling	17.4	42
iii. Other disposal operations	0	
<b>Total</b>	<b>155.6</b>	<b>254</b>

Note: Indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N). If yes name of the external agency.  
Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxics chemicals in your products and processes and the practices adopted to manage such wastes:

In line with ABB Group's 2030 sustainability targets, the Company aims to embed circularity across its operation and its value chain. The Company has established a strong waste management system with major focus on waste segregation, storage & disposal with systematic 5R approach namely, Refuse, Reduction, Recyclability, Reuse and Recovery of energy from waste. Some of the major initiatives carried out at the factories are related to refusal of single use plastics usage, reduction of non-recyclable stickers (release paper) by converting to preprinted labeling, reduction in paper usage to aim towards paperless factory etc. In the endeavor towards achieving zero waste to landfill at its operations, the waste recyclability has been also enhanced by improving the waste segregation system across units, whereas waste to energy recovery initiative has been taken for non-recyclable waste, which are sent to cement plant for energy recovery as alternate fuel. With its 5R approach, its Nelamangala factory has been certified as "zero waste to landfill" campus with more than 99% of diversion rate in the current year. Thus, the Company has focused on hazardous and non-hazardous waste management through various process improvement initiatives, periodic engagement with internal and external stakeholders (i.e. waste disposal vendor) and adopting the systematic 5R approach on waste management.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspot, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, specify details in the following format:

S.No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken if any.
Not applicable			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws in the current financial year:

Not applicable

Name and brief details of projects	EIA Notifications No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Weblink
-	-	-	-	-	-

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; Such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection at and rules thereunder (Y/N). If not, provide details of all such non-compliances in the following format:

Not applicable

S.No	Specify the law/regulation /guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
-	-	-	-	-

#### Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres): For each facility/plant located in areas of water stress, provide the following information:

- i. Name of the area: Bangalore (Rural & Urban), Faridabad, Vadodara & Nashik
- ii. Nature of operations: Assembly
- iii. Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
<b>Water withdrawal by source (in kiloliters)</b>		
i Surface water	68123.8	59846
ii Groundwater	117605.9	120234
iii Third party water	2218.2	2258
iv Seawater / desalinated water		0
v Others	811.8	1727
Total volume of water withdrawal (in kiloliters)	188759.7	184064
Total volume of water consumption (in kiloliters)	188759.7	182937
Water intensity per rupee of turnover (Water consumed/turnover)	18.07	21.35
Water intensity (optional)-the relevant metric may be selected by the entity		
<b>Water discharge by destination and level of treatment (in kiloliters)</b>		
i Into Surface water	0	0
- No treatment		
- With treatment – please specify level of treatment		
ii Into Groundwater	0	0
- No treatment		
- With treatment – please specify level of treatment		
iii Into Seawater	0	0
- No treatment		
- With treatment – please specify level of treatment		
iv Sent to third parties		
- No treatment		
- With treatment – please specify level of treatment	0	9419
v Others	0	0
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged ( in kiloliters)	0	9419

Note: Indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N). If yes name of the external agency.  
Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.

## 2. Please provide details of total Scope 3 emissions & its intensity in the following format:

Parameter	Unit	FY 2023 Current Financial Year	FY 2022 Previous Financial Year <sup>##</sup>
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFC's PFC's, SF <sub>6</sub> , NF <sub>3</sub> if available)	KTon of CO <sub>2</sub> equivalent	17519.8	15367.2
Total Scope 3 emissions per rupee of turnover	KTon/crore-INR	1.68	1.79
Total Scope 3 emission intensity (optional)- the relevant metric may be selected by the entity			

<sup>##</sup> In 2023, ABB updated its methodology for determining scope 3 GHG emission where the strict scenario has been adopted to quantify the emission based the full energy input to products and accordingly the Company has recast prior year information to conform with the current year's presentation.

Note: Indicate if any independent assessment/ evaluation /assurance has been carried out by an external agency? (Y/N).If yes name of the external agency.  
Yes. As a part of ISO 14001 audit, all of its sites are audited on annual basis by independent party.



**3. With respect to the ecologically sensitive areas reported at Question 10 of essential Indicators above, provide details of significant direct and indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities:**

Not applicable

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency or reduce impact due to emission/ effluent discharge/ waste generated please provide details of the same as well as outcome of such initiatives as per the following format:**

S.No	Initiative undertaken	Details of the initiatives (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Water positivity for the Company's Nashik & Peenya factories. Enhanced water recyclability across factories and achieving ZLD. Rainwater harvesting adopting various new technology such as "Cross wave" technology to enhance rainwater harvesting across factories to achieve water positivity	<a href="https://new.abb.com/news/detail/107203/water-positivity-pushes-abbs-nashik-factory-to-the-next-level-of-sustainable-manufacturing">https://new.abb.com/news/detail/107203/water-positivity-pushes-abbs-nashik-factory-to-the-next-level-of-sustainable-manufacturing</a>	Water footprint reduction
2	Driving EP100 (100% energy productivity) based activity across the Company's factories by replacement of conventional lighting with LEDs, compressor efficiency improvement, replacing old motors with IE3/IE4 motors, implementing the building management system (BMS) etc.	-	Energy productivity enhancement inline with EP100 target
3	RE100 (100% renewable energy) goal realization with additional solar panel installation at the Company's factories of Peenya & Faridabad	<a href="https://new.abb.com/news/detail/99844/abb-india-achieves-82-reduction-in-own-ghg-emissions-across-all-manufacturing-locations">https://new.abb.com/news/detail/99844/abb-india-achieves-82-reduction-in-own-ghg-emissions-across-all-manufacturing-locations</a>	Greenhouse gas emission reduction
4	Achieving zero waste to landfill at the Company's factory in Nelamangala, with 5R approach (along with 3rd party assurance) by diverting >99% the waste away from landfill	-	Enhanced circularity in operation in line with its 2030 sustainability target by diverting >99% the waste away from landfill
5	Single Use Plastic (SUP) elimination & CII certification at its offices	-	Elimination of SUP & usage of plastic at offices (beyond compliance requirements)

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/weblink:**

Yes. The Company has embedded resilience by design philosophy in the workspace across different dimensions of the "new normal" including resilience in work, workforce, workplace, technology, supply chain, and leadership. Being a manufacturing Company, there is a potential that its operations may be affected due to core technical risks materializing in its environment like technology failures, supply chain gaps, natural calamities, civil disturbances, cyber attacks etc. The Company has also started integrating climate change risks into each of these dimensions and its business continuity /contingency plans. To meet the organizational continuity objective, ABB has made significant efforts towards Crisis Management and resilience planning to ensure effective response, prioritized recovery of its time-sensitive operations and mitigation of potential business continuity risks. The crisis management plan is guided by the ABB Country Management, led by Country Task Force (CTF), and is based on ABB global best practices and includes for disaster management.

**6. Disclosure of any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard:**

Not applicable.

## 7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts:

7 percent of value chain partners (by value of business done with such partners) were assessed for environmental impacts.

ABB is committed to responsible sourcing and helping its partners meet the challenges of responsible manufacturing. Together, ABB and its suppliers have the responsibility to run businesses in a sustainable way, obeying international and local laws, taking action to limit environmental impacts, respecting the legal and human rights of workers, and implementing effective health and safety policies, within both its own operations and the extended supply chain. It partners with its suppliers to ensure that its sustainability expectations, aspirations and targets are understood and met. The ABB Supplier Code of Conduct, which is available in multiple languages, sets forth its expectations in clear terms. The Supplier Code of Conduct reflects the 10 principles of the UN Global Compact, as well as the core tenets of the broader ABB Code of Conduct. Through Sustainable Supply Base Management (SSBM) approach, the Company addresses issues that fall within six main categories: general management, labor rights, social benefits, health, safety and the environment. The approach is backed by risk-based monitoring that covers a broad range of suppliers and incorporates group-wide standards and targets. The management and implementation of the SSBM system is handled by ABB's four business areas, allowing for business specific programs and processes. The approach is governed by a steering committee and a working group comprised of representatives from its business areas and the sustainability team.

Under SSBM, new suppliers registering with ABB must review and acknowledge ABB's Supplier Code of Conduct. In addition, to qualify for consideration, suppliers must complete a self assessment that incorporates questions on how suppliers manage issues such as labor, human rights, the environment, health and safety, and integrity, as well as management of their own supply chains. Depending on the results from the self assessment and other parameters, further due diligence is carried out. Once the supplier has become part of ABB's supply chain, a risk based approach is used to monitor their sustainability performance, much like the procedure under the previous SSDP system. The Company engages with the supplier for training, onsite assessments and follow-up audits until closure of all deficiencies is achieved.

ABB Group's 2030 sustainability strategy includes an ambitious target to cover at least 80 percent of its supply spending in focus countries with SSBM by 2030. Its calculation of the coverage of the SSBM program considers supplier self assessments (such as those received during supplier onboarding and qualification) and on-site assessment processes.

To assess the effectiveness of its approach, ABB Group has set a goal of closing 75 percent or more identified risks from supplier assessments by 2025. Closure timelines for identified risks vary from a month to a year, depending on the severity of the case. Some complex issues may require a joint effort to resolve, under a longer timeline.

## PRINCIPLE 7: Business, when engaging in influencing public a regulatory policy, should do so in a manner that is responsible and transparent

### Essential Indicators

#### 1. a. Number of affiliations with trade and industry chambers/ associations:

The Company is a member or / affiliated to 7 chambers/associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of /affiliated to.

S.No.	Name of the trade and Industry chambers/associations	Reach of trade and industry chambers /associations (State/ National)
1	Confederation of Indian Industries (CII)	National
2	Indian Electrical & Electronics Manufacturers' Association (IEEMA)	National
3	Swedish Chamber of Commerce in India (SCCI)	National
4	Swiss India Chamber of Commerce (SICC)	National
5	Federation of Karnataka Chambers of Commerce & Industry	State
6	Alliance for an Energy Efficiency Economy	National
7	Bangalore Chamber of Industry and Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities:

Name of authority	Brief of the case	Corrective action taken
No such cases during the reported period		

### Leadership Indicators

1. Details of public policy positions advocated by the entity:

S.No	Public Policy Advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of review by Board (Annually/Half yearly/Quarterly/Others – please specify)	Web link – if available
1	BIS certification policy for Indian made low voltage switchgear products, including those in industrial applications	This is ongoing post the Company's representation as one of the 12 members of IEEMA for interaction with Ministry of Heavy Industries	No	Nil	<a href="https://ieema.org">https://ieema.org</a>
2	Energy efficiency in buildings and industry	A not-for-profit organization representing various industry members. Creating awareness in Industry as well as working closely with regulatory authorities.	Yes	Nil	<a href="https://aeec.in/industrial-energy-efficiency/">https://aeec.in/industrial-energy-efficiency/</a>
3	Clarification of GIS and Hybrid GIS Switchgears	The Company gave its reply through a letter on the clarification sought by the Central Electricity Authority about GIS and Hybrid GIS Switch-gears	Yes, on CEA Website	Nil	<a href="https://cea.nic.in/whats-new/?lang=en">https://cea.nic.in/whats-new/?lang=en</a>
4	Standardization for chargers for Electric vehicle (EV) buses	Nomination to the standardization sub-committee being formed for EV buses by Principal Scientific Advisor, Department of Science & technology (DST)	No	Quarterly till last 2023 March	DST

## PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of projects	SIA notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not applicable during the year					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No.
Not applicable during the year				

### 3. Describe the mechanisms to receive and redress grievances of the community:

ABB Business Ethics Helpline, which was introduced in 2006, provides all ABB employees and stakeholders, worldwide, with a means to report suspected violations of the ABB Code of Conduct, Supplier Code of Conduct, and applicable laws including for external stakeholders. This channel provides a reporting platform for internal and external stakeholders including the local communities to report grievances related to 'Ethics and Compliance', fraud, misconduct, corruption, financial issues, conflicts of interest, insider trading or antitrust regulations, theft, embezzlement, 'Employee relations' and human resources issues, such as harassment, discrimination, improper workplace conduct or immigration issues, loss prevention and asset protection, workplace violence and alcohol/drug abuse, environment, conflict minerals, health and safety, such as occupational health and safety violation etc.

### 4. Percentage of inputs material (inputs to total inputs by value) sourced from suppliers:

	FY 2023 Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/small producers	21	30
Directly from within India	81	81

### 5. Job creation in smaller towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following location, as % of total wage cost:

Location	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Rural		
Semi-urban	16.68	100
Urban	16.54	15.72
Metropolitan	66.68	67.79

(Place to be categorized as per RBI classification System – rural/semi-urban/urban/metropolitan)

## Leadership Indicators

### 1. Provide details of actions taken to mitigate any negative social impacts identified in Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not applicable during the year	

### 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In INR)
The Company puts sustainability and social development at the center of its CSR efforts. It is committed to the development of a sustainable future and to put in actionable solutions to basic needs of the community predominantly in and around its plants (and current locations do not fall under State/Aspirational districts)			

### 3. (a) Do you have a preferential procurement policy where you give preference to purchase from supplies comprising marginalized / vulnerable groups? (Yes/No):

No.

The Company does not have a preferential procurement policy. A common sourcing policy that is based on attributes of quality, costs and capability is followed. This policy does not differentiate between sourcing groups and categories.

(b) From which marginalized/vulnerable groups do you procure?

Not applicable

(c) What percentage of total procurement (by value) does it constitute?

Not applicable

**4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S. No	Intellectual Property based on traditional knowledge	Owned Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not applicable				

**5. Details of corrective actions taken or underway based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:**

Name of authority	Brief of this Case	Corrective action taken
Not applicable		

**6. Details of beneficiaries of key CSR Projects:**

S. No	CSR project	No of persons benefited from CSR projects annually	% Of beneficiaries from vulnerable and marginalized groups
1	Rural road upgradation project phase 2, Nelamangala*	109,500	80
2	Women engineering scholarship program for meritorious and deserving 200 selected women	200	100
3	Operation of mobile health care units for communities in Peenya, Nelamangala, Nashik and Faridabad communities	280,000	100
4	Supporting cancer patients for cancer treatment.	10,000	100
5	Improving the learning levels of Govt. school children and a special module on environment and sustainability in 98 Government schools identified in Nelamangala Taluk	150	100
6	Construction of a water check dam, management structure in drought prone villages of Nashik	2,000	100
7	Supporting People with Disabilities (PwDs) by providing customized disability aids	10	100
8	Supporting a Govt ITI for upgradation of facilities and infrastructure	200	100
9	Operation of a paediatric cardiac centre at a Municipal hospital, Delhi	7,000	100
10	Providing mid-day meals to Govt school children	10,000	100
11	Operation of a community Information and Technology (IT) skill centre, Faridabad	200	100
12	Supporting a residential and skilling program for women with special needs	100	100
13	Infrastructure upgradation of Govt ITI for people with special needs, Maneja	100	100
14	Infrastructure upgradation of Govt ITI, Maneja	250	100

Note: \* The project is underway and numbers are estimated on average usage calculated based on an estimated average of 300 number of users on a daily basis who would be using the road.

## PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

**Essential Indicators:**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:**

The Company provides multiple channels for receiving customer complaints and feedback. These include the following:

- Contact Center, available during normal business hours on weekdays and accessible via dedicated toll-free telephone number, email and live agent chat.
- “Contact us” form available 24/7 on the web pages of the Company’s product, system and service offerings.
- Customer satisfaction surveys sent periodically.
- Customer and business partner events and meetings.
- The Company’s sales and service representatives who are in continual touch with customers and can receive complaints or feedback in person or through phone and other means.

Customer complaints / feedback received by the Company are addressed systematically through the Company’s online tools, primarily the Customer Care Response Process (CCRP), and a few other applications. The tools and applications capture, document, perform root cause analysis, and ensure resolution of any type of customer dissatisfaction in a timely, efficient, qualitative, and sustainable way.

**2. Turnover of products and services as a percentage of turnover from all products/service that carry information about:**

The Company's products and / services carry information about the environmental and social parameters, safety information, recycling and safe disposal.

Environmental and social parameters relevant to the product	As a percentage to total turnover
Safe and responsible usage	100% of products. The manuals associated with the products contain the relevant instructions pertaining to the parameters cited alongside
Recycling and/or safe disposal	

**3. Number of consumer complaints in respect of the following:**

	FY 2023 (Current Financial Year)		Remarks	FY 2022 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	2	0		0	0	
Advertising	0	0		0	0	
Cybersecurity	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	1	0		0	0	
Unfair Trade practices	0	0		0	0	
Other	6191	0.75%*	Complaints related to the Company's products, systems and services	2832	0.48%*	Complaints related to the Company's products, systems and services

\* Percentage of customer complaints related to the Company's products, systems and services, which were open in CCRP system and awaiting completion at the end of the year (as on 31<sup>st</sup> December).

**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

**5. Does the entity have a framework /policy on cyber security and risks related to data privacy? (Yes/No) If available provide a web-link of the policy:**

Yes.

Please refer the link here with regard to cyber security: <https://global.abb/group/en/technology/cyber-security> and please refer the link here with regard to data privacy: <https://new.abb.com/privacy>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services cyber security and data privacy of customers re-occurrence of instances of product recalls penalty action taken by regulatory authorities on safety of products/services:**

There were no customer complaints / issues identified in relation to the areas mentioned above. Customer complaints / issues pertaining to the Company's products, systems and services were addressed systematically and in a timely manner

**7. Provide the following information relating to data breaches:**

- Number of instances of data breaches: 0
- Percentage of data breaches involving personally identifiable information of customers: None
- Impact if any of the data breaches: None

**Leadership Indicators**

**1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available):**

Please refer the link here: <https://new.abb.com/indian-subcontinent/products-and-services>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and /or services:**

The safe and responsible usage of the Company's products, systems and services are outlined in the relevant product manuals, literature and videos. The Company regularly engages in dialogue with the customers to discuss the Company's offering portfolio and as to how it can address the customer's requirements, including the customers' need to become more sustainable, achieve greater efficiency, preserve resources and reduce GHG emissions. The Company's domain experts guide and share advice with customers through varied channels and also in different forums, including trade shows, customer connect programs, service events, technology days, key account manager relationships, webinars, training sessions, blogs and articles published in trade journals.

**3. Mechanism in place to inform consumers of any risk of disruption/ discontinuation of essential services:**

The Company is not directly engaged in providing essential services as defined in the Essential Services Maintenance Act. At the same time, the Company always maintains continual communication with its customers, to identify problems before they become serious, allowing both parties to work towards mutually beneficial solutions. This, together with the Company's relentless focus on quality and customer service, positions the Company as a trusted partner.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes provide details in brief:**

Yes. To support the customers' circularity journeys and highlight the circularity performance of ABB products, ABB Group has launched the EcoSolutions™ label globally. The label provides full transparency into environmental impacts across the entire product lifecycle, through a third-party verified environmental product declaration (EPD) and circularity KPIs. This framework will soon be deployed at the Company.

**5. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No):**

Yes. The Company has implemented the Net Promoter Score (NPS) survey methodology to know how the Company is perceived by its customers. NPS is both a loyalty metric and a discipline for using customer feedback to aid sustainable growth of the Company. The relational NPS surveys measure customer loyalty, based on long-term engagement between senior managers at the customers' end and the Company. Complementary to this, the Company also intensively uses transactional NPS surveys to get real time, touch-point specific feedback from operational level customer staff for identification of improvement measures on a continuous basis. The relational NPS surveys are held biennially; the last survey was conducted in the previous year (2022) and the next survey is planned for the subsequent year (May-June 2024).

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# Links to ABB and Company's Key Policies and Programs

**Sustainability (ABB Group)**

<http://new.abb.com/sustainability>

**ABB Policy on Health, Safety, Environment, Security and Sustainability (ABB Group)**

<https://new.abb.com/sustainability/abb-policy-on-health-safety-environment-security-and-sustainability>

**HSE Policy (Company)**

[https://new.abb.com/docs/librariesprovider19/default-document-library/hse-policy.pdf?sfvrsn=3c0d609\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/hse-policy.pdf?sfvrsn=3c0d609_2)

**Social Policy (ABB Group)**

<http://new.abb.com/sustainability/social-policy>

**Human Rights Policy & Statement (ABB Group)**

<http://new.abb.com/sustainability/human-rights-policy-and-statement>

**Corporate Social Responsibility Policy (Company)**

[https://new.abb.com/docs/librariesprovider19/default-document-library/csr-policy.pdf?sfvrsn=c5444009\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/csr-policy.pdf?sfvrsn=c5444009_2)

**Prevention of Sexual Harassment of Women at the Workplace Policy (Company)**

<http://new.abb.com/docs/librariesprovider19/default-document-library/policy-on-sexual-harassment-of-women-at-workplace.pdf?sfvrsn=2>

**Code of Conduct (ABB Group)**

<https://search.abb.com/library/Download.aspx?DocumentID=9AKK107680A7765&LanguageCode=en&DocumentPartId=&Action=Launch>

**Supplier Code of Conduct (ABB Group)**

<http://new.abb.com/about/supplying/code-of-conduct>

**Sustainable Supply Base Management Program (SSBM) (ABB Group)**

<http://new.abb.com/about/supplying/sustainability>

**Corporate Governance (ABB Group)**

<http://new.abb.com/indian-subcontinent/investors/corporate-governance>

**Integrity Program (ABB Group)**

<http://new.abb.com/about/integrity>

**ABB Equal employment Policy (ABB Group)**

<https://careers.abb/global/en/equal-employment-opportunity-and-affirmative-action>



# 05 Governance structure



- 97 Board of Directors
- 98 Company Information
- 99 Country Management

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# Board of Directors



**Adrian Guggisberg**  
Chairperson



**Sanjeev Sharma**  
Managing Director



**Carolina Granat**  
Director



**V. K. Viswanathan**  
Independent Director



**Gopika Pant**  
Independent Director



**Monica Widhani**  
Independent Director

# Company Information

## Board of Directors

Adrian Guggisberg  
Sanjeev Sharma  
Carolina Yvonne Granat  
V K Viswanathan  
Gopika Pant  
Monica Widhani

## Audit Committee

V K Viswanathan  
Gopika Pant  
Monica Widhani  
Adrian Guggisberg

## Stakeholders Relationship Committee

Gopika Pant  
Sanjeev Sharma  
Monica Widhani

## Nomination and Remuneration Committee

V K Viswanathan  
Gopika Pant  
Carolina Yvonne Granat

## Corporate Social Responsibility Committee

Monica Widhani  
Sanjeev Sharma  
Gopika Pant  
Carolina Yvonne Granat

## Risk Management Committee

V K Viswanathan  
Sanjeev Sharma  
T. K. Sridhar

## Chief Financial Officer and Chief Investor Relations Officer

T. K. Sridhar

## Company Secretary and Compliance Officer

Trivikram Guda

## Auditors

B S R & Co. LLP Chartered Accountants  
Embassy Golf Links Business Park  
Pebble Beach, B Block,  
3<sup>rd</sup> Floor Off Intermediate Ring Road  
Bengaluru 560 071

## Secretarial Auditors

S. N. Ananthasubramanian & Co.  
Company Secretaries  
10/25-26, 2nd Floor, Brindaban,  
Thane (W) – 400 601

## Cost Auditor

Ashwin Solanki & Associates  
Cost Accountant  
D/104, Koyna, Shantivan Near National  
Park Borivali (East) Mumbai - 400 066

## Registered Office

Disha – 3<sup>rd</sup> Floor  
Plot No. 5 & 6, 2<sup>nd</sup> Stage Peenya  
Industrial Area IV Peenya,  
Bengaluru - 560 058  
Karnataka, India

## Registrar and Share Transfer Agents

KFin Technologies Limited  
Selenium Tower B, Plot Nos. 31 & 32  
Financial District, Nanakramguda  
Hyderabad – 500 032, Telangana

## Bankers

Axis Bank Limited  
Bank of America, N.A.  
Deutsche Bank AG  
HDFC Bank Limited  
ICICI Bank Limited  
IDBI Bank Limited  
JP Morgan Chase Bank, N.A.  
Standard Chartered Bank  
The Hong Kong and Shanghai Banking  
Corporation Limited  
Yes Bank Limited

## Corporate Identity Number

L32202KA1949PLC032923

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# Country Management



**Sanjeev Sharma**  
Managing Director



**TK Sridhar**  
Chief Financial Officer



**Raman Kumar Singh**  
Country Human  
Resources Officer



**Trivikram Guda**  
Regional General Counsel  
& Company Secretary



**Kiran Dutt**  
President – Electrification  
Products



**Ganesh Kothawade**  
President – Electrification  
Distribution Solutions



**Sanjeev Arora**  
President – Motion  
Markets



**G Balaji**  
President – Energy  
Industries Division  
Process Automation



**Subrata Karmakar**  
President – Robotics



**Sohini Mookherjea**  
Head of Corporate  
Communications

# 06 Statutory Reports & Financial Statements

<b>101</b>	Notice of AGM
<b>110</b>	Boards' Report
<b>155</b>	Independent Auditor's Report
<b>167</b>	Balance Sheet
<b>168</b>	Statement of Profit and Loss
<b>169</b>	Statement of cash flows
<b>171</b>	Statement of changes in equity
<b>172</b>	Notes to the Financial Statements
<b>221</b>	Route map to the venue of the AGM

# Notice

NOTICE is hereby given that the SEVENTY FOURTH (“74<sup>th</sup>”) ANNUAL GENERAL MEETING (“AGM”) of the Members of ABB India Limited (“the Company”) will be held on Saturday, May 11, 2024 at 11.00 A.M. (IST) at the registered office of the Company situated at Disha, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058 to transact the following businesses:

## Ordinary Business:

**Item No. 1 – Consideration and Adoption of Audited Financial Statements of the Company for the Financial Year ended December 31, 2023 and Reports of the Board of Directors and the Auditors thereon:**

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended December 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and hereby adopted.”

**Item No. 2 – Declaration of Dividend:**

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

“RESOLVED THAT a Dividend of ₹ 23.80 (Rupees Twenty Three and Eighty paise only) i.e. (1190%) per Equity Share of the face value of ₹ 2 each for the financial year ended December 31, 2023 on 21,19,08,375 Equity Shares of the Company as recommended by the Board of Directors be declared and that the said Dividend be distributed out of the profits for the year ended December 31, 2023.”

**Item No. 3 – Re-appointment of Mr. Adrian Guggisberg as a Director liable to retire by rotation:**

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

“RESOLVED THAT Mr. Adrian Guggisberg (DIN: 09590850), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

## Special Business:

**Item No. 4 – Ratification of remuneration to Cost Auditor of the Company for Financial Year ending December 31, 2024:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Ashwin Solanki & Associates, Cost Accountants, having Firm Registration Number 100392, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending December 31, 2024 be paid remuneration of ₹ 27,00,000 (Rupees Twenty Seven Lakhs only) plus applicable taxes and out of pocket expenses incurred connection with the audit.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board

Trivikram Guda  
Company Secretary  
ACS: 17685

Place: Nashik  
Date: February 20, 2024

Registered Office:  
Disha – 3rd Floor, Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya, Bengaluru - 560 058  
Karnataka, India  
CIN: L32202KA1949PLC032923  
E-mail: investor.helpdesk@in.abb.com  
Website: www.abb.com/in  
Tel: +91 80 22949113

## NOTES:

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at Item No. 4 of the Notice is annexed hereto. Further, additional information with respect to Item No. 3 is also appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY AS APPLICABLE, ISSUED ON BEHALF OF THE APPOINTING ORGANISATION. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**

**IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**
3. Members / Proxies / Representatives are requested to bring the attendance slip, annexed herewith (page no.- 218 - 219, for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. The Annual Report of the Company for the year ended December 31, 2023 along with Notice, process and manner of remote e-voting, Attendance Slip and Proxy form are being sent by e-mail to those Members who have registered their e-mail address with Company's Registrar and Share Transfer Agents viz; KFin Technologies Limited ("KFin") ("RTA") or with their respective Depository Participant ("DP").

For convenience of Members, route map of the venue of the AGM is enclosed in this Annual Report at page no.- 221.
5. **Only Members / Proxies / Representatives / Invitees of the Company are permitted to attend the Meeting at the venue. Attendance of any other individuals, including relatives and acquaintances accompanying Members, is strictly prohibited.**
6. Members are encouraged to regularly check the Company's website viz; Annual General Meeting section for important updates regarding safety measures, security protocols, logistics and other important notifications related to the upcoming AGM to be held at the registered office of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members on all working days between 10.00 a.m. to 17.00 p.m. from the date of circulation of this Notice up to the date of AGM, i.e. May 11, 2024. Members seeking to inspect such documents can send an e-mail to investor.helpdesk@in.abb.com
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, May 5, 2024 to Saturday, May 11, 2024 (both days inclusive) for ascertaining entitlement of Members eligible to receive the dividend if declared in the meeting.
9. The dividend, as recommended by the Board of Directors of the Company, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable after May 11, 2024, to those persons or their mandates:
  - a) whose names appear as Beneficial Owners as at the end of business hours on Saturday, May 4, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form; and
  - b) whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Saturday, May 4, 2024 after giving effect to valid request(s) received for transmission/transposition of shares.
10. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2023 dated Sep 25, 2023 SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated Oct 7, 2023 the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended December 31, 2023 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company / KFin or

the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members who are desirous of obtaining hard copy of the Annual Report should send a request to the Company's e-mail id viz., investor.helpdesk@in.abb.com clearly mentioning their Folio number / DP ID and Client ID.

A copy of the Notice of this AGM along with integrated Annual Report for the FY 2023 is available on the website of the Company at <https://www.abb.com/in>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.

#### 11. ADDITIONAL FACILITY TO PARTICIPATE IN THE AGM THROUGH VIRTUAL MEANS

Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceeding of AGM by logging on the e-voting website of KFin at <https://emeetings.kfintech.com/> using their secure login credentials. Members are encouraged to use this facility of webcast.

The Company aims to provide an additional opportunity for participation of members who are unable to attend the AGM in person. A limited number of registered members will be allowed to participate in the AGM through a video conferencing platform and express their views or ask questions. Shareholders interested in availing this facility should send their request in advance to investor.helpdesk@in.abb.com, including their name, demat account number/folio number, email id, and mobile number. The deadline for requesting participation is May 8, 2024, at 5:00 p.m. IST. The Company or its RTA officials will contact the selected members to complete the registration process. A trial run may also be arranged to ensure a smooth conduct of the AGM. Detailed instructions for attending the meeting through video conferencing will be available on the Company's website under the 74<sup>th</sup> Annual General Meeting section. It may be noted that the attendance of the members participating through video conference shall not be counted for the purpose of quorum.

12. Members who are attending the meeting in person and would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investor.helpdesk@in.abb.com from the date of this notice up to May 8, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict

the number of speakers depending on the availability of time for the AGM. Members are requested to share their questions if any in advance on investor.helpdesk@in.abb.com

In case of any query and/or help, in respect of attending AGM kindly contact the Company at investor.helpdesk@in.abb.com, or Ms. Shobha Anand, Deputy Vice President, KFin at Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or on phone No.: 040-6716 2222 or call KFin's toll free No.: 1800-3094-001 for any further clarifications.

13. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Act, to the Investor Education and Protection Fund ("IEPF"), established under Section 125 of the Act. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees. The Member / claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Member's account on time.

14. Members who have not yet encashed the dividend warrant(s) from the financial year ended December 31, 2016 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents on or before May 20, 2024. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amounts which were lying with the Company upto the year ended on December 31, 2015, have been transferred to IEPF.

The details of the unclaimed dividends are available on the Company's website at [www.abb.co.in](http://www.abb.co.in) and IEPF website at [www.iepf.gov.in](http://www.iepf.gov.in). Members are requested to contact KFin Technologies Limited, Unit: ABB India Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telangana, Company's RTA, to claim the unclaimed / unpaid dividends.



15. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/ Direct Credit, etc. As directed by SEBI, Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 along with the original cancelled cheque bearing the name of the Member to KFin / Company to update their bank account details. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant ("DP"). The Company or KFin cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.
16. Members holding shares in physical form, whose folio(s) lack PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details, or updated Specimen Signature, will only be eligible for any payment, including dividends, interest, or redemption, through electronic mode from April 01, 2024, as per SEBI directives. Therefore, Members holding shares in physical form are requested to update the mentioned details by completing the appropriate ISR forms with the RTA by Saturday, May 4, 2024, to ensure receipt of dividends.
17. Procedure to be followed by the Members updation of bank account mandate for receipt of dividend:
  - I. Send a request to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) by providing the following details along with form ISR 1:
    - a) Folio No., Name of the Member/s;
    - b) Name and Branch of the Bank in which you wish to receive the dividend;
    - c) Bank Account type;
    - d) Bank Account Number allotted by their bank after implementation of Core Banking Solutions;
    - e) 9 digit MICR Code Number; and
    - f) 11 digit IFSC Code
  - II. Along with the request, attach the scanned copy of Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), scanned copy of cancelled cheque bearing the name of the first Shareholder.
18. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through NECS / ECS they should submit their NECS/ECS details to the Company's RTA. The requisite NECS/ECS application form can be obtained from the Company's RTA. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's RTA to enable them to print such details on the dividend warrants.
19. The Members may send their complaints/ queries, if any to the Company's RTA at e-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company's designated/exclusive e-mail id: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com)
20. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFin at the aforementioned address. Members holding shares in electronic form may contact their respective DP for availing this facility.
21. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
22. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("Listing Regulations") as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular dated May 17, 2023, has mandated that securities shall be issued only in dematerialised mode while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division / consolidation / transmission / transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of KFin to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited at <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited at <https://www.cdslindia.com/Investors/open-demat.html> for further understanding the demat procedure.

23. Effective April 1, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source (“TDS”) from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Tuesday, April 30, 2024. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the Financial Year 2024-25 does not exceed ₹5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Registrar of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement (“DTAA”) i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card, if any, allotted by Indian Income Tax Authorities duly self-attested by the member
- Copy of Tax Residency Certificate (“TRC”) for the FY 2023-24 obtained from the revenue authorities of country of tax residence duly self attested by the member
- Self-Declaration in Form 10-F
- No-PE [permanent establishment] certificate
- Self-Declaration of beneficial ownership by the non-resident shareholder
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities

The members/shareholders are required to provide above documents/declarations by sending an E-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Tuesday, April 30, 2024. The Shareholders in the category of Mutual Funds are required to submit their respective SEBI Registration Certificates to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before Tuesday, April 30, 2024. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the

provisions of the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess or at the rate as per the relevant DTAA, whichever is beneficial.

#### 24. E-Voting:

1. In compliance with the provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin on all resolutions set forth in this Notice.
2. The remote e-voting period commences at 9.00 a.m. IST on Tuesday, May 7, 2024 and ends at 5.00 p.m. IST on Friday, May 10, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Saturday, May 4, 2024, may cast their vote electronically in the manner and process set out here in above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.
4. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Other Instructions”.
5. The details of the process and manner for remote e-Voting are explained herein below:

**Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access to KFin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3 :** Voting during the AGM.

## Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li><b>1. User already registered for IDEAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDEAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDEAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1.</li> </ol> </li> <li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1.</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</li> </ol> </li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol>

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Details on Step 2 are mentioned below:**

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

Members whose e-mail IDs are registered with the Company / Depository Participants (s), will receive an e-mail from KFin 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://emeetings.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) 7945, 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, e-mail 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- AGM" 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 attend the AGM 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 e-mail id csnaman@ngjoshiandco.com 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 74th Annual General Meeting".

**Details on Step 3 are mentioned below:**

The Members who have not cast their vote(s) through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system (Insta Poll) shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM.

**24. Other Instructions:**

- i. 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 Post : Hard copies which are self-attested, can be sent to the address below; or

<b>Name</b>	KFIN Technologies Limited
<b>Address</b>	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 service through 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.

- ii. In case of any other queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call KFin Toll Free No. 1800 309 4001.
- iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he / she may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890

- b. If e-mail 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 DP ID Client ID and PAN to generate a password.
- c. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- iv. However, if you are already registered with KFin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on <https://evoting.kfintech.com> or call KFin Toll Free No. 1800 309 4001.
- v. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, May 4, 2024.
- vi. The Board of Directors has appointed Mr. Naman G Joshi, (Membership No. FCS 8389 / CP No. PCS 9579), Practicing Company Secretary, Bengaluru and in the event of his inability, Mr. Pavan Kumar G, VP & Associates, Practicing Company Secretary, Bengaluru, (Membership No. A24353) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- vii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding two working days from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- viii. The Results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.
- ix. Promptly after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website at [www.abb.co.in](http://www.abb.co.in) and on the KFin's website at <https://evoting.kfintech.com> and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed for placing the same in their website.
- x. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

# Annexure to the Notice of AGM

Additional Information with respect to Item No. 3 and Explanatory Statement in respect of the Special Business in Item No. 4 pursuant to section 102 of the Companies Act, 2013

## Item No. 3 – Re-appointment of Mr. Adrian Guggisberg as a Director liable to retire by rotation:

Mr. Adrian Guggisberg (DIN: 09590850), the Non Executive Non-Independent Chairman of the Company is liable to retire by rotation and being eligible, has offered himself for re appointment. Mr. Adrian Guggisberg was first appointed as a Director on the Board of the Company with effect from May 06, 2022. Details of Mr. Adrian Guggisberg seeking re-appointment at the Annual General Meeting pursuant to Secretarial Standard 2 (SS-2) issued by The Institute Of Company Secretaries Of India (ICSI) and Regulation 36 of the Listing Regulations is appended below:

Name of the Director	Adrian Guggisberg
Director Identification Number (DIN)	09590850
Date of Birth / Age	29.11.1972 / 51 years
Date of Appointment on the Board	06.05.2022
Qualification	Bachelor's degrees in Electrical Engineering and Bachelor's degree in Economics
Brief profile and nature of their expertise in specific functional areas	Mr. Guggisberg Joined ABB group in 1996 and he has extensive senior management and leadership experience in R&D, application engineering, product and product portfolio management within ABB's Motion business area
Current remuneration (last drawn remuneration)	Not applicable
Details of remuneration sought to be paid	NIL
Key terms and conditions of appointment	Mr. Guggisberg is a Non-Executive and Non-Independent Director of the Company. He is required to comply with the applicable provisions of the Companies Act, 2013 (including Schedule IV thereto), Listing Regulations and other applicable laws.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Guggisberg is not related to any other Director and / or Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the year	During the Financial Year 2023, Mr. Guggisberg has attended 4 Board meetings
Directorships, Memberships / Chairmanships of committees of Listed Entities Boards as on December 31, 2023 [along with listed entities from which the person has resigned in the past three years]	Directorships NIL Committee Membership/ Chairmanship Mr. Guggisberg is member of Audit Committee of ABB India Limited He has not resigned from any listed entities from past three years

Mr. Adrian Guggisberg is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Save and except Mr. Adrian Guggisberg, and his relatives, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

## Item No. 4 – Ratification of remuneration to Cost Auditor of the Company for Financial Year ending December 31, 2024:

The Board of Directors, at its Meeting held on February 20, 2024, upon the recommendation of the Audit Committee, approved the appointment of Ashwin Solanki & Associates, Cost Accountants having Firm Registration Number 100392, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending December 31, 2024, at a remuneration of ₹ 27,00,000 (Rupees Twenty Seven Lakhs only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

By Order of the Board

Trivikram Guda  
Company Secretary  
ACS: 17685

Place: Nashik  
Date: February 20, 2024

# Boards' Report

Your Directors have pleasure in presenting their Seventy Fourth Annual Report together with Audited Financial Statements for the financial year ended December 31, 2023.

## 1. Financial Summary and Highlights:

Particulars	(₹ in Crores)	
	For the year ended	
	December 31, 2023	December 31, 2022
Revenue from operations	10,446.52	8,567.53
other income	301.69	179.47
Profit before tax and exceptional items	1,650.70	1,011.00
Profit before tax and after exceptional items	1,650.70	1,350.26
Tax expense:		
- Current tax	421.14	325.14
- Deferred tax	(12.49)	8.89
Profit after tax	1,242.05	1,016.23
Other comprehensive income / (loss) (net of tax)	(3.76)	(11.82)
Balance brought forward from previous year	2,254.20	1,359.98
Amount available for appropriation	3,492.49	2,364.39
<b>Appropriations:</b>		
Equity dividend paid	223.10	110.19
Balance carried forward	3,259.39	2,254.20
Networth	5,944.60	4,939.41

## 2. Dividend:

The Board of Directors, at its meeting held on August 11, 2023, declared a special dividend of ₹ 5.50 (Rupees Five and Fifty paise only) (275%) on 21,19,08,375 Equity Shares of face value of Rs.2/- each fully paid up for the financial year 2023.

Based on the Company's good performance and a strong cash flow, your Directors are pleased to propose a final dividend at the rate of ₹ 23.80 (Rupees Twenty Three and Eighty paise only) per equity share of the face value of ₹ 2/- each (1190%) on 21,19,08,375 equity shares of the Company for financial year ended December 31, 2023. Dividend pay-out has been determined in accordance with the Company's dividend distribution policy. Dividend will be payable subject to approval of members at the ensuing Annual General Meeting and deduction of tax at source to those Shareholders whose names appear in the Register of Members as on the Record Date.

## 3. Dividend Distribution Policy:

The Dividend Distribution Policy containing the requirements mentioned in Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") can be accessed at the following Web-link: <https://new.abb.com/docs/librariesprovider19/default-document-library/dividend-distribution-policyca47b9f2c1f463c09537ff0000433538.pdf>

## 4. Transfer to Reserves:

The Board of Directors have decided not to transfer any amount to the General Reserve for the year under review.

## 5. Share capital:

During the year under review, there was no change in share capital of the Company.

## 6. Performance and State of the company's affairs:

During the year, orders from continuing operations touched an all time historic high of ₹ 12,319 crore in 2023 as against ₹ 10,028 crore in 2022. In 2023, the Company was able to optimize the conducive macro environment offered in the country as compared to global headwinds of uncertainty. Proactive engagement with identified sectors of high and moderate growth and the government's focus programs like local manufacturing, infrastructure drive and transportation provided significant traction to the journey of consistent profitable performance. The order backlog at the end of the year held steady at ₹ 8,404 crore which continued to provide visibility to the future revenue streams. The revenue for the Company for the year 2023 reached

₹10,447 crore for the first time as compared to ₹8,568 crore in the previous year. For the full year, the Company's profit before tax before exception stood at ₹ 1,659 crore as compared to ₹ 1363 crore in 2022. Profit after tax for the year was ₹ 1,248 crore. For the year, all the business areas posted a solid double digit growth riding on higher margin orders along with operating leverage across diverse market segments. The earnings per share for 2023 stood at ₹58.90 for Financial Year 2023 vis-à-vis ₹48.40 in 2022.

Discussion on the performance and state of Company's affairs, has been covered as part of the Management Discussion and Analysis which forms part of this Report.

## 7. Management Discussion & Analysis

The Management Discussion & Analysis of your Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## 8. Material changes and commitment, if any, affecting financial position of the Company from the end of Financial Year and till the date of this Report:

No material changes and commitments have occurred after the closure of the Financial Year 2023 till the date of this Report, which would affect the financial position of your Company.

## 9. Subsidiaries, joint ventures and associate companies:

During the year under review, no company has become or ceased to be subsidiaries, joint ventures or associate companies.

## 10. Board Meetings and Annual General Meeting:

During the year under review four Board Meetings were held on: February 10, 2023, May 03, 2023, August 11, 2023 and November 09, 2023. Also, two separate meetings of Independent Directors as prescribed under Schedule IV of the Companies Act, 2013 (the "Act") were held during the year under review. For details of the meetings of the Board and its Committees, please refer to the Corporate Governance Report forming part of this Report. The intervening gap between the Board meetings was within the period prescribed under the Act.

The 73<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on May 04, 2023.

## 11. Directors and Key Managerial Personnel:

In accordance with the provisions of the Act read with Article 157 of the Articles of Association of the Company, Mr. Adrian Guggisberg, Non Executive Non Independent Director, will retire by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offers herself for re-appointment.

Brief profile and details of Mr. Guggisberg, Director proposed to be re-appointed as required under the Listing Regulations are contained in the Notice convening the ensuing 74th Annual General Meeting of the Company.

Apart from aforesaid changes there are no changes in Directors and Key Managerial Personnel of the Company. The tenure of Ms. Gopika Pant, Non-Executive & Independent Director is coming to an end on April 26, 2024. Pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at their meeting held on February 20, 2024, has recommended the reappointment of Ms. Gopika Pant, as Nonexecutive and Independent Director on the Board of the Company for a second term of 3 (three) consecutive years effective April 27, 2024. The Company will be placing the said proposal before the shareholders for their approval through postal ballot.

Details of Directors and composition of various Committees of the Board are provided in the Corporate Governance Report forming part of this report. Details of the familiarization Programme for Directors have been provided under Corporate Governance section of the report.

Mr. Sanjeev Sharma (DIN: 07362344), Managing Director, Mr. T.K. Sridhar, Chief Financial Officer, and Mr. Trivikram Guda, Company Secretary continues to remain Key Managerial Personnel of the Company.

During the Financial Year, none of the Directors and Key Managerial Personnel of the Company had any material pecuniary relationship or transactions with the Company.

## 12. Independent Directors:

All the Independent Directors of the Company have submitted the requisite declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board reviewed and assessed the veracity of the aforesaid declarations, as required under Regulation 25(9) of the Listing Regulations. In the opinion of the Board, all the Independent Directors fulfil the said conditions as mentioned in Section 149(6) of the Act and the Listing Regulations and are independent of the Management. All the Independent Directors of the Company have complied with the provisions of sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to registration with the Indian Institute of Corporate Affairs for the Independent Directors' Database. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board, the Independent Directors possess the requisite integrity, experience, expertise and proficiency required to fulfill their duties as Independent Directors.



### 13. Annual evaluation of Board Performance and Performance of its Committees and Directors:

Pursuant to applicable provisions of the Act, and the Listing Regulations, the Board has carried out annual evaluation of its own performance, performance of the Directors including Chairman assessment as well as the evaluation of the working of its Committees.

The NRC has defined the evaluation criteria and the mechanism for carrying out the Performance Evaluation process for the Board, its Committees and Directors. During the year, feedback was sought by way of structured questionnaires and evaluation was carried out based on various criteria and the responses received from the Directors.

The criteria for performance evaluation of the Board included aspects such as Board composition and quality, setting strategy, overall direction, effectiveness of Board processes, Board and management relations, contribution, board development, timeliness of information etc., The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effective participation of members of the Committees, deliberations and suggestions made by the Committee, effectiveness of the Committee's recommendation for the decisions of the Board, etc., A separate peer review exercise was carried out to evaluate the performance of Individual Directors. The performance evaluation of the Chairman of the Board was also carried out, considering the views of all the remaining Directors.

The Directors noted that the results of the performance evaluation of the Board and its Committees, Chairperson and individual directors indicated a high degree of satisfaction among the Directors. A few areas of improvement which were suggested included Succession Planning, separate strategy setting sessions and training & development sessions on new digital avenues etc.

Further, the Independent Directors, at their exclusive meetings held during the year, reviewed the performance of the Board, its Chairman and Non-executive Directors and other items as stipulated under the Listing Regulations.

### 14. Nomination and Remuneration Policy:

The details of Nomination and Remuneration Policy of the Company for Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees along with other related matters have been provided in the Corporate Governance Report.

The copy of the Nomination and Remuneration policy can be accessed by clicking on weblink [https://new.abb.com/docs/librariesprovider19/default-document-library/nomination-and-remuneration-policy\\_new.pdf?sfvrsn=4548880a\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/nomination-and-remuneration-policy_new.pdf?sfvrsn=4548880a_2)

### 15. Particulars of Employees and Remuneration:

The information required under Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure A which forms part of this Report. The information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of Annexure B.

Further, the Report and the Financial Statements are being sent to the Members excluding Annexure B statement. In terms of Section 136 of the Act, the said statement will be open for inspection upon specific request made in writing to the Company by the Members. Any Member interested in obtaining the same may write to the Company Secretary at investor.helpdesk@in.abb.com. None of the employees listed in the said Annexure is related to any Director / KMP of the Company. The said information is available for inspection by the Members on any working day of the Company up to the date of the 74th Annual General Meeting.

### 16. Particulars of loans, guarantees or investments under Section 186 of the Act :

Particulars of loans, guarantees and investments covered under Section 186 of the Act, if any, forms part of notes to the Financial Statements provided in this Annual Report.

### 17. Deposits:

During the year under review, the Company has neither accepted nor renewed any deposits under Chapter V of the Act.

### 18. Internal Control Systems and their adequacy:

Your Company has in place adequate internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations. Your Company has an Internal Audit team that is responsible for independently evaluating the adequacy and effectiveness of all internal control designs and implementation, risk management, systems and processes. Internal Audit team is manned by appropriately skilled, experienced and qualified personnel. The Internal Audit plan is also aligned with the business objectives of the Company which is reviewed and approved by the Audit Committee. The details on Internal Control Systems and their adequacy are provided in the Management's Discussion and Analysis which forms part of this Report.

**19. Directors' Responsibility Statement:**

Your Directors, based on the representations received from the operating management and after due enquiry, confirm in pursuance of Sections 134(3) and 134(5) of the Act, that:

- (a) in the preparation of the annual accounts for the Financial Year ended December 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on December 31, 2023, and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) they have laid down adequate internal financial controls to be followed by the Company and such internal financial controls were operating effectively during the Financial Year ended December 31, 2023; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**20. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached as Annexure C which forms part of this Report.

**21. Related Party Transactions:**

All contracts or arrangements entered into by and between the Company with Related Parties are on an arm's length basis and in the ordinary course of business. Hence, pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions to be reported under Section 188(1) of the Act and Form AOC-2 is not applicable.

All related party transactions are placed before the Audit Committee for its review and approval on a quarterly basis. An omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. Further, all related party transactions are reviewed by the Statutory Auditors of the Company. In addition, the Company had engaged the services of an external professional firm viz; Ernst & Young LLP (EY) for verification of the related party transactions during the year and confirmation that the transactions carried out were in the ordinary course of business and at arm's length basis. EY submits its detailed Report to the Audit Committee at its quarterly meetings.

During the year under review, your Company had not entered into any Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements.

Related Party disclosures as per Ind AS 24 have been provided in Notes to accounts annexed to the financial statements.

The Policy on Materiality of and Dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: [https://new.abb.com/docs/librariesprovider19/default-document-library/rpt-policy-approved\\_feb-10-2022.pdf?sfvrsn=185cdf09\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/rpt-policy-approved_feb-10-2022.pdf?sfvrsn=185cdf09_2)

**22. Statutory Auditors:**

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Messrs. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W / W-100022), were appointed as Statutory Auditors of the Company for a term of 5 years, to hold office from the conclusion of 72nd Annual General Meeting held on May 5, 2022 until the conclusion of 77th Annual General Meeting to be held in 2027.

The Auditor's Report for the financial year 2023 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

**23. Cost Auditor:**

The Board of Directors, on the recommendation of the Audit Committee, has appointed Ashwin Solanki & Associates, Cost Accountants (Registration No: 100392) as Cost Auditors to audit the cost accounts of the Company for the Financial Year 2024 under section 148 of the Act. Ashwin Solanki & Associates have confirmed that their appointment is within the limits of section 141(3)(g) of the Act, and have also certified that they are free from any disqualifications specified under section 141(3) and proviso to section 148(3) read with section 141(4) of the Act. The Audit Committee has also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company. As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to Ashwin Solanki & Associates, Cost Auditors is included in the Notice convening the Annual General Meeting. Cost Audit and Compliance reports for the year 2022 were filed with the Ministry of Corporate Affairs, within the prescribed time limit.

**24. Reporting of Frauds:**

During the year under review, the Statutory Auditor, Cost Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee and / or Board under section 143(12) of the Act.

**25. Secretarial Audit:**

Pursuant to the provisions of section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed S. N. Ananthasubramanian & Co, Company Secretaries (ICSI Unique Code: P1991MH040400) to undertake the Secretarial Audit of the Company for Financial Year ended December 31, 2023. The Secretarial Audit Report for the financial year ended December 31, 2023, as required under Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, is appended as Annexure D to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Further, as required under Section 204 of the Act and rules thereunder, the Board has appointed S. N. Ananthasubramanian & Co, Company Secretaries, to conduct the Secretarial Audit for the Financial Year 2024.

**26. Annual Secretarial Compliance Report:**

The Company has undertaken an audit for the Financial Year ended December 31, 2023 for all applicable compliances as per Listing Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mr. S. N. Viswanathan, Partner, S. N. Ananthasubramanian & Co, Company Secretaries, has been submitted to the Stock Exchanges and is appended as Annexure E to this Report.

**27. Corporate Governance Report and Certificate:**

As required under Regulation 34 (3) read with Schedule V (C) of the Listing Regulations, a report on Corporate Governance and the certificate as required under Schedule V (E) of the Listing Regulations from Messrs. V. Sreedharan and Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance are given in Annexure F and Annexure G respectively, forming part of this Report.

**28. Risk Management:**

The Company has a Risk Management Policy and constituted a Risk Management Committee as required under Listing Regulations. The Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans, risk reporting and carries out other related activities as per the Listing Regulations. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to enterprise risk management.

The details and the process of Risk Management as implemented in the Company are provided as part of Management's Discussion and Analysis which forms part of this Report.

**29. Vigil Mechanism and Whistle Blower Policy:**

The Company has a Vigil Mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards to employees and business associates reporting unethical practices and encourages employees to report genuine concerns or grievances such as unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. It also provides for multiple ways to promptly report any suspected or potential violation of ABB Code of Conduct. Stakeholders are encouraged to report any suspected or potential violations of laws or regulations or ABB Code of Conduct, through any of the channels mentioned therein. All employees and Directors have access to the Chairperson of the Audit Committee in appropriate and exceptional circumstances.

The Vigil Mechanism and Whistle Blower Policy is available on the Company's website at [www.abb.co.in](http://www.abb.co.in)

### 30. Significant and Material Orders Passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company:

During the Financial Year under review, no regulator or court has passed any significant and / or material orders impacting the going concern status of the Company and its future operations.

### 31. Corporate Social Responsibility (CSR):

The Company has been carrying out various CSR activities. These activities are carried out in terms of Section 135 read with Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time-to-time. The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure H of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR expenditure of the Company for Financial Year ended 2023 as per Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time, was ₹15.46 crore.

For the Financial Year ended December 31, 2023, your Company's spend on CSR Projects was ₹10.88 crore, which includes an amount of ₹5.77 lakhs as CSR administrative overheads. In addition, an amount of ₹4.57 crore which was on account of the unutilised CSR Project Expenditure of Ongoing CSR Projects for Financial Year 2023, has been transferred to the 'ABB India Limited Unspent CSR Account FY 23', in January 2024. The amounts remained unutilised on account of delay in getting requisite approvals from local authorities for infrastructure projects, overlap of the projects between two calendar years etc.

Your Company also maintains the following Unspent CSR Bank accounts pertaining to funds earmarked for its ongoing CSR Projects for the previous financial year:

(₹ in Crores)				
Name of the Unspent CSR account	Financial Year to which Unspent CSR account relates	Amount transferred to Unspent CSR account in respective financial year	Amount disbursed from unspent CSR account upto December 31, 2023	Balance as on December 31, 2023 in the unspent CSR account
ABB India Limited Unspent CSR account Financial Year 2022	Financial Year 2022	3.99	1.61	2.38

### 32. Business Responsibility and Sustainability Report:

In accordance with Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility and Sustainability Report (BRSR) forms a part of this Annual Report describing the initiatives undertaken by the Company from an environmental, social and governance perspective for the Financial Year ended December 31, 2023.

### 33. Transfer to Investor Education and Protection Fund:

Pursuant to the applicable provisions of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time-to-time, the declared dividends, which remained unpaid or unclaimed for a period of 7 (seven) years and shares in relation to such unpaid/unclaimed dividend shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

As required under Section 124 of the Act, unclaimed dividend amount aggregating to ₹ 39.69 lakhs lying with the Company for a period of seven years pertaining to the financial year ended on December 31, 2015 along with the shares thereof, were transferred during the Financial Year 2023, to IEPF established by the Central Government. The Members have an option to claim their shares and/ or amount of dividend transferred to IEPF. The Company

has sent notices to respective shareholders who have not claimed a dividend for 7 (seven) consecutive years and whose shares were liable to be transferred to IEPF during the Financial Year 2023. The list of equity shareholders whose shares are liable to be transferred or which have been transferred to IEPF, as the case may be, can be accessed on the website of the Company at the link: <https://new.abb.com/indian-subcontinent/investors/share-information>.

### 34. Secretarial Standards:

Your Company is in compliance with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act for the Financial Year ended December 31, 2023.

### 35. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, the Company has constituted an Internal Committee for conducting

inquiry into the sexual harassment complaints at the work place and for taking such actions as stipulated under the said act.

Any complaint pertaining to sexual harassment is diligently reviewed and investigated and treated with great sensitivity. The Internal Committee members have been trained in handling and resolving complaints and have also designed an online POSH e-learning awareness module, which covers the larger employee base.

During the year 2023, two complaints of sexual harassment were received, and one was addressed and closed during the Financial Year ended December 31, 2023. One complaint was pending as at the date of this report.

### 36. Annual Return:

Pursuant to section 134(3)(a) and section 92(3) of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Company and can be accessed at [https://new.abb.com/docs/librariesprovider19/default-document-library/inabb\\_form\\_mgt\\_7\\_2023.pdf](https://new.abb.com/docs/librariesprovider19/default-document-library/inabb_form_mgt_7_2023.pdf)

### 37. Proceedings under the Insolvency and Bankruptcy Code, 2016:

During the financial year, neither any application nor any proceeding is initiated against the Company under the Insolvency and Bankruptcy Code, 2016.

### 38. Other Disclosures:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions / events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme.
3. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act).
4. There has been no change in the nature of business of your Company.
5. The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions.
6. There was no revision of financial statements and Board's Report.

### 39. Acknowledgements:

Your Directors appreciate and value the co-operation and support of the Company's parent company, customers, members, suppliers, bankers, associates, Central and State Governments and employees at all levels and look forward to continuance of the supportive relations and assistance in the future.

For and on behalf of the Board

Adrian Guggisberg  
Chairman  
DIN: 09590850

Place : Nashik  
Date : February 20, 2024

# Annexure - A to Boards' Report

## Statement of Disclosure of Remuneration

The information relating to remuneration of Directors/Key Managerial Personnel as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- Ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the Financial Year 2023, the percentage increase in remuneration of Chief Executive Officer (MD), Chief Financial Officer and Company Secretary during the Financial Year 2023.

Sl. No.	Name of the Director / Key Managerial Personnel	Designation	Ratio of Remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1	Mr. Sanjeev Sharma	Managing Director	46.26:1	Lumpsum Pay
2	Mr. T. K. Sridhar	Chief Financial Officer	16.50:1	Lumpsum Pay
3	Mr. Trivikram Guda	Company Secretary	08.20:1	06.00%

### Notes:

- Percentage of increase in remuneration is effective March 1, 2023.
  - Independent Directors of the Company are entitled for sitting fees and commission as per the Statutory Provisions and within the limits approved by the Shareholders. As a Policy, the Non-executive and Non-independent Directors are neither paid sitting fee nor paid any commission. The details of remuneration of Independent Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-executive Directors Remuneration is therefore not considered for the above purpose.
- Percentage increase in the median remuneration of employees for the financial year: 9%.
  - Number of permanent employees on rolls of the Company as on December 31, 2023: 3384
  - Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and to point out if there are any exceptional circumstances for increase in the managerial remuneration:

As per Company's increment guidelines.

- Affirmation that the remuneration is as per remuneration policy of the Company: It is hereby affirmed that the remuneration paid to Directors, Key Managerial Personnel and employees is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board

Adrian Guggisberg  
Chairman  
DIN: 09590850

Place : Nashik

Date : February 20, 2024

# Annexure - C to Directors' Report

## Conservation of energy, technology absorption, foreign exchange earnings and outgo.

Pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014

### A. Conservation of energy

#### 1. Steps taken or impact on conservation of energy:

- Installation of timer for the landscape street lights and some labs.
- Installation of timer for the operation of borewell at utility
- AC units replaced with 5 star, VRF models & inverter type with R410 environment friendly refrigerant for the good efficiency.
- Upgradation to IE3 Motors in Air ventilation system.
- Conversion of HVAC from R22 refrigerant to energy efficient environmental friendly refrigerant.
- Replacement/up-gradation of EOT crane control panel EOT crane control panel upgradation.
- Conversion of LED higher rating light to energy efficient LED light.
- Implementation of Energy Management system for monitoring of energy distribution.
- Auto Operation of fume extraction system FP Robot/ BP Robot.
- CSS & Compressor area old conventional tube lights & MH Lamp lights replaced with LED lamps.
- Electrical energy saving by implementation of motion sensor operated lighting system & AHU VFD installation.
- VPI Plant, Water cooled type Chiller replaced with Air cooled type.
- VFD Installation on AHU & Exhaust blowers Paint booth-Unit2.

#### 2. The steps taken by the company for utilizing alternate sources of energy:

- Installation of new PV Solar Plant 100 KWp at RM store roof in addition to existing PV Solar Plants 230 KWp at parking sheds & admin roof.
- Solar inverter 4 KVA installation for canteen lighting backup.
- Solar Street Lights 60 Watts for boundary lights.

#### 3. The Capital Investment on energy conservation equipment's:

- Installation of New standby Air Compressor – Replacement of existing Air compressor GA55 with new Atlas Copco make model GA45VSD + FF with 40% energy savings and motor efficiency class improved from IE2 (High efficiency) to IE4 (Super premium efficiency).
- Salvagnini hydraulic power pack motor replacement - changing the motor from IE2 (High Efficiency) to IE3 (Premium Efficiency) improved energy efficiency class.

### B. Technology absorption

#### 1. The efforts made towards technology absorption:

- Auto Feeding of basic breaker & Trip unit to XT Range of MCCB main line by Robot with conveyor cell.
- AI based vision inspection machine implemented in XT range of MCCB line to ensure the Quality parts before packing stage.
- Upgraded the IS Infra in ACB lines.
- Gigaspeed for the option communication module.

#### 2. The benefits derived as a result of technology absorption:

Benefits have been reflected in terms of improvement of product reliability and quality, standardization of various products, improved product variants, introduction of new product lines, better aesthetics, meeting specific customer requirements, improved measurement range and accuracy level, cost reduction, reduction in carbon emission and increased acceptability products in local and global markets.

**3. Technologies imported during the last three years**

• 7.2 kV/36 KV Generator circuit breaker	2021
• VCB for ARC furnace application	2021
• Digital Solutions for Switchgear	2021
• NMK 710 slip ring machine along with brush lifting device	
• & NXR series motors for US LSU	2021
• Product updates in Emax2.0	2022
• Launched Xt5 and Xt6 MCCBs	2022
• Online Quality Control System (QCS) and Offline Quality Measurement systems (LnW) for Paper	2022
• 750 Vdc Switchgear and its associated apparatus	2023
• E max 2 Mechanism	2023
• Digital Portfolio for Cement, Mining and Paper	2023
• Flatness Control System for Steel	2023

All technologies are fully absorbed.

**4. The expenditure incurred on Research and Development:**

Considering the nature of research and development, complexity, competency required, time frame, amount and also to optimize overall cost, all major R&D efforts are pooled centrally at the Group level. Certain development activities were carried out by the Company and have been billed to the central technology center. The expenditure had been mainly in the nature of payment of license fee for use of technology knowhow reported as royalty and technology fees under other expenses. Local R&D activities undertaken by the Company were mainly in localizing the products, adoption of global products to local environment, carrying out cost saving actions and other improvements.

**C. Foreign exchange earnings and outgo**

Foreign exchange earned comprises export revenue on accrual basis. Foreign exchange used comprises import of goods and services on accrual basis.

Total foreign exchange used and earned

		(₹ in Crores)	
	<b>2023</b>	2022	
(i) Foreign exchange earned	<b>1,088.71</b>	1,013.17	
(ii) Foreign exchange used	<b>5,586.85</b>	4,460.54	

For and on behalf of the Board

Adrian Guggisberg  
Chairman  
DIN: 09590850

Place : Nashik

Date : February 20, 2024



# Annexure - D to Boards' Report

## Form MR-3

### SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER, 2023

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**ABB INDIA LIMITED**  
**CIN: L32202KA1949PLC032923**  
**Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,**  
**Peenya Industrial Area IV, Peenya,**  
**Bengaluru - 560058**

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **ABB India Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books and papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the **Financial Year ended on 31<sup>st</sup> December 2023**, complied with the statutory provisions listed hereunder and also, that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books and papers, minute books, forms and returns filed and other records maintained by the Company for the **Financial Year ended 31<sup>st</sup> December 2023** according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not Applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the financial year under review;**
- (v) The following Regulations and Guidelines prescribed under the **Securities and Exchange Board of India Act, 1992 ('SEBI Act')**:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as there was no reportable event during the financial year under review;**
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable as the Company has not issued any shares/ options to directors/ employees during the financial year under review;**
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
  - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review;**
  - g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not applicable as the Company has not bought back/ proposed to buy-back any of its securities during the financial year under review;**

- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as the Company has not issued and listed Non-Convertible Securities during the financial year under review and;**
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- vi. The management has identified and confirmed the following laws as being specifically applicable to the Company: -
- 1) The Factories Act, 1948 & the Central Rules or concerned State Rules, made thereunder
  - 2) The Petroleum Act, 1934
  - 3) The Gas Cylinder Rules, 1981 (under Indian Explosives Act)
  - 4) The Static and Mobile Pressure Vessels (Unfired) Rules, 1981 (under Indian Explosives Act)
  - 5) The Environment (Protection) Act, 1986 and Environment (Protection) Rules, 1986
  - 6) The Water (Prevention and Control of Pollution) Act, 1974 & Central Rules / concerned State Rules.
  - 7) The Air (Prevention and Control of Pollution) Act, 1981 & Central Rules / concerned State Rules
  - 8) The Noise Pollution (Regulation and Control) Rules, 2000
  - 9) The Legal Metrology Act, 2009 and concerned State Rules
  - 10) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
  - 11) The E-Waste (Management) Rules, 2016
  - 12) The Plastics Waste Management Rules, 2016
  - 13) The Bio-Medical Waste Management Rules, 2016
  - 14) The Battery Waste Management Rules, 2022

We have also examined compliance with the applicable provisions of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Ltd.

During the period under review, the Company has complied with provisions of the Act, Rules, applicable Regulations, Guidelines, Standards etc. mentioned above.

**We further report that: -**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including Woman Director. There were no changes in the composition of Board of Directors during the financial year under review;
- Adequate notice is given to all Directors to schedule Board and Committee Meetings; agenda and detailed notes on agenda were sent at least seven days in advance before the meeting, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- All the decisions of the Board and Committees thereof were carried through with requisite majority.

**We further report that** based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

**We further report that** during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For **S. N. ANANTHASUBRAMANIAN & Co.**

Company Secretaries

ICSI Unique Code: P1991 MH040400

Peer Review Cert. No.: 5218/2023

Place : Thane

Date : February 19, 2024

**S. N. Viswanathan**

Partner

ACS: 61955 I COP No.: 24335

ICSI UDIN : A061955E003452518

**'Annexure A'**

To,  
The Members,  
**ABB INDIA LIMITED**  
CIN: L32202KA1949PLC032923  
Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV, Peenya,  
Bengaluru - 560058

Our Secretarial Audit Report for the financial year ended 31<sup>st</sup> December 2023 of even date is to be read along with this letter.

**Management's Responsibility:**

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility:**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Company, are free from misstatement.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer:**

7. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **S. N. ANANTHASUBRAMANIAN & Co.**  
Company Secretaries  
ICSI Unique Code: P1991 MH040400  
Peer Review Cert. No.: 5218/2023

**S. N. Viswanathan**  
Partner  
ACS: 61955 | COP No.: 24335  
ICSI UDIN : A061955E003452518

Place : Thane  
Date : February 19, 2024

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# Annexure - E to Boards' Report

To,  
The Members,  
**ABB INDIA LIMITED**  
**CIN: L32202KA1949PLC032923**  
**Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,**  
**Peenya Industrial Area IV, Peenya,**  
**Bengaluru - 560058**

Sir / Madam,

## **Annual Secretarial Compliance Report for the Financial Year 2023**

We have been engaged by ABB India Limited (hereinafter referred to as 'the listed entity') bearing CIN: L32202KA1949PLC032923 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the listed entity to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the listed entity with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

The Annual Secretarial Compliance Report is enclosed.

**S. N. Viswanathan**  
Partner  
ACS: 61955 | COP No.: 24335

Place: Thane  
Date: February 19, 2024

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF ABB INDIA LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2023

We have examined:

- (a) all the documents and records made available to us and explanations provided by **ABB India Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the **financial year ended 31<sup>st</sup> December 2023** ('Review Period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable as there was no reportable event during the year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable as there was no reportable event during the year under review;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under.

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in the matter specified in **Annexure - A** to the report.
- (c) The listed entity has taken the actions specified in Annexure - B to the report, to comply with the observations made in previous reports
- (d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under - NONE
- (e) The listed entity has complied with the provisions of Para 6 of the SEBI Circular CIR/CFD/CMD1/114/2019, issued by SEBI on 18<sup>th</sup> October 2019 in the terms of appointment of statutory auditor of the Company - No reportable event during the period under review.
- (f) In terms of the NSE Circular Ref No: NSE/CML/ 2023/30 dated 10th April, 2023 and the BSE Circular No: 20230410-41 dated 10<sup>th</sup> April, 2023, and amendments therein, our affirmations, are annexed as **Annexure - C** to the report.

For **S. N. ANANTHASUBRAMANIAN & Co.**

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

**S. N. Viswanathan**

Partner

ACS: 61955 | COP No.: 24335

ICSI UDIN: A061955E003452397

Place: Thane

Date: February 19, 2024

## Annexure A

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	As per Regulation 30(4) and Schedule III - Part A - 20 and SEBI Circular dated 13 <sup>th</sup> July, 2023. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1 .. .... 2 .. .... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a .. ... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.	Regulation 30(4) of LODR and SEBI circular no. SEBI/HO/C FD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July, 2023	Disclosure relating to order issued by Additional Commissioner of Customs, Group V A (Import) Mumbai on 20 <sup>th</sup> July, 2023 was filled by Company with Stock Exchanges on 18 <sup>th</sup> August, 2023	None	None	The said disclosure was required to be filed with the Stock Exchanges within 24 hours from date of issue of order (i. e. 20 <sup>th</sup> July 2023. However same was filled on 18 <sup>th</sup> August, 2023. There was delay of 28 days in the disclosure	None	None	The delay was unintentional and due to delay in notifying the details pertaining to the Order to compliance officials. Trainings have been provided to the employees to familiarise the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None
2	As per Regulation 30(4) and Schedule III - Part A - 20 and SEBI Circular dated 13 <sup>th</sup> July, 2023. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1 .. .... 2 .. .... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a .. ... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.	Regulation 30(4) of LODR and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July, 2023	Disclosure relating to order issued by Principal Commissioner of Customs Airport and Air Cargo Complex Commissionerate, Bangalore On 22 <sup>nd</sup> August, 2023, was filled by Company with Stock Exchanges on 28 <sup>th</sup> August, 2023	None	None	The said disclosure was required to be filed with the Stock Exchanges within 24 hours from date of issue of order (i.e. 22 <sup>nd</sup> August 2023.) However same was filled on 28 <sup>th</sup> August, 2023. There was delay of 5 days in the disclosure.	-	None	The delay was unintentional and due to delay in notifying the details pertaining to the Order to compliance officials. Trainings have been provided to the employees to familiarise the employees on the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
3	As per Regulation 30(4) and Schedule III - Part A - 20 and SEBI Circular dated 13 <sup>th</sup> July, 2023, Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30): 1..... 2..... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a ..... b. Imposition of fine or penalty; shall be disclosed to the Stock Exchanges within 24 hours of the event.	Regulation 30(4) of LODR and SEBI circular no. SEBI/HO/CFD/CFO-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July, 2023	Disclosure relating to orders issued by Directorate General of Foreign trade on 30 <sup>th</sup> October, 2023, was filled by Company with Stock Exchanges on 27 <sup>th</sup> November, 2023	-	None	The said disclosure was required be filed with the Stock Exchanges within hours from date issue order. (30 <sup>th</sup> October 2023) However same was filed on 27 <sup>th</sup> November, 2023. There was delay of 27 days in the disclosure	-	None	The delay was unintentional and due to delay in notifying the details pertaining to the Order to compliance officials. Trainings have been provided to the employees to familiarise the employees on the requirements and harping the need to bring such orders to the notice of compliance officials for onward disclosure to Stock Exchanges.	None
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Second provision to further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results:	Regulation 23(9) of LODR	The Company has made the related party disclosure for the six months ended 30 <sup>th</sup> June 2022 with a delay of two days.	None	None	There was delay of two days in making the disclosure.	None	The delay was completely inadvertent and the company had made its best efforts to comply with Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has set process in place to ensure compliance with Regulation 23 (9) and has been complying with the same.	This deviation was reported in the report for financial year ending 31 <sup>st</sup> December, 2022

**Annexure B**



Sl. Compliance No. Requirement/ (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2	Securities and Exchange Board of India Listing Obligations and Disclosure Requirements, 2015, Regulation 39(3), The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information	The Company intimated loss of share certificate made on 28 <sup>th</sup> November 2022 for intimation received from RTA on 25 <sup>th</sup> November which was beyond two days.	None	None	The intimation made to the Stock Exchanges was beyond two days.	None	The delay was completely inadvertent. The documents were collected by RTA on 25 <sup>th</sup> November, 2022, but the same was intimated to the Company on 26 <sup>th</sup> November, 2022 which resulted in the administrative and unintentional delay. The Company has noted the same and processes have been made to ensure compliance with Regulation 39(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The RTA has a process in place and have assured that the intimation of loss of share certificates shall be done promptly to avoid any delays.	This deviation was reported in the report for financial year ending 31st December, 2022

## Annexure - C

We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

Sl No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1)	<b>Secretarial Standard</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2	<b>Adoption and timely updation of the Policies :</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of the Board of Directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes	None
3	<b>Maintenance and disclosures on Website :</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents / information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4	<b>Disqualification of Director:</b> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	None
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.,</b> a) Identification of material subsidiary companies b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The Company does not have a subsidiary.
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal archival of records is being carried out as per Policy of Preservation of Documents and Archival policy prescribed under SEBI Listing Regulations.	Yes	None
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	None
8	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, or b) The Listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI Listing Regulations, 2015 within the time limits prescribed thereunder.	Yes. (Subject to the deviation mentioned in the report)	None
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	None
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

For **S. N. ANANTHASUBRAMANIAN & Co.**

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023

**S. N. Viswanathan**

Partner

ACS: 61 955 j COP No.: 24335

ICSI UDIN: A061955E003452397

Place: Thane

Date: February 19, 2024

# Annexure - F to Boards' Report

## Report on Corporate Governance

Your Directors are pleased to present the Corporate Governance Report.

### 1. Corporate Governance Philosophy

The Company is committed to good Corporate Governance and your Company's actions are governed by its Values and Code of Conduct. The Company considers itself a trustee of its shareholders and fully realises the rights of its shareholders to information on the performance of the Company. The Company provides detailed information on various issues concerning the Company's business and financial performance to its shareholders. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stakeholders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

### 2. Board of Directors

I The composition of the Board of Directors of the Company complies with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Sections 149 and 152 of the Companies Act, 2013 ("The Act"). The Board consists of six Directors, including three Independent Directors and three Non-independent Directors. Among the Directors, two Independent Directors and one Non-independent Director are women. The Non-independent Directors include the Non-executive and Non-independent Chairman of the Company, the Managing Director, and a Non-Executive Non-Independent Director.

II Two Non-executive, Non-independent Directors, apart from the Managing Director and Independent Directors, are subject to retirement by rotation. At the upcoming Annual General Meeting, Mr. Adrian Guggisberg (DIN: 09590850), a Non-executive, Non-independent Director, who is retiring by rotation and being found eligible, has offered himself for re-appointment. The Explanatory Statement to the Notice of the Annual General Meeting (AGM) contains the necessary details of the Director seeking re-appointment, as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard-2. There are no familial relationships or inter se relationships between any of the Directors. Mr. V K Viswanathan, an Independent Director, was initially appointed for a three-year term starting from November 13, 2019, and was subsequently re-appointed for a second term of two consecutive years starting from November 13, 2022. Ms. Gopika Pant, an Independent Director, was appointed for a three-year term starting from April 27, 2021. Similarly, Ms. Monica Widhani was appointed as an Independent Director for a term of three consecutive years starting from May 6, 2022. The company has placed the proposal for re appointment of Ms. Gopika Pant for second term of three consecutive years effective from April 27, 2024.

Ms. Carolina Granat (DIN: 09477744) was appointed as a Non-Executive & Non-Independent Director, effective from April 1, 2022. Additionally, Mr. Adrian Guggisberg (DIN: 09590850) was appointed as the Chairman & Non-Executive Non-Independent Director, effective from May 6, 2022. Mr. Sanjeev Sharma, who was re-appointed as the Managing Director, will continue to serve in that role from January 1, 2022, until December 31, 2026.

(i) Composition / Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other companies as on December 31, 2023.

Name	Category <sup>(1)</sup>	Attendance		Directorship in other Indian Companies <sup>(2)</sup>		Committee Membership / Chairmanship in Public Companies <sup>(3)</sup>	
		No. of Board Meetings attended during the year (Total 4 Meetings)	Last AGM attendance	Member	Chairman	Member	Chairman
Mr. Adrian Guggisberg	NED	4	Yes	Nil	Nil	1	Nil
Mr. Sanjeev Sharma	MD	4	Yes	4	Nil	1	Nil
Mr. V K Viswanathan	NED (I)	3	Yes	7	Nil	2	5
Ms. Gopika Pant	NED (I)	4	Yes	3	Nil	2	1
Ms. Carolina Granat	NED	4	Yes	Nil	Nil	Nil	Nil
Ms. Monica Widhani	NED (I)	4	Yes	2	Nil	6	Nil

- (1) Category: NED: Non-executive Director, MD: Managing Director, NED (I): Non-executive Director and Independent.
- (2) Includes directorships in private limited companies and Section 8 (Not for profit) companies. None of the Directors of the Company holds independent directorships in more than 7 listed companies.
- (3) Includes only Audit Committee and Stakeholders Relationship Committee of public limited companies. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all listed companies in which they are Directors.

All Directors on the Board comply with the requirements stated in Regulation 26(1) of the Listing Regulations. They are not members of more than 10 Committees or Chairpersons of more than 5 Committees across all public companies in which they hold Director positions. The necessary disclosures regarding committee positions have been made by all the Directors.

None of the Directors hold office in more than 10 public companies as prescribed under Section 165(1) of the Act. Furthermore, in compliance with Regulation 17A of the Listing Regulations, none of the Non-Executive Directors serve as Independent Directors in more than 7 listed companies. It is important to note that the Managing Director does not serve as an Independent Director in any listed company.

The Directors of the Company do not hold any shares in the Company. The Company has not issued any convertible instruments, during the year under review.

(ii) Board Meetings:

During the financial year ended December 31, 2023, four Board meetings were held on the following dates: February 10, 2023, May 3, 2023, August 11, 2023, and November 9, 2023.

The gap between two Meetings did not exceed 120 days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

(iii) Independent Directors:

The Independent Directors of the Company possess extensive experience and expert knowledge in their respective fields, which are highly relevant and valuable to the Company's business. They come from diverse fields of expertise, ensuring a well-rounded perspective. In accordance with Regulation 25(8) of the Listing Regulations, the Independent Directors have affirmed that they are not aware of any circumstances that could compromise their ability to discharge their duties with impartiality and without external influence. They have submitted the requisite declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board reviewed and assessed the veracity of the aforesaid declarations, as required under Regulation 25(9) of the SEBI Listing Regulations. In the opinion of the Board, all the Independent Directors fulfil the said conditions as mentioned in Section 149(6) of the Act and the SEBI Listing Regulations and are independent of the Management. The terms and conditions of their appointment can be found on the Company's website at [www.abb.co.in](http://www.abb.co.in).

## (iv) Independent Directors Meeting:

During the year under review, two separate Meetings of the Independent Directors of the Company was held on June 28, 2023 and December 20, 2023 as required under Schedule IV of the Act (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations. The Meetings were attended by all the Independent Directors.

## (v) Further the Board periodically reviews the compliance reports submitted by the management in respect of all laws applicable to the Company.

## (vi) Certificate of Non-Disqualification Of Directors pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations is enclosed to this Annual Report.

## III Names of the listed entities where the person is a Director and the category of directorship.

Name of the Director	Names of the listed entities	Category of directorship
Mr. Adrian Guggisberg (Chairman)	ABB India Limited	Non-executive, Non-independent
Mr. Sanjeev Sharma (Managing Director)	ABB India Limited	Executive, Non-independent
Mr. V K Viswanathan	ABB India Limited	Independent
	Bharti Airtel Limited	Independent
	HDFC Life Insurance Company Limited	Independent
	KSB Limited	Independent
	United Spirits Limited	Independent
Ms. Carolina Granat	ABB India Limited	Non-executive, Non-independent
Ms. Gopika Pant	ABB India Limited	Independent
	Colgate - Palmolive (India) Limited	Independent
Ms. Monica Widhani	ABB India Limited	Independent
	Gujarat Pipavav Port Limited	Independent
	H.G. Infra Engineering Limited (PART IX)	Independent

## IV Board's core skills / expertise / competencies:

For effective functioning of the Board, your Company's Board needs to have skills / expertise / competencies in the areas of Business, Finance & Accounting and Governance / Legal. Your Company's Board comprises of people from diverse fields and across globe. Your Company's Directors are qualified and possess the appropriate knowledge, skills, experience, expertise, diversity and independence, covering Business, Finance & Accounting and Governance / Legal. In the table given below, various skills / expertise / competencies of Board of Directors are given:

Sl No.	Name of Directors	Areas of skills / expertise / competencies			
		Business, Leadership & experience	Finance & Accounting	Governance / Legal	Strategic Management
1.	Mr. Addrian Guggisberg	✓		✓	✓
2.	Mr. Sanjeev Sharma	✓		✓	✓
3.	Mr. V K Viswanathan	✓	✓	✓	✓
4.	Ms. Gopika Pant	✓		✓	✓
5.	Ms. Carolina Granat	✓		✓	✓
6.	Ms. Monica Widhani	✓	✓	✓	✓

Detailed profiles of the Directors are available on the Company's website at <https://new.abb.com/indian-subcontinent/investors/board-of-directors>.

## V Familiarisation Programme for Independent Directors:

The Company has a well-defined induction and familiarization programme for orientation and training of Directors at the time of their joining to enable them to understand the businesses in which the Company operates, nature of industry, business model, ABB's core values & culture, macro-economic developments etc. The Program has been designed to enable Directors to understand the Company's purpose and help in contributing effectively to decision making at the Board / Committee meetings.

The key managerial personnels of the Company provides regular updates to all the Directors by making presentation(s) on critical parameters, such as, business strategy, new strategic initiatives, financial outlook, financial reports, risk, compliance, market outlook/evolving trends, Sustainability initiatives, CSR, Human Resources, Safety, key regulatory updates were made to the Directors periodically. The Company has facilitated factory visits for the Directors, providing them with firsthand experience and brief overview of the Company's operations at the respective locations.

Pursuant to Regulation 46 of the Listing Regulations, details of familiarisation programmes imparted to the Independent Directors are available on the Company's website at [https://new.abb.com/docs/librariesprovider19/default-document-library/familiarization-programme-to-id5792d2f2c1f463c09537ff0000433538.pdf?sfvrsn=6966b10a\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/familiarization-programme-to-id5792d2f2c1f463c09537ff0000433538.pdf?sfvrsn=6966b10a_2)

## 3. Audit Committee

### (i) Terms of Reference

The Audit Committee acts on the terms of reference given by the Board pursuant to Section 177 of the Act and Regulation 18 of the Listing Regulations.

The terms of reference are briefly described below:

- 1 Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommending the Board, appointment, re-appointment, replacement or removal (in the event of necessity) of Statutory Auditors, Cost Auditors and / or any other auditors including fixation of remuneration;
- 3 Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4 Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section (5) of Section 134 of the Act;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions; and
  - g) qualifications in the draft audit report.
- 5 Reviewing, with the management:
  - the quarterly financial statements before submission to the Board for approval;
  - performance of Auditors, Internal Auditors, adequacy of the internal control systems;
- 6 Review and monitor the auditor's independence and performance and effectiveness of audit process;
- 7 Review the adequacy of Internal Audit function including the structure of the internal audit department staffing and seniority of the head of the department, reporting structure coverage and frequency of internal audit;
- 8 Approval or any subsequent modification of transactions of the Company with the related parties;
- 9 Approval on appointment of Chief Financial Officer including the Whole-time Director-Finance or any other person heading the finance function or discharging that function after assessing the qualification, experience and background etc., of such incumbent;
- 10 Reviewing the proposal for discontinuation / closure of any of the business operations of the Company;
- 11 Scrutiny of inter-corporate loans and investments;
- 12 Valuation of undertakings or assets of the Company, wherever it is necessary;
- 13 Monitoring the end use of funds raised through public offers and related matters;
- 14 Review proposal for mergers, demergers, acquisitions, carve-outs, sale, transfer of business and its valuation report and fairness opinion, if any, thereof;
- 15 Evaluation of internal financial controls and risk management systems;
- 16 Discussing with internal auditors any significant findings and follow up thereon;

- 17 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 18 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 19 To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 20 Review the functioning of the Whistle Blower mechanism.
- 21 Carry out such other functions as may be delegated by the Board from time to time.
- 22 Review various investment proposals before the same is submitted to the Board of Directors and also to review the guidelines for investing surplus funds of the Company;
- 23 To appoint valuers for the valuation of the undertakings or assets of the Company, wherever it is necessary including stocks, shares, securities, goodwill or any other assets or net worth of a Company or liability of the Company under the provisions of the Act.

In addition to the above, the following items will be reviewed by the Audit Committee:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions, (as defined by the Audit Committee) submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) Appointment, removal and terms of remuneration of the chief internal auditor.

The Audit Committee is vested with the necessary powers to achieve its objectives.

The Committee has discharged its role / function as envisaged under Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.

The Chairman of the Audit Committee was present at the 73<sup>rd</sup> Annual General Meeting held on May 4, 2023.

**(ii) Composition, names of members & Chairperson, meetings held during the year and attendance at meetings.**

The Audit Committee presently consists of four Non-executive Directors, out of which three are Independent Directors. The Committee has held four meetings during the Financial Year 2023 i.e., February 10, May 3, August 11 and November 9, 2023. The composition of the Audit Committee as on December 31, 2023 and the attendance of members at the meetings held during the Financial Year 2023 were as follows:

Members of the Committee	No. of meetings attended
Mr. V K Viswanathan (Independent Director) (Chairman)	3
Ms. Gopika Pant (Independent Director)	4
Ms. Monica Widhani (Independent Director)	4
Mr. Adrian Guggisberg (Non-executive Non-Independent Director)	3

Mr. Trivikram Guda, Company Secretary is the Secretary to the Audit Committee.

The gap between two Audit Committee Meetings did not exceed 120 days. The necessary quorum was present at the above Meetings.

#### 4. Nomination and Remuneration Committee

##### (i) Terms of Reference

The terms of reference and Role of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations which includes:

- 1 Formulating criteria for determining qualifications, positive attributes and independence of a director.
- 2 Identifying persons who are qualified to become Directors and who may be appointed in Senior Management and as KMP of the Company in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- 3 Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable.
- 4 Evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director considering candidates from a wide range of backgrounds, having due regard to diversity and time commitments of the candidates.
- 5 Formulating criteria for evaluation and manner of effective evaluation of Independent Directors, Board, its committees and every Director's performance.
- 6 Determine whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.
- 7 Devising a policy on Board diversity.
- 8 Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
- 9 Recommend to the board, all remuneration, in whatever form, payable to senior management.
- 10 Carrying out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- 11 Performing such other functions as may be necessary or appropriate for the performance of its duties.

The Nomination and Remuneration policy is framed by the Nomination and Remuneration Committee and approved by the Board.

The Chairman of the Nomination and Remuneration Committee was present at the 73<sup>rd</sup> Annual General Meeting held on May 4, 2023).

##### (ii) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings.

The Nomination and Remuneration Committee presently consists of three Non-executive Directors, two being independent. The Chairman is a Non-executive and Independent Director. The Committee has held two meetings during the Financial Year 2023 i.e., on February 10 and May 3, 2023. The composition of the Nomination and Remuneration Committee as on December 31, 2023 and the attendance of members at the meeting held during the Financial Year 2023 were as follows:

Members of the Committee	No. of meetings attended
Mr. V K Viswanathan (Chairman) (Independent Director)	2
Ms. Gopika Pant (Independent Director)	2
Ms. Carolina Granat (Non-executive Non-Independent Director)	2

The necessary quorum was present at the above Meetings.



**(iii) Remuneration Policy / Criteria for payments to Directors / Senior Management Employees**

The remuneration for Whole-time / Executive / Managing Director, KMP, Senior Management Personnel, and other employees are determined based on various factors, including attracting and retaining talented individuals, reflecting the Company's operations and role complexity, adhering to compensation structures and policies, considering market benchmarks, and complying with regulatory requirements.

Independent Directors receive sitting fees for attending Board Meetings and Committee Meetings, as approved by the Board of Directors. Additionally, they are eligible for a yearly profit-related commission, subject to approval by the Shareholders. The commission amount is determined taking into account factors such as attendance and the role played by the Independent Director. The sitting fee for each Director per meeting is ₹50,000/- for Board and Audit Committee Meetings, and ₹25,000/- for other Committees, including Corporate Social Responsibility, Stakeholders Relationship, Nomination and Remuneration, and Risk Management.

The Non-executive, Non-independent Directors are neither paid sitting fee nor paid any commission.

The remuneration payable to the Managing Director and Senior Management personnel including KMP are structured as fixed and variable components. The fixed remuneration comprises salaries, perquisites and retirement benefits and the variable component comprises annual performance bonus which is linked to the achievement of the score card fixed at beginning of the year.

**5. Details of remuneration to all the Directors paid during the Financial Year 2023**

(₹ in Lakh)					
Name	Sitting fees	Salary & perquisites	Commission*	Stock option	Pension
Mr. Sanjeev Sharma**	Nil	663.94	NA	Nil	Nil
Mr. V K Viswanathan	3.50	Nil	39.75	Nil	Nil
Ms. Gopika Pant	6.50	Nil	36.25	Nil	Nil
Ms. Carolina Granat	Nil	Nil	NA	Nil	Nil
Ms. Monica Widhani	6.00	Nil	17.00	Nil	Nil
Mr. Adrian Guggisberg	Nil	Nil	NA	Nil	Nil
Ms. Renu Sud Karnad***	Nil	Nil	9.25	Nil	Nil

\* Commission for the financial year 2022 paid during the financial year 2023.

\*\* In addition to the Salary / Perquisites mentioned above, as per Management Incentive Program (MIP) and Long Term Incentive Plan of ABB Group (which conditionally grants Options / Warrant appreciation rights / Equity shares of ABB Group Company to selected key employees), the Managing Director being one of the key employee is entitled to both programs.

\*\*\* Renu Sud Karnad (DIN : 00008064) resigned as Non-executive and Independent Director with effect from March 18, 2022

**Commission to Independent Directors:**

1. For Board Meetings: a fixed amount of ₹25 lakh per Independent Director based on 100% participation by way of attendance in the meetings.
2. For Committee Meetings: a fixed amount of ₹3 lakh per Independent Director based on 100% participation by way of attendance in the meetings.
3. For Chairman of the Audit Committee: a fixed amount of ₹8 lakh for 100% participation by way of attendance in the meetings.

The above commission payable to Independent Directors of the Company shall however not exceed in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in the Act. The Board authorizes the Chairman to determine the amount payable to the eligible Independent Director.

**Fixed Component / Performance Linked Incentive / Criteria**

Performance related Bonus is payable to the Managing Director only as per the terms of Contract entered into between the Company and the Managing Director.

**Service Contract / Notice Period / Severance Fees**

- a) The Contract of Service entered by the Company with Mr. Sanjeev Sharma, Managing Director, provides that the Company and the Managing Director shall be entitled to terminate the agreement by giving six months' notice in writing on either side.
- b) No severance fee is payable by the Company to the Managing Director on termination of the agreement/s.

### Stock Option

The Company does not have stock option scheme therefore the same is not applicable.

None of the Non-executive Directors has any pecuniary relationship or transactions with the Company.

### 6. Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been authorized to approve the transfer / transmission / transposition of shares and issue of duplicate share certificates and to consider all other matters of shareholder interest.

In order to expedite the process, the Board of Directors has also delegated the authority severally to the Managing Director and the Company Secretary to approve the share transfers / transmissions and accordingly, the Managing Director or the Company Secretary approves the transfer / transmission of shares as and when required from time to time.

Four meetings of Committee were held during the Financial Year 2023 i.e., on February 10, May 3, August 11 and November 9, 2023.

The Stakeholders Relationship Committee presently consists of three and one being executive director, two being independent. The Committee is chaired by Ms. Gopika Pant - Independent Director. Mr. Trivikram Guda, Company Secretary is the Secretary to the Committee.

The composition of Stakeholders Relationship Committee as of December 31, 2023 and attendance of members at the meetings held during the Financial Year 2023 were as follows:

Members of the Committee	No. of meetings attended
Ms. Gopika Pant (Chairperson) (Independent Director)	4
Ms. Monica Widhani (Independent Director)	4
Mr. Sanjeev Sharma (Managing Director)	4

The necessary quorum was present at the above Meetings.

All investor grievances and correspondences, apart from court cases regarding share title disputes where the Company is involved, are promptly addressed. The Company continuously strives to expedite the resolution of grievances to ensure complete satisfaction for the investors.

Name, Designation and Address of Compliance Officer is as below:

Trivikram Guda  
Company Secretary and Compliance Officer

ABB India Limited  
Disha - 3rd Floor  
Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya  
Bengaluru - 560 058, Karnataka.

E-mail: investor.helpdesk@in.abb.com  
Phone: +91 80 2294 9113

The details of investors' complaints received and resolved during the Financial Year 2023 are as under:

No. of investors' complaints received during 2023	No. of investors' complaints resolved during 2023	Investors' complaints pending at the end of 2023
1185	1182	3

## 7. Risk Management

The Company has established a robust mechanism to keep Board Members informed about risk assessment and mitigation procedures. This includes regular reviews to ensure that executive management effectively controls risk through a well-defined framework. The Company has formulated a Policy on Risk Management and constituted a Risk Management Committee.

Two meetings of Committee were held during the Financial Year 2023 i.e., on May 22 and October 4, 2023.

The composition of Risk Management Committee as at December 31, 2023 and attendance of members at the meetings held during the Financial Year 2023 is provided as follows:

Members of the Committee	No. of meetings attended
Mr. V K Viswanathan (Independent Director) (Chairman)	2
Mr. Sanjeev Sharma (Managing Director)	2
Mr. T.K. Sridhar (Chief Financial Officer)	2

Mr. Trivikram Guda, Company Secretary is the Secretary to the Risk Management Committee.

The gap between two Risk Management Committee Meetings did not exceed 180 days. The necessary quorum was present for both the Meetings.

## 8. Corporate Social Responsibility Committee

Pursuant to Section 135 of the Act, a Corporate Social Responsibility (CSR) Committee of the Board has been constituted.

Four meetings of Committee were held during the Financial Year 2023 i.e., on February 10, May 3, August 11 and November 9, 2023.

The Committee is chaired by Ms. Monica Widhani – Independent Director. The composition of Committee as at December 31, 2023 and attendance of members at the meetings held during the Financial Year 2023 were as follows:

Members of the Committee	No. of meetings attended
Ms. Monica Widhani (Chairperson) (Independent Director)	4
Mr. Sanjeev Sharma (Managing Director)	4
Ms. Gopika Pant (Independent Director)	4
Ms. Carolina Granat (Non-Executive & Non-Independent Director)	4

The necessary quorum was present at the above Meetings.

The Company has adopted a Corporate Social Responsibility (CSR) Policy and identified the following key focus areas for implementing CSR initiatives:

- Education: Education & vocation skilling for children and youth to empower them to create generational impact for their families & communities
- Diversity & Inclusion: Gender diversity, and inclusion in terms of equal opportunity with empowerment and skills training for women, differently-abled and ethnicity
- Communities and Environment: Environmental and social local safeguard focused on environmental natural resource conservation, cleanliness, hygiene, health care, safety and access to basic resources like water; community development projects and disaster relief.

The Company's CSR policy may be viewed on the Company's website at [www.abb.co.in](http://www.abb.co.in)

The Annual Report on CSR activities for Financial Year 2023 forms part of the Annual Report, as Annexure H.

## 9. Subsidiary Company

The Company did not have material subsidiary in the financial year 2023. Hence, the Company has not formulated any specific policy on dealing with material subsidiaries.

## 10. Managing Director (MD) and Chief Financial Officer (CFO) certification

The MD and CFO certification on the Financial Statements, Cash Flow Statement, and Internal Control Systems for financial reporting has been obtained from Mr. Sanjeev Sharma, Managing Director, and Mr. T. K. Sridhar, Chief Financial Officer, in accordance with Regulation 17 read with Part B of Schedule II of the Listing Regulations. This certification is included in the Annual Report

## 11. Senior Management

Consequent to resignation of Mr. Indraneel D Regional Division Manager for Large Motors division at Maneja, Mr. Sanjeev Arora, Lead Business Manager, Motion India was appointed as the ad interim head up to March 31, 2023. Thereafter, effective April 1, 2023, Mr. Neeraj Kulkarni, who was working in ELDS division of the Company, was appointed as the Regional Division Manager India, Middle East, Africa and Latin America, Large Motors and Generators Division at Maneja. Mr. GNV Subba Rao has taken over responsibility as Local Business Line Manager (ad-interim), India, Process Industries, effective September 1, 2023 consequent to resignation of Vinod C.

## 12. General Body Meetings

(i) Location and time where last three Annual General Meetings (AGMs) held

For the Year	Venue	Day & Date	Time
2022	"Aura", Taj Yeshwantpur, 2275, Tumakuru Road, Yeshwantpur, Bengaluru-560 022	Thursday, May 04, 2023	11.00 a.m. (IST)
2021	Registered Office of the Company through Video Conferencing / Other Audio Visual Means	Thursday, May 5, 2022	11.00 a.m. (IST)
2020	Registered Office of the Company through Video Conferencing / Other Audio Visual Means	Wednesday, April 28, 2021	11.00 a.m. (IST)

(ii) Special Resolution passed in the previous three Annual General Meetings.

No Special Resolution was passed at the 73rd Annual General Meeting held on May 4, 2023

Special Resolution passed at the 72nd Annual General Meeting held on May 5, 2022:

- Commission to Independent Directors of the Company

No Special Resolution was passed at the 71st Annual General Meeting held on April 28, 2021.

(iii) Postal Ballot

No resolution was passed through postal ballot during the year Financial Year ended December 31, 2023.

The Board based on recommendations of the Nomination and Remuneration Committee, proposed the re-appointment of Ms. Gopika Pant as Independent Director of the Company. Pursuant to the provisions of Listing Regulations, the approval of shareholders for appointment or re-appointment of the Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Since, the proposed re-appointments of Ms. Gopika Pant is with effect from April 27, 2024, and the upcoming annual shareholder's meeting is scheduled on May 11, 2023, it was proposed to seek shareholder's approval by way of postal ballot. In consideration of the above, the Board of Directors has, in its meeting held on Tuesday, February 20, 2024, given the approval to conduct Postal Ballot by electronic mode (i.e. through remote e-voting) for obtaining members' approval by special resolution for Re-appointment of Ms. Gopika Pant (DIN: 00089380) as Independent Director of the Company for a further period of 3 consecutive years from April 27, 2024 until April 26, 2027.

### 13. Disclosures

- (i) Disclosures on materially significant related party transactions.

There was no materially significant related party transaction during the year having potential conflict with the interests of the Company. Transactions with related parties, as per requirements of Indian Accounting Standard 24, are disclosed in the notes to accounts annexed to the financial statements. Further the Company has not entered into any transaction of a material nature with the Promoters, subsidiaries of Promoters, Directors or their relatives etc. that may have potential conflict with the interests of the Company.

All the transactions with related parties were in the ordinary course of business and on arm's length basis, except transactions, which are disclosed in the Directors' Report. In terms of Regulation 23 of Listing Regulations the Company obtains prior approval of the Audit Committee for entering into any transaction with related parties. The Audit Committee granted omnibus approval for certain transactions to be entered into with the related parties, during the year.

The Audit Committee further reviews the Related Party Transactions of the Company on a quarterly basis. Policy on materiality of and dealing with Related Party Transactions can be viewed in the Company's website. Link for the same is [https://new.abb.com/docs/librariesprovider19/default-document-library/rpt-policy-approved\\_feb-10-2022.pdf?sfvrsn=185cdf09\\_2](https://new.abb.com/docs/librariesprovider19/default-document-library/rpt-policy-approved_feb-10-2022.pdf?sfvrsn=185cdf09_2)

- (ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities, on any matter related to capital markets during the last three years.

During last three years, neither any penalty nor any stricture has been passed by SEBI, Stock Exchanges or any other Statutory Authority on matters relating to capital markets.

- (iii) Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has adopted Whistle Blower Policy where it has a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct / Business Ethics. During the financial year 2023, the Whistle Blower Policy has been amended in order to bring more clarity and awareness on the reporting mechanisms. The Policy provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any Integrity issue.

- (iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements under the Listing Regulations.

During the year, the Company has fully complied with the mandatory requirements as stipulated in Listing Regulations.

The Company has adopted C, D & E of the Non-mandatory requirements as provided in Part E of Schedule II to the Listing Regulations and not adopted A & B since they are discretionary requirements.

### 14. Means of Communication

#### Quarterly Financial Results / Official News Releases

The quarterly/half-yearly/annual financial results are published in Business Standard/Financial Express/Business Line (English Daily) and Vijaya Karnataka (Kannada Daily).

The financial results and the official news releases are also placed on the Company's website at [www.abb.co.in](http://www.abb.co.in). The Company has a dedicated help desk with e-mail ID: [investor.helpdesk@in.abb.com](mailto:investor.helpdesk@in.abb.com) in the Secretarial Department for providing necessary information to the investors.

In addition to the above, after announcement of results, the Company holds conference call with financial analysts. The transcript of the said concalls are uploaded on the Company's website at [www.abb.co.in](http://www.abb.co.in)

## 15. General Shareholder Information

### (i) Annual General Meeting Day, Date, Time and Venue:

The Company will be holding its 74th Annual General Meeting on Saturday, May 11, 2024 at 11.00 A.M. (IST) at the registered office of the Company located at Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru, Karnataka, India, 560058

### Agenda:

- Item No. 1 - Consideration and Adoption of Audited Financial Statements of the Company for the Financial Year ended December 31, 2023 and Reports of the Board of Directors and the Auditors thereon.
- Item No. 2 - Declaration of Final Dividend
- Item No. 3 - Re-appointment of Mr. Adrian Guggisberg as a Director liable to retire by rotation
- Item No. 4 - Ratification of remuneration to Cost Auditor of the Company for Financial Year ending December 31, 2024

### (ii) Profile of Director seeking appointment/re-appointment

The profile of Director/s retiring by rotation and seeking appointment/re-appointment at the 74th Annual General Meeting are given in the Annexure to the Notice convening the said Annual General Meeting.

None of the Directors are related to any other Director.

### (iii) Financial Year

Company's financial year is January – December. The indicative calendar of events for the year 2024 (January - December) excluding Extraordinary General Meeting(s), if any, are as under:

Fourth Quarter Financial Results (Year 2023)	February 2024
First Quarter Financial Results	May 2024
Annual General Meeting	May 2024
Second Quarter Financial Results	August 2024
Third Quarter Financial Results	November 2024

In terms of the circular issued by Ministry of Corporate Affairs, as a Green Initiative and subsequent amendment to the Listing Regulations, soft copy of the Notice and the Annual Report for the financial year 2023 have been circulated to the respective e-mail IDs registered and available in Company's records.

### (iv) Date of Book Closure

The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, May 5, 2024 to Saturday, May 11, 2024 (both days inclusive) for the purpose of Dividend and AGM.

### (v) Dividend Payment Date

The dividend, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid after May 11, 2024, to those Members whose names appear on the Company's Register of Members as on Saturday, May 4, 2024 being the Record Date for determining the shareholders who are entitled to receive Dividend.

**(vi) Listing on Stock Exchanges**

The equity shares of the Company are currently listed with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid till date, the requisite listing fees to both the stock exchanges.

Pursuant to the Regulation 39 (4) read with Schedule VI of the Listing Regulations, the Company's Registrar & Share Transfer Agents have already sent three reminders to those shareholders whose share certificates were returned undelivered and remain unclaimed so far. Further, as required, the Company has transferred the said unclaimed shares to one folio in the name of "ABB India Limited-Unclaimed Suspense Account", and the voting rights thereon have been frozen till the shares are claimed by the rightful owners. Details are given below:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	5 shareholders and 3,197 equity shares
Number of shareholders who approached issuer for transfer of shares from suspense account during the year.	Nil
Number of shareholders to whom shares were transferred from suspense account during the year.	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	5 shareholders and 3,197 equity shares

**(vii) Stock Code Equity Shares:**

BSE : 500002

NSE: ABB

ISIN : : INE117A01022

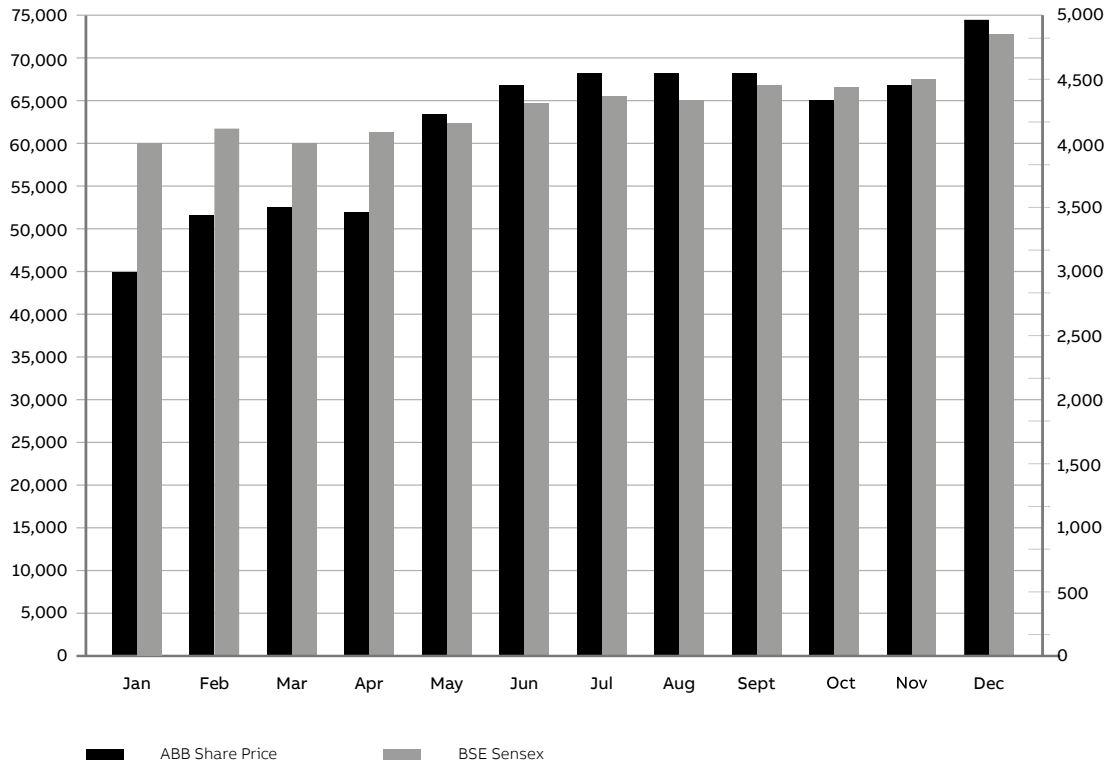
**(viii) Market Price Data**

The market price data of the Company's shares traded in the BSE Limited and the National Stock Exchange of India Limited, during the year 2023 were as follows:

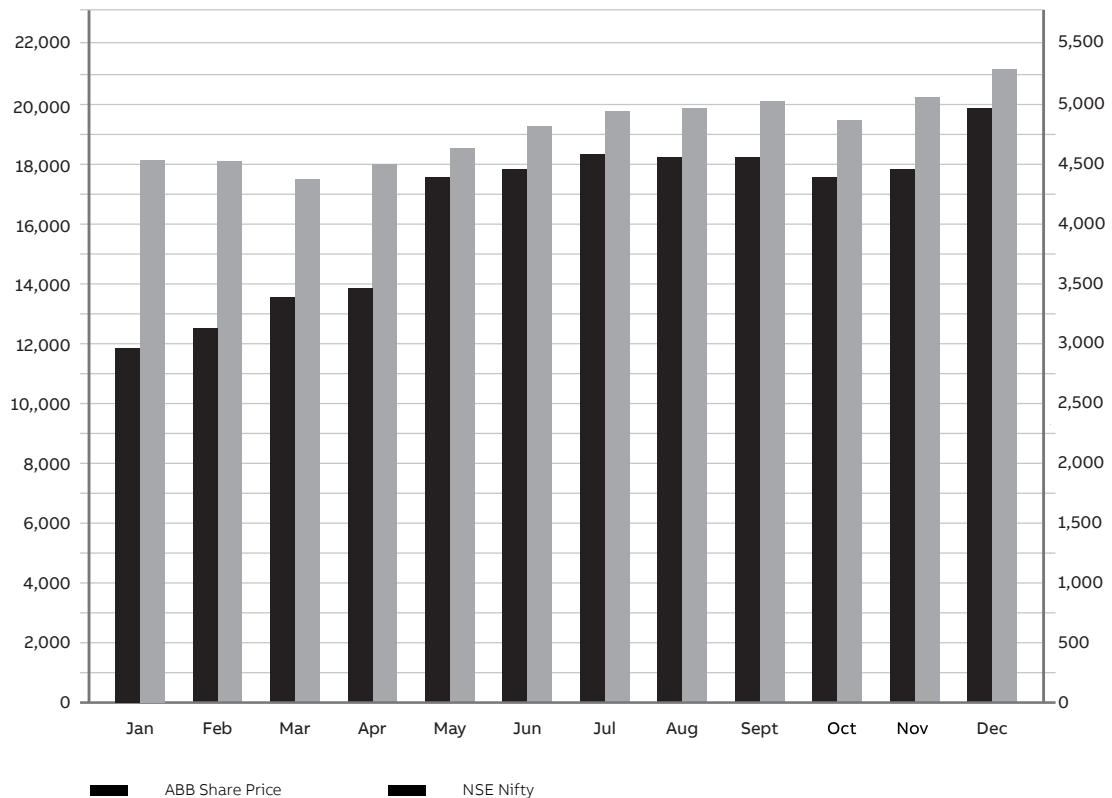
Year 2023	ABB - BSE (₹)		BSE Sensex		ABB - NSE (₹)		NSE Nifty	
	High	Low	High	Low	High	Low	High	Low
January	2,979	2,663	60,620	59,329	2,979	2,663	18,251	17,604
February	3,245	2,755	61,993	59,411	3,247	2,752	18,134	17,303
March	3,434	3,209	59,812	57,535	3,434	3,207	17,754	16,945
April	3,467	3,143	61,112	59,656	3,468	3,141	18,065	17,398
May	4,290	3,391	62,503	61,057	4,299	3,390	18,633	18,129
June	4,445	3,927	64,719	62,555	4,444	3,937	19,189	18,487
July	4,615	4,141	66,682	65,277	4,614	4,141	19,779	19,322
August	4,581	4,224	65,712	64,890	4,589	4,220	19,733	19,253
September	4,676	4,090	67,838	65,387	4,678	4,088	20,182	19,435
October	4,340	3,848	66,284	63,564	4,339	3,850	19,811	18,857
November	4,460	4,047	67,481	64,372	4,465	4,045	20,133	18,989
December	4,953	4,376	72,272	67,468	4,957	4,376	21,778	20,667

Performance in comparison to broad-based indices viz., BSE Sensex and NSE Nifty

**ABB Share Price movement v/s BSE Sensex**  
January 2023 - December 2023



**ABB Share Price movement v/s NSE Nifty**  
January 2023 - December 2023





**(ix) Registrar and Share Transfer Agents**

KFin Technologies Limited  
Selenium Tower B, Plot Nos. 31 & 32 | Financial District  
Nanakramguda |Serilingampally Mandal | Hyderabad - 500032 | Telangana Tel : +91 40 67161653  
Fax No. +91 40 23420814  
E-mail: einward.ris@kfintech.com Website: www.kfintech.com

**(x) Share Transfer System**

The Company has engaged the services of registrar and share transfer agent Kfin Technologies Limited (“RTA”) for the equity shares listed on NSE and BSE. All the requests relating to transfer, transmission, splitting of Share certificates, dematerialisation and rematerialisation processing, payment of dividends etc. are done by the share transfer agent. The Company’s shares being in compulsory demat list, are transferable through the depository system. In terms of the Listing Regulations transfer of shares in the physical form is not permitted beyond April 1, 2019. The transmission or transposition of shares are being processed by the RTA, and approved by the Stakeholders Relationship Committee. In order to expedite the process, the Board of Directors has delegated the authority severally to the Managing Director (MD) and the Company Secretary to approve transmission or transposition of shares and accordingly, the MD or the Company Secretary approve the transmission/ transposition of shares generally on a weekly basis. This process is reviewed by the Committee.

As required under Regulation 40(9) of the SEBI Listing Regulations, Mr. K Jayachandran, Company Secretary in Practice, has examined the records relating to share transfer, etc., on an annual basis and has issued a certificate confirming compliance with the said provisions. The Company has, accordingly, submitted the same to BSE and NSE, where its Equity Shares are listed.

**(xi) Shareholding Pattern**

Shareholders	As on 31.12.2022		As on 31.12.2023	
	No. of shares	%	No. of shares	%
ABB Asea Brown Boveri Ltd, Zurich	15,89,31,281	75.00	15,89,31,281	75.00
Mutual Funds	1,42,54,854	6.73	1,04,40,974	4.93
Financial Institutions/Banks	2,75,230	0.13	29,793	0.01
Foreign Institutional Investors	1,59,91,071	7.55	2,27,09,433	10.72
Trusts	5,864	0.00	1,57,539	0.07
Resident Individuals	1,43,30,676	6.77	1,36,28,578	6.44
Non Resident Indians	1,77,429	0.08	1,79,200	0.08
Clearing Members	49,547	0.02	3,068	0.00
Qualified Institutional Buyer	60,94,679	2.88	41,98,921	1.98
Non Resident Indian - Non Repatriable	4,34,297	0.20	4,93,125	0.23
Bodies Corporates	8,43,714	0.40	6,29,249	0.3
Directors and their Relatives	0	0.00	0	0.00
I E P F	5,15,751	0.24	5,02,226	0.24
Foreign Nationals	3,982	0.00	4,988	0.00
<b>Total:</b>	<b>21,19,08,375</b>	<b>100</b>	<b>21,19,08,375</b>	<b>100</b>

**(xii) Distribution of Shareholding as on December 31, 2023**

Category	No. of Shareholders	No. of Shares held	% of equity capital
1 – 5000	101350	12650673	5.97
5001 – 10000	330	2303466	1.09
10001 – 50000	272	6078789	2.87
50001 – 100000	58	4181363	1.97
100001 and above	83	186694084	88.10
<b>Total</b>	<b>102093</b>	<b>21,19,08,375</b>	<b>100</b>

**Top 10 Shareholders (other than Promoters) as on December 31, 2023**

Sl No.	Name of Shareholder	Total shares	% To total equity capital	Category
1	CANARA ROBECO MUTUAL FUND A/C CANARA ROBECO EQUITY	1671559	0.79	MUT
2	Axis Mutual Fund Trustee Limited A/C Axis Mutual F	1188713	0.56	MUT
3	NPS Trust - A/C Max Life Pension Fund Management L	1190762	0.56	QIP
4	KOTAK MAHINDRA TRUSTEE CO LTD	1120036	0.53	MUT
5	SBI MAGNUM EQUITY ESG FUND	867681	0.41	MUT
6	Nippon Life India Trustee Ltd-A/C Nippon India ARB	810390	0.38	MUT
7	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	723655	0.34	FPC
8	Vanguard Emerging Markets Stock Index Fund, A Seri	724955	0.34	FPC
9	Motilal Oswal Nifty 200 Momentum 30 ETF	689732	0.33	MUT
10	HDFC Life Insurance Company Limited	248374	0.12	QIB

**(xiii) Dematerialisation of shares and liquidity**

The equity shares of the Company are available under dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's equity shares are compulsorily traded in the dematerialised form.

As on December 31, 2023, out of 21,19,08,375 equity shares of the Company, 21,05,46,908 equity shares have been dematerialised representing 99.40%.

Your Company confirms that the promoters' holdings were converted into electronic form and the same is in line with the circulars issued by SEBI.

Shareholders who are still holding shares in physical form are requested to dematerialize their shares at the earliest, this will be more advantageous to deal in securities. For queries / clarification / assistance, shareholders are advised to approach the Company's Registrar and Share Transfer Agents.

**(xiv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity.**

As on date, the Company has not issued GDRs, ADRs or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

**(xv) Code of Conduct**

As required under Listing Regulations, the Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and that the same has been hosted on the Company's website. All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct, as on December 31, 2023. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has, inter-alia, adopted a Code of Conduct for Prohibition of Insider Trading Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code) duly approved by the Board of Directors of the Company.

As per the above Code, Mr. Trivikram Guda is the Compliance Officer and Mr. T.K. Sridhar is the Chief Investor Relations Officer.

**(xvi) Company affirms that all the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.****(xvii) Plant Locations**

The Company's plants are located at Peenya and Nelamangala in Bengaluru, Maneja in Vadodara, Faridabad and Nashik.

**(xviii) Commodity Price Risk / Foreign Exchange Risk and Hedging activities.**

The Company is exposed to foreign exchange risk on account of import and export transactions entered and it is exposed to commodity price risk on account of procurement of base metals (Copper and Aluminium) and precious metals (Silver) to be used in manufacturing activities. Details of commodities exposure as on December 31, 2023 are provided below:

a) Total Exposure of the Company to commodities in ₹: 4,770,453,214

b) Exposure of the Company to various commodities:

Commodity Name	Exposure in INR towards the particular	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Copper	3,639,743,170	5193 MT			90%	90%	
Silver	449,979,566	232,341 Ounce			81%	81%	
Aluminum	80,053,310	430 MT			0%	0%	
Steel	600,677,168	11,638 MT			0%	0%	

2023 Average USD/INR	82.6
2023 Average Copper/MT	8485.45
2023 Average Silver/Ounce	23.447
2023 Average Aluminum/MT	2253.88
2023 Average Steel/MT (LME Steel Rebar)	624.86

**c) Commodity risks faced by the Company during the year and how they have been managed.**

The Company is a sizable user of various commodities, including base metals & others, which exposes it to the price risk on account of procurement of commodities. The Company is proactively mitigating these risks by entering into commensurate hedging transactions with banks as per applicable guidelines and group risk management instructions.

- (xix) The Company has made payment of ₹ 0.20 Crores during the year for services, other than towards audit fees, to the statutory auditors and to network firms/network entities of which the statutory auditor is a part. These services are Certification confirming foreign currency hedges and other matters.
- (xx) There were no instances of non-acceptance of any recommendations of the Board level Committees by the Board.
- (xxi) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- |  |   |   |
|--|---|---|
| (a) Number of complaints filed during the financial year         | - | 2 |
| (b) Number of complaints disposed of during the financial year   | - | 1 |
| (c) Number of complaints pending as on end of the financial year | - | 1 |

**(xxii) Credit ratings**

The Company does not have any debt instrument, fixed deposit programme or any scheme or proposal for mobilization of funds. Hence, during the Financial Year 2023, it had not obtained any credit rating for this purpose.

**(xxiii) Address for correspondence**

ABB India Limited  
Disha – 3rd Floor, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV  
Peenya, Bengaluru - 560 058, Karnataka, India Tel : +91 80 22949113  
Fax No: +91 80 22949148  
Corporate Secretarial E-mail ID: investor.helpdesk@in.abb.com Website: www.abb.co.in

**(xxiv) Corporate Identity Number**

The Corporate Identity Number (CIN), of the Company is L32202KA1949PLC032923.

**(xxv) Compliance Officer**

Mr. Trivikram Guda, Company Secretary (ACS 17685) is the Compliance Officer of the Company and Secretary to all Committees of the Board.

**16. Discretionary requirements**

- The Company does not maintain a separate office for the Non-executive Chairman.
- The quarterly financial results are published in the newspapers of wide circulation and not sent to individual shareholders. Further the financial results are available on the website of the Company at <https://new.abb.com/indian-subcontinent/investors/financial-results-and-presentations/quarterly-results-and-annual-reports-2022> and of Stock Exchanges where the shares of the Company are listed i.e., BSE and NSE.
- The Auditors' opinion on the Financial Statements is unmodified.
- The Internal Auditor of the Company reports to the Audit Committee on periodical / quarterly basis to ensure the independence of the Internal Audit function.
- The Company is in compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulation.
- The Company has not given any loans or advances to firms/companies in which Directors are interested during the financial year ended December 31, 2023

For ABB India Limited

Adrian Guggisberg  
Chairman  
DIN: 09590850

Place : Nashik  
Date : February 20, 2024

**Declaration by the Managing Director under Listing Regulations regarding compliance with Business Conduct Guidelines (Code of Conduct).**

In accordance with the Listing Regulations, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the Financial Year ended December 31, 2023

For ABB India Limited

Sanjeev Sharma  
Managing Director  
DIN: 07362344

Place: Nashik  
Date: February 20, 2024

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of ABB INDIA LIMITED,  
CIN: L32202KA1949PLC032923  
Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage,  
Peenya Industrial Area IV, Peenya,  
Bengaluru - 560058, Karnataka.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ABB India Limited, having CIN:L32202KA1949PLC032923 (“the Company”) and having Registered Office at Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560058, Karnataka (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015..

In my opinion and to the best of my information and according to the verifications including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on December 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies, by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN (Director Identification Number)	Date of appointment in Company
1	Mr. Sanjeev Sharma	07362344	01/01/2016
2	Mr. Adrian Guggisberg	09590850	06/05/2022
3	Ms. Gopika Pant	00388675	27/04/2021
4	Mr. V K Viswanathan	01782934	13/11/2019
5	Ms. Monica Widhani	07674403	06/05/2022
6	Ms. Carolina Yvonne Granat	09477744	01/04/2022

My responsibility is to express an opinion on these based on my verification. Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Bengaluru  
Date : January 09, 2024

Sd/-  
**K Jayachandran**  
Practicing Company Secretary  
ACS No.11309/CP.No.4031  
UDIN: A011309E003157122

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# Annexure - G to Boards' Report

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identity No : L32202KA1949PLC032923

Nominal Capital : Rs. 50 Crores

To  
The Members of ABB India Limited,

We have examined all the relevant records of ABB India Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended December 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanation and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Regulations during the period under review.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has complied with items C, D and E.

For **V. Sreedharan & Associates**  
Company Secretaries

**(Pradeep B. Kulkarni)**  
Partner  
FCS. 7260; C.P No. 7835  
Address: Plot No.293, #291, 2nd Floor, 10th Main Road,  
3rd Block Jayanagar, Bengaluru - 560011

Place: Bengaluru  
Date: February 20, 2024  
UDIN: F007260E003458081  
Peer Review Certificate No. 589/2019

# Annexure - H to Boards' Report

## Annual Report on CSR Activities for the Financial Year ended December 31, 2023

### (1) A brief outline of the company's CSR policy:

ABB as a responsible Corporate entity strives to reach out to wider community to ensure well-being of needy as a part of its Corporate Social Responsibility ("CSR"). ABB in India has always believed in and contributed to the society. Along with sustained economic performance, environmental and social stewardship is also a key factor for holistic business growth and is internalized as integral part of the Company's Strategy.

### Objective of the Policy:

"ABB India views Corporate Social Responsibility (CSR) as a channel to further its cause for a better world by writing the future together with its multiple stakeholders." The Company is committed to sustainable and inclusive development of the community's social capital through active engagement. The Company's CSR programs are aimed to contribute, catalyze and augment Governmental efforts in the social development agenda, predominantly in areas where it operates.

### Company's CSR focus areas:

1. Education. (ABB Value 'Curiosity')
2. Diversity and Inclusion in fabric of society. (ABB Value 'Courage')
3. Communities and environment. (ABB Value 'Care')

### (2) Composition of CSR Committee:

Sl. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms Monica Widhani	Chairperson of the Committee and independent director	4	4
2	Ms Carolina Granat	Member	4	4
3	Mr Sanjeev Sharma	Member	4	4
4	Ms Gopika Pant	Member	4	4

### (3) Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

<https://new.abb.com/indian-subcontinent/investors/documents-policies>

### (4) Provide the executive summary along with web-link(s) of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Sl. No.	Name the program	Partnering organization	Impact Assessment carried out (Yes/No)
1	Operation of mobile healthcare units for Karnataka	HelpAge	Yes
2	Infrastructure upgradation and medical items supply to Taluk Govt. Hospital, Nelamangala	Vendor	Yes
3	Supporting with supply of critical medical equipments for diagnosis and cancer treatment	Sri Shankara Cancer Foundation	Yes
4	Special education and mentoring to school children across 98 Govt. schools in Nelamangala	Sivasri Charitable Trust	Yes
5	Special school to mainstream children with disability	Association of People with Disability (APD)	Yes
6	Women engineering scholarship program for meritorious and deserving selected women at Bangalore location for a 4-year program	Lila Poonawalla Foundation (LPF)	Yes
7	Supporting differently-abled women	Gharkul Parivar Sanstha	Yes
8	Improving road safety, security cleanliness, hygiene aspects - Peenya industrial area	Vendor	Yes

Impact assessment report available here: [https://new.abb.com/docs/librariesprovider19/default-document-library/abb-india\\_compiled\\_report\\_7\\_april.pdf](https://new.abb.com/docs/librariesprovider19/default-document-library/abb-india_compiled_report_7_april.pdf)

For the above large projects 3rd party impact assessment was carried out in the previous year and the same projects continue to impact communities in the current year.

(5)

a.	Average net profit of the company as per Section 135(5)	7,727,790,753
b.	Two percent of average net profit of the company as per section 135(5)	154,555,815
c.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0
d.	Amount required to be set-off for the financial year, if any	0
e.	Total CSR obligation for the financial year (b+c+d)	154,555,815

- (6) a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 108,240,484  
b) Amount spent in Administrative Overheads: ₹ 577,928  
c) Amount spent on Impact Assessment, if applicable: 0  
d) Total amount spent for the Financial Year (a+b+c+d): ₹ 108,818,412  
e) CSR amount spent or unspent for the financial year: ₹ 45,737,403

Total Amount Spent for the Financial Year. (in ₹)	Amount unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
108,818,412	45,737,403	January 30, 2024	-	-	-

- f) Excess amount for set off, if any: NA

Sl. No.	Particular	Amount (in ₹)
(i)	Two per cent of average net profit of the Company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

(7) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	2020	-	-	-	-	-	-	-
2	2021	-	-	-	-	-	-	-
3	2022	39,911,461	23,810,000	16,101,461	0	0	23,810,000	-
	<b>Total</b>	<b>39,911,461</b>	<b>23,810,000</b>	<b>16,101,461</b>	<b>0</b>	<b>0</b>	<b>23,810,000</b>	<b>-</b>



**(8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:**

Yes

If Yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent (Rs)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address
1	Nelamangala public rural road upgradation and development project phase 2	562123	November 2023	8,274,573 (work in progress)	NA	Kanegowdanahalli Gram Panchayat, Nelamangala, City Municipal council Nagarasabhe, Nelamangala	Kanegowdanahalli Gram Panchayat, Nelamangala, Bangalore rural City Municipal council Nagarasabhe, Nelamangala Bangalore rural
2	Equipment support for cancer screening and treatment	560070	December 2023	8,700,000	CSR 00004616	Sri Shankara Cancer Foundation	"Sriniketana" No. 1786, 14th Main Road, 34th Cross, Banashankari II Stage, Bangalore
3	Water check dam construction for water management in villages	422005	June, 2023	2,552,500 (work in progress)	NA	Vanvasi Kalyan Ashram, Nashik	Paschim Vibhag Prant Karyalaya, 15, Krushi Nagar, Off College Road, Nashik
4	Infrastructure and facilities upgradation – at Govt ITI for specially abled people (Project 1)	3900069	May 2023	1,395,235 (work in progress)	NA	Industrial Training Institute, Vadodara (Disability) ITI Tarsali Vadodara	Industrial Training Institute, Vadodara (Disable) ITI Tarsali campus, Opp Army canteen Vadodara
5	Infrastructure and facilities upgradation (Project 2)	3900069	May 2023	277,300 (work in progress)	NA	Industrial Training Institute, Vadodara ITI Tarsali Vadodara	Industrial Training Institute, Vadodara ITI Tarsali campus, Opp Army canteen Vadodara
6	CAPEX for renovation of a OPD at a Municipal hospital, Delhi	110054	Nov 2023	3,182,292	NA	Balak Ram Hospital, Municipal Hospital Delhi	Balak Ram Hospital Timarpur, Near Timarpur Police Station, Indra Basti, Block C, Delhi Administration Flats, New Delhi

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent (Rs)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address
7	Rainwater harvesting systems at Govt schools	562123	Dec 2023	152,400	NA	Govt Higher Secondary School (GHS) Baradi Mandigere Village	GHS Baradi Mandigere Village, Nelamangala taluk, Bengaluru Rural District, Karnataka
		562132	Dec 2023	147,600	NA	Govt Higher Secondary School Byranayakanahalli, Byranayakanahalli Village	GHS Byranayakanahalli Village, Nelamangala taluk, Bengaluru Rural District, Karnataka
		562132	Dec 2023	273,800	NA	Govt Higher Secondary School Manne Village	GHS Manne Village, Nelamangala taluk, Bengaluru Rural District, Karnataka
		562111	Dec 2023	27,300	NA	Government Higher Secondary School Devarahosahalli, Village	GHS Devarahosahalli, Village, Nelamangala taluk, Bengaluru Rural District, Karnataka
		562111	Dec 2023	152,400	NA	Government Higher Secondary School Maragondanahalli Village	GHS Maragondanahalli Village, Nelamangala taluk, Bengaluru Rural District, Karnataka

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

**(9) Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5):**

All the projects which were approved for the Company for 2023 have already commenced and are in various stages of fulfillment / implementation.

Infrastructure projects: In case of projects under this category, amounts remained unspent on the account of delay in obtaining approval from local authorities required for the implementation of the projects.

Other projects: In case of projects under this category the implementing agencies were unable to complete activities to meet with the estimated spend by close of the calendar year due to alignment and planning challenges and most being multiyear ongoing projects. The projects are expected to be completed as per the schedule in the coming years.

**Sanjeev Sharma**  
Managing Director  
DIN : 07362344

**Monica Widhani**  
Chairperson CSR Committee  
DIN : 07674403

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# MD / CFO Certificate

To  
The Board of Directors  
ABB India Limited

We certify that;

- A. We have reviewed financial statements and the cash flow statement of ABB India Limited for the year ended December 31, 2023 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the code of conduct of the Company.
- C. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- D. We have indicated to the Auditors and the Audit Committee that there are:
1. no significant changes in internal control over financial reporting during the year;
  2. no significant changes in the accounting policies except as disclosed in the financial statements; and
  3. no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.
- E. We affirm that we have not denied any personnel access to the Audit Committee of the Company and we have provided protection to whistle blowers from unfair termination and other unfair or prejudicial employment practices.

We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**Sanjeev Sharma**  
Managing Director  
DIN: 07362344

**T.K. Sridhar**  
Chief Financial Officer

Place: Nashik  
Date: February 20, 2024

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# Independent Auditor's Report To the Members of ABB India Limited

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of ABB India Limited (the "Company") which comprise the balance sheet as at 31 December 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 December 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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**Revenue from fixed price contracts using percentage of completion method**


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**See Note 2.6 and 2.3(a) to the financial statements**


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**The key audit matter**

Revenue from fixed price contracts are recognized in accordance with Ind AS 115, Revenue from Contracts with Customers, and as detailed in note 2.6 of the "significant accounting policies" in the financial statements.

There are key judgements and estimates involved in recognition of revenue relating to fixed price contracts on a percentage of completion method, which includes:

- Estimation of total contract costs and remaining costs to completion, which is a critical factor in measuring progress of a contract and amounts of revenue to be recognized;
- Evaluation of risks arising from operational delays, contract terms, changes in estimations, technical, legal, external environment etc. This requires the Company to estimate costs to capture such risks, including liquidated damages and warranties.

In view of the above and given the Company and its stakeholders focus on revenue as a key performance indicator, we determined this to be a key audit matter.

**How the matter was addressed in our audit**

In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards.
- We understood the process on revenue recognition of fixed price contracts using percentage of completion method and tested key internal controls (both design and operating effectiveness) with respect to revenue recognition of such contracts on random sample basis.
- We performed analytical procedures on revenue recognised during the year on such contracts at segment level to identify unusual variances, if any, vis-a-vis previous year and discussed with designated management personnel.
- We performed substantive testing on the statistically selected samples of revenue transactions recorded during the year by testing the underlying documents and approvals.
- We evaluated management's estimates over contract costs by performing analytical procedures on such estimates and discussed with designated management personnel.
- We performed a retrospective review for contracts completed during the current year by comparing the final outcome of the contracts with previous estimates made for those contracts to assess the reliability of the management's estimation process.
- We tested provision for onerous contracts on statistically selected samples.
- We performed tests on whether actual costs have been accrued in the correct period, by testing the underlying documents for samples selected using statistical sampling.
- We tested the disclosures made in the financial statements

**Recoverability of trade receivables**
**See Note 2.12(a) and 2.3(c) to the financial statements**

Trade receivables, including retention money with customers, forms a significant part of the financial statements. Management's assessment of recoverability of trade receivables involves critical evaluation of all factors impacting recoverability including impact of external environment such as capability of customers to pay.

Management makes an impairment allowance for trade receivables on the basis of its assessment of recoverability of specific customers and on the basis of expected credit loss model for the remaining customers in accordance with Ind AS 109, Financial Instruments. For the purposes of impairment assessment, significant judgements and assumptions are made, including assessing credit risk, timing and amount of realization, etc.

In view of the above, we determined this to be a key audit matter.

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

- We obtained an understanding of the processes implemented by management to estimate impairment provision against trade receivables.
  - We tested key controls (both design and operating effectiveness) over management's estimate of impairment loss on a random sample basis.
  - We obtained and tested the appropriateness of ageing of trade receivables with the underlying invoices on a sample basis using random sampling.
  - We obtained, discussed and tested management assessment of impairment for specific customers on statistically selected samples and discussed with designated management personnel.
  - We evaluated the impairment model adopted by management to estimate the expected credit loss and tested related assumptions and computations. We corroborated management's estimates based on past trends, available information and discussed them with designated management personnel.
  - We have also involved specialists to evaluate the reasonableness of management's expected credit loss model and related assumptions.
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## Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

## Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those, except that the back-up of one of the software which forms part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India on a daily basis during 1 January 2023 till 12 December 2023. Further, the Company has maintained back up of software referred to above on servers located outside India on a daily basis during the period from 1 January 2023 till 12 December 2023.
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 09 January 2024, 17 January 2024, 24 January 2024, and 09 February 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 December 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations as at 31 December 2023 on its financial position in its financial statements - Refer Note 10, 23, 24 and 42 to the financial statements.

- b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 21 and 23 to the financial statements.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 49(e) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:
- (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 49(e) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 50 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company from the financial year commencing on or after 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable to the Company for the year ended 31 December 2023
- C. With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act:  
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm’s Registration No.:101248W/W-100022

**Amit Somani**  
Partner  
Membership No.: 060154  
ICAI UDIN:24060154BKFDGV8713

Place : Nashik  
Date : 20 February 2024



# Annexure A to the Independent Auditor's Report on the Financial Statements of ABB India Limited for the year ended 31 December 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in crores)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land, Nelamangala	2.90	ABB Global Industries and Services Private Limited	No	2011 onwards	We understand from the management that registration is in process. There is no dispute.

- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit, subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has granted loan (unsecured) to its employees during the year, details of the same is stated in sub-clauses below. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties (except employees) during the year. The Company has made investments in companies, details of the same is stated in sub-clause (b) below. The Company has not made any investments in firms, limited liability partnership or any other parties during the year.

(a) (A) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 December 2023. Accordingly, clause 3(iii)(a)(A) is not applicable.

(B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to parties other than subsidiaries, joint ventures and associates other than as disclosed below:

Particulars	Amount (Rs. in crores)
Aggregate amount during the year	
-Others (Loans to employees)	5.71
Balance outstanding as at balance sheet date	
-Others (Loans to employees)	5.40

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 December 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues (such as Sales tax, Duty of Excise, Service tax and Value added tax relating to the period before 01 July 2017) which have not been deposited by the Company on account of any dispute except for the following:

Name of the statute	Nature of the dues	Amount (Rs in Crores)*	Period to which the amount relates	Forum where dispute is pending
Customs Act, 1962	Customs duty, interest and penalty demanded	195.38	2009-2022	Commissioner of Customs/ Customs Excise and Service Tax Appellate Tribunal
Income Tax Act, 1961	Income tax, interest and penalty demanded	61.38	2011-2022	Joint Commissioner of Income Tax/Assistant Commissioner of Income Tax
Goods and Service tax Act, 2017	Goods and Service tax, interest and penalty demanded	109.37	2017-2022	GST Tribunal/Joint Commissioner of Commercial Taxes (Appeals)/High court
Central excise Act, 1944	Excise Duty, interest and penalty demanded	46.09	1996-2015	Commissioner (Appeals)/Commissioner (LTU) / Ministry of Finance (Department of Revenue)/ Custom Excise and Service Tax Appellate Tribunal
Finance Act, 1994	Service Tax, interest and penalty demanded	45.29	2006-2022	Commissioner (Appeals)/ Custom Excise & Service Tax Appellate Tribunal/High Court/ Supreme Court
Sales Tax Act	Sales Tax, interest and penalty demanded	163.99	1994-2018	Additional Commissioner (Appeals)/ Assistant Commissioner of Commercial Taxes / Commissioner of Commercial Taxes Deputy Commissioner of Commercial Taxes (Appeals)/ Deputy Commissioner (Appeals)/ Joint Commissioner of Commercial Taxes (Appeals)/ Taxation Board/ High Court/ Sales Tax Appellate Tribunal/Supreme Court

\*Net of amounts paid under protest

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 December 2023. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 December 2023. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Company's annual report is expected to be made available to us after the date of this auditor's report.

- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company has transferred the unspent amount to a Special Account within a period of 30 days from the end of the financial year in compliance with the provision of subsection (6) of section 135 of the said Act.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Amit Somani**  
Partner  
Membership No.: 060154  
ICAI UDIN:24060154BKFDGV8713

Place : Nashik  
Date : 20 February 2024

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# Annexure B to the Independent Auditor's Report on the financial statements of ABB India Limited for the year ended 31 December 2023

## **Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

### **Opinion**

We have audited the internal financial controls with reference to financial statements of ABB India Limited ("the Company") as of 31 December 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 December 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Amit Somani**  
Partner  
Membership No.: 060154  
ICAI UDIN:24060154BKFDGV8713

Place : Nashik  
Date : 20 February 2024

# Balance Sheet

ABB India Limited		(₹ in Crores)		
Balance Sheet as at December 31, 2023		Note	December 31, 2023	December 31, 2022
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3		919.50	840.03
Right-of-use assets	3		55.99	41.17
Capital work-in-progress	4		59.92	69.25
Goodwill	5		14.62	14.62
Other intangible assets	5		3.84	3.35
Financial assets				
Investments	6		1.56	-
Other financial assets	8		7.27	7.54
Deferred tax assets (net)	9		102.70	89.84
Income tax assets (net)	10		136.94	191.20
Other non-current assets	11		151.36	162.63
<b>Total non-current assets</b>			<b>1,453.70</b>	<b>1,419.63</b>
<b>Current assets</b>				
Inventories	15		1,560.76	1,420.66
Financial assets				
Investments	6		-	493.15
Trade receivables	12		2,544.30	2,092.99
Cash and cash equivalents	13		876.88	3,146.86
Bank balances other than cash and cash equivalents	14		3,939.29	2.22
Loans	7		5.40	4.94
Other financial assets	8		173.25	293.12
Other current assets	16		447.61	444.66
<b>Total current assets</b>			<b>9,547.49</b>	<b>7,898.60</b>
<b>Total assets</b>			<b>11,001.19</b>	<b>9,318.23</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Equity share capital	17		42.38	42.38
Other equity	18		5,902.22	4,897.03
<b>Total equity</b>			<b>5,944.60</b>	<b>4,939.41</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Lease liabilities	19		28.93	21.03
Other financial liabilities	21		7.87	7.45
Provisions	23		5.63	-
<b>Total non-current liabilities</b>			<b>42.43</b>	<b>28.48</b>
<b>Current liabilities</b>				
Financial liabilities				
Lease liabilities	19		20.05	12.06
Trade payables	20			
Total outstanding dues of micro enterprises and small enterprises; and			95.05	92.08
Total outstanding dues of creditors other than micro enterprises and small enterprises			3,014.03	2,544.68
Other financial liabilities	21		402.68	472.62
Other current liabilities	22		994.83	803.54
Provisions	23		445.18	383.18
Current tax liabilities (net)	24		42.34	42.18
<b>Total current liabilities</b>			<b>5,014.16</b>	<b>4,350.34</b>
<b>Total liabilities</b>			<b>5,056.59</b>	<b>4,378.82</b>
<b>Total equity and liabilities</b>			<b>11,001.19</b>	<b>9,318.23</b>

Summary of significant accounting policies 2  
The accompanying notes 2-50 are an integral part of the financial statements.

As per our report of even date attached  
for **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm's Registration No.: 101248W/W-100022

for **ABB India Limited**

**Amit Somani**  
Partner  
Membership no.: 060154

**Sanjeev Sharma**  
Managing Director  
DIN: 07362344

**V K Viswanathan**  
Director  
DIN: 01782934

Nashik, February 20, 2024

**T K Sridhar**  
Chief Financial Officer

**Trivikram Guda**  
Company Secretary  
ACS-17685

Nashik, February 20, 2024



# Statement of Profit and Loss

ABB India Limited		(₹ in Crores)		
For the year ended December 31, 2023		Note	December 31, 2023	December 31, 2022
<b>Continuing operations</b>				
Revenue from operations	25	10,446.52	8,567.53	
Other income	26	301.69	179.47	
<b>Total income</b>		<b>10,748.21</b>	<b>8,747.00</b>	
<b>Expenses</b>				
Cost of raw materials, components consumed and project bought outs	27	5,512.48	4,704.18	
Purchases of stock-in-trade	28	842.77	698.53	
(Increase)/ decrease in inventories of finished goods, stock-in-trade and work-in-progress	29	(26.69)	(101.53)	
Subcontracting charges		273.96	241.45	
Employee benefits expense	30	715.15	635.29	
Finance costs	31	12.66	13.11	
Depreciation and amortisation expense	32	119.92	104.70	
Other expenses	33	1,639.07	1,427.74	
<b>Total expenses</b>		<b>9,089.32</b>	<b>7,723.47</b>	
<b>Profit from continuing operations before exceptional items and income tax</b>		<b>1,658.89</b>	<b>1,023.53</b>	
Exceptional items (gain)/loss	35	-	(339.26)	
<b>Profit from continuing operations before tax</b>		<b>1,658.89</b>	<b>1,362.79</b>	
<b>Tax expenses</b>				
Current tax	9	423.20	328.29	
Deferred tax	9	(12.49)	8.89	
		410.71	337.18	
<b>Profit for the year from continuing operations</b>		<b>1,248.18</b>	<b>1,025.61</b>	
<b>Discontinued operation</b>				
(Loss)/profit from discontinued operation	34	(8.19)	(12.53)	
Tax (expenses)/credit of discontinued operation	9	2.06	3.15	
<b>(Loss)/profit from discontinued operation (after tax)</b>		<b>(6.13)</b>	<b>(9.38)</b>	
<b>Profit for the year</b>		<b>1,242.05</b>	<b>1,016.23</b>	
<b>Other comprehensive income/(loss)</b>				
<b>Items that will not be reclassified to profit or loss:</b>				
Remeasurements of defined benefit liability/(asset)		(4.13)	(16.69)	
Income tax relating to items that will not be reclassified to profit or loss	9	0.37	4.87	
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>(3.76)</b>	<b>(11.82)</b>	
<b>Total comprehensive income for the year</b>		<b>1,238.29</b>	<b>1,004.41</b>	
<b>Earnings per equity share - continuing operations</b>				
Basic (in ₹)	36	58.90	48.40	
Diluted (in ₹)		58.90	48.40	
<b>Earnings/(loss) per equity share - discontinued operation</b>				
Basic (in ₹)	36	(0.29)	(0.44)	
Diluted (in ₹)		(0.29)	(0.44)	
<b>Earnings per equity share - continuing and discontinued operations</b>				
Basic (in ₹)	36	58.61	47.96	
Diluted (in ₹)		58.61	47.96	

Summary of significant accounting policies 2  
The notes 2-50 are an integral part of the financial statements.

As per our report of even date attached  
for **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm's Registration No.: 101248W/W-100022

for **ABB India Limited**

**Amit Somani**  
Partner  
Membership no.: 060154

**Sanjeev Sharma**  
Managing Director  
DIN: 07362344

**V K Viswanathan**  
Director  
DIN: 01782934

Nashik, February 20, 2024

**T K Sridhar**  
Chief Financial Officer

**Trivikram Guda**  
Company Secretary  
ACS-17685

Nashik, February 20, 2024

# Statement of cash flows

ABB India Limited	(₹ in Crores)	
For the year ended December 31, 2023	December 31, 2023	December 31, 2022
<b>A. Cash flow from operating activities</b>		
Profit before tax from continuing operations	1,658.89	1,362.79
(Loss) before tax from discontinued operation	(8.19)	(12.53)
<b>Adjustments for:</b>		
Depreciation and amortisation expense	119.92	104.70
Unrealised exchange loss/(gains) (net)	5.61	27.66
Mark to market change in forward and commodity contracts	13.79	(35.83)
(Profit)/loss on sale of land to a subsidiary	-	(5.91)
(Profit)/loss on sale of turbo business to a subsidiary	-	(293.35)
(Profit)/loss on sale of investment in subsidiary	-	(40.00)
(Profit)/loss on sale/disposal of property, plant and equipment (net)	6.97	3.55
Bad debts/advances written off	30.07	64.66
Provision/(reversal) for doubtful debts and advances	(14.05)	(54.06)
Interest income	(277.03)	(126.77)
Interest expense	12.66	13.11
Operating profit before working capital changes	1,548.64	1,008.02
<b>Movement in working capital</b>		
Increase/(decrease) in trade payables	477.84	368.23
Increase/(decrease) in other financial liabilities	(33.23)	(320.72)
Increase/(decrease) in other liabilities and provisions	249.57	293.85
(Increase)/decrease in trade receivables	(470.49)	(218.50)
(Increase)/decrease in inventories	(140.10)	(414.25)
(Increase)/decrease in other financial assets	79.69	405.77
(Increase)/decrease in loans and other assets	6.28	(133.79)
Cash generated from operations	1,718.20	988.61
Income taxes paid (net of refunds)	(366.72)	(246.67)
<b>Net cash flow from/(used in) operating activities</b>	<b>1,351.48</b>	<b>741.94</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment, capital work-in-progress, other intangible asset, capital creditors and capital advances	(183.08)	(167.96)
Proceeds from sale of property, plant and equipment	-	20.06
Investments in equity share capital and compulsory convertible debentures of a company	(1.56)	-
Investment in treasury bills	-	(1,066.11)
Proceeds from maturity of treasury bills	493.15	589.00
Interest received	277.03	134.23
Investment in bank deposits (with maturity more than three months)	(7,487.71)	-
Redemption of deposits (with maturity more than three months)	3,550.00	1,967.00
Proceeds from sale of turbo business to subsidiary	-	310.00
Proceeds from sale of investment in a subsidiary	-	355.00
Investment in subsidiary	-	(315.00)
<b>Net cash flow from/(used in) investing activities</b>	<b>(3,352.17)</b>	<b>1,826.22</b>

ABB India Limited		(₹ in Crores)	
For the year ended December 31, 2023		December 31, 2023	December 31, 2022
<b>C. Cash flow from financing activities</b>			
Payment of principal portion of lease liabilities		(23.69)	(16.85)
Payment of interest portion of lease liabilities		(4.93)	(1.82)
Interest paid		(7.73)	(11.29)
Dividend paid		(233.10)	(110.19)
<b>Net cash flow from / (used in) financing activities</b>		<b>(269.45)</b>	<b>(140.15)</b>
Net (decrease) / increase in cash and cash equivalents (A+B+C)		<b>(2,270.14)</b>	2,428.01
Effects of exchange (loss) / gain on cash and cash equivalents		<b>0.16</b>	(0.24)
<b>Cash and cash equivalents (opening balance)</b>		<b>3,146.86</b>	719.09
<b>Cash and cash equivalents (closing balance)</b>		<b>876.88</b>	3,146.86
<b>Components of cash and cash equivalents</b>			
Balances with banks			
- On current accounts		<b>289.58</b>	202.00
- Deposit accounts (Original maturity up to 3 months)		<b>501.77</b>	2,908.00
Cheques on hand		<b>85.53</b>	36.85
Cash on hand		-	0.01
(Refer note no. 13)		<b>876.88</b>	3,146.86
Note: Cash and cash equivalents at the end of the year represent cash and cheques on hand and cash and deposits with banks.			

#### Reconciliation of movement of liabilities to cash flows arising from financing activities

<b>Lease Liabilities</b>			
Opening Balance		(33.09)	(36.66)
<b>Non cash charges</b>			
Additions during the year		(39.58)	(14.85)
Cancellation of lease contracts		-	1.57
Interest on lease liabilities		(4.93)	(3.67)
<b>Cash outflow</b>			
Lease payment including interest		<b>28.62</b>	20.52
<b>Closing balance</b>		<b>(48.98)</b>	<b>(33.09)</b>

Summary of significant accounting policies (refer note 2)

2

The notes 2-50 are an integral part of the financial statements.

As per our report of even date attached  
for **B S R & Co. LLP**  
Chartered Accountants  
ICAI Firm's Registration No.: 101248W/W-100022

for **ABB India Limited**

**Amit Somani**  
Partner  
Membership no.: 060154

**Sanjeev Sharma**  
Managing Director  
DIN: 07362344

**V K Viswanathan**  
Director  
DIN: 01782934

Nashik, February 20, 2024

**T K Sridhar**  
Chief Financial Officer

**Trivikram Guda**  
Company Secretary  
ACS-17685

Nashik, February 20, 2024

# Statement of changes in equity for the year ended December 31, 2023

## a. Equity share capital\*

	Numbers	(₹ in Crores)
As at January 1, 2023	21,19,08,375	42.38
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the year	-	-
<b>As at December 31, 2023</b>	<b>21,19,08,375</b>	<b>42.38</b>
As at January 1, 2022	21,19,08,375	42.38
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Changes in equity share capital during the year	-	-
<b>As at December 31, 2022</b>	<b>21,19,08,375</b>	<b>42.38</b>

\*Refer note 17

## b. Other equity\*

Particulars	Other equity						Total equity
	Securities premium	Employee stock options reserve	Retained earnings	General reserve	Capital redemption reserve	Capital reserve	
As at January 1, 2022	43.28	0.07	1,359.98	2,591.06	7.50	0.92	4,002.81
Profit for the year	-	-	1,016.23	-	-	-	1,016.23
Other comprehensive income/(loss) (net of tax)**	-	-	(11.82)	-	-	-	(11.82)
Dividend paid	-	-	(110.19)	-	-	-	(110.19)
Balance at December 31, 2022	43.28	0.07	2,254.20	2,591.06	7.50	0.92	4,897.03
Profit for the year	-	-	1,242.05	-	-	-	1,242.05
Other comprehensive income/(loss) (net of tax)**	-	-	(3.76)	-	-	-	(3.76)
Dividend paid	-	-	(233.10)	-	-	-	(233.10)
<b>As at December 31, 2023</b>	<b>43.28</b>	<b>0.07</b>	<b>3,259.39</b>	<b>2,591.06</b>	<b>7.50</b>	<b>0.92</b>	<b>5,902.22</b>

\*Refer note 18

\*\*Loss of ₹3.76 crore and ₹11.82 crore on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings for the years ended December 31, 2023 and 2022, respectively.

Summary of significant accounting policies (Note-2)

The notes 2-50 are an integral part of the financial statements.

for **ABB India Limited**

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

ICAI Firm's Registration No.: 101248W/W-100022

**Amit Somani**

Partner

Membership no.: 060154

**Sanjeev Sharma**

Managing Director

DIN: 07362344

**V K Viswanathan**

Director

DIN: 01782934

Nashik, February 20, 2024

**T K Sridhar**

Chief Financial Officer

Nashik, February 20, 2024

**Trivikram Guda**

Company Secretary

ACS-17685

# Notes to the financial statements for the year ended December 31, 2023

## 1. Corporate Information

ABB India Limited ('the Company') has served utility and industry customers for over seven decades with the complete range of engineering, products, solutions and services in areas of Automation and Power technology. The Company has extensive installed base for manufacturing and a countrywide marketing and service presence. Besides catering to Indian domestic market, the Company is also playing an increasing role in the global market.

The Company is a public limited company domiciled in India and incorporated under the provisions of the Indian Companies Act. The registered office is located at Bengaluru. Its shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The financial statements are approved for issue by the Company's Board of Directors on February 20, 2024.

## 2. Significant accounting policies

### 2.1 Basis of preparation of financial statements

#### A Statement of compliance

These financial statements for the year ended December 31, 2023 are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 ('Act').

#### B Functional and presentation currency

The financial statements are presented in INR in crores, rounded off to two decimal places, except when otherwise indicated.

#### C Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis of accounting, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Fair value of plan assets less present value of defined benefit obligations.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 2.2 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.3. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis.

## 2.3 Critical accounting estimates and judgements

### a. Project revenue and costs

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the costs expended to date as a proportion of the total costs to be expended. Costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

### b. Provision for litigations and contingencies

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

### c. Expected credit losses on trade receivables:

The expected credit loss provision on trade receivables are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the expected credit loss calculation based on the Company's history of collections, customer's creditworthiness and market conditions at the end of each reporting period.

## 2.4 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities, except for projects business. The projects business comprises long-term contracts which have an operating cycle exceeding one year. For classification of current assets and liabilities related to projects business, the Company uses the duration of the individual life cycle of the contract as its operating cycle.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current
- Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

## 2.5 Foreign Currency

### Functional currency

The functional currency of the company is the Indian Rupee.

### Transactions and translations

Initial recognition transactions in foreign currencies are recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. The gains or losses resulting from such translations are recognised in the statement of profit and loss.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

## 2.6 Revenue Recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue is stated exclusive of goods and service tax and net of returns and trade and quantity discount.

Revenue from sale of products is recognised on transfer of control of the products to the customers, which is usually on delivery of goods to the customer or as per contractual terms with the customer.

Revenues from fixed price contracts are recognized on the percentage of completion method, in proportion that the contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. Contract revenue earned in excess of billing has been reflected under "Other current assets" and billing in excess of contract revenue has been reflected under "Other current liabilities" in the balance sheet. Full provision is made for any loss in the year in which it is first foreseen. Liquidated damages / penalties are provided for as per the contract terms wherever there is a delayed delivery attributable to the Company.

Revenue from services is recognised as per the terms of the contract with the customer using the percentage of completion method, in proportion that the costs incurred for work performed up to the reporting date bear to the estimated total costs.

Revenue from the development services are recognised on a cost plus basis and billed in accordance with the terms of arrangement with the customer.

Commission income is recognised as and when the terms of the contract are fulfilled.

Interest income is recognised on time proportion basis, based on the underlying interest rates.

## 2.7 Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, or in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets tax assets and tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

## 2.8 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. Based on technical evaluation, management believes that the estimated useful lives as given below best represent the period over which management expects to use these assets. The estimated useful lives of assets are as follows:

Useful lives estimated by the management in years:

• Leasehold improvements	Shorter of over the period of lease or useful life
• Factory buildings	15-30
• Other buildings	3-60
• Furniture and fixtures	10
• Office equipments	3-5
• Plant and equipment	6-21
• Vehicles	5
• Freehold land is not depreciated	



Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

## 2.9 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred. The estimated useful life of assets in years are as follows:

- Technical know-how fees 3-10
- Capitalized software costs 3-5

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

Goodwill and intangible assets with indefinite useful life recognized on business combination are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of an asset or cash generating unit to which the assets pertains is less than the carrying value.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## 2.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## 2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis. The cost of various categories of inventories is arrived at as follows:

Stores, spares, raw materials, components and stock-in-trade - at rates determined on the moving weighted average method.

Goods in transit – at actual cost.

Work-in-progress and finished goods - at full absorption cost method which includes direct materials, direct labour and manufacturing overheads. Cost is determined on weighted average method.

Provision for obsolescence is made wherever necessary.

## 2.12 Impairment

### a Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. Additionally, the Company provides for impairment upon the occurrence of the triggering event.

The impairment provisions for financial assets are based on evaluation of the risk of default over the expected life of the receivables and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history of collections, customer's credit-worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

### b Non-financial assets

#### Intangible assets and property, plant and equipment

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## 2.13 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## 2.14 Other income

Other income is comprised primarily of interest income. Interest income is recognized using the effective interest method.

## 2.15 Provisions, contingent liability and assets

### General

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

### Warranty provisions

Provisions for warranty-related costs are recognised when the product or services are sold to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

### Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### Contingent assets

Contingent assets are not recognised or disclosed in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and are recognised.

### Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs (full cost basis) of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

## 2.16 Financial instruments

### 2.16.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

### 2.16.2 Subsequent measurement

#### a. Non-derivative financial instruments

##### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business where the objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business where the objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

**(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(iv) Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, for trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(v) Derecognition**

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**b. Derivative financial instruments**

The company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Commodity risk is mitigated by entering into future contracts to hedge against fluctuation in commodity prices.

**Financial assets or financial liabilities, at fair value through profit or loss**

This category has derivative financial assets or liabilities which are not designated as hedges.

Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income / expenses. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Certain commercial contracts may grant rights to the Company or the counterparties or contain other provisions that are considered to be derivatives. Such embedded derivatives are assessed at inception of the contract and depending on their characteristics, accounted for as separate derivative instruments and shown at their fair value in the balance sheet with changes in their fair value recognized through profit or loss.

## 2.17 Fair value of financial instruments

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

## 2.18 Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. The Company has no potentially dilutive equity shares.

## 2.19 Employee benefits

### 2.19.1 Gratuity & Provident Fund - Defined benefit plans

The present value of the obligation under defined benefit plans are determined based on actuarial valuation using the Projected Unit Credit Method. In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

In case of defined benefit plans, remeasurement comprising of actuarial gains and losses is recognized in other comprehensive income (OCI) and is reflected in retained earnings and is not eligible to be reclassified to profit or loss.

The Company recognises the following changes in the net defined benefit obligation as an expense in statement of profit and loss:

- Service cost including current service cost, past service cost and gains and losses on curtailments and settlements; and
- Net interest expense or income.

Provident fund has been considered as a defined benefit plan since any additional obligations on account of investment risk and interest rate risk are required to be met by the Company.

### 2.19.2 Superannuation - Defined contribution scheme

Contribution to Superannuation Fund, is made at pre-determined rates to the Superannuation Fund Trust and is charged to the statement of profit and loss during the period in which the employee renders the related services. There are no other obligations other than the contribution payable to the Superannuation Fund Trust.

### 2.19.3 Compensated absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company presents the entire accumulated leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date.

### 2.19.4 Share based compensation

The company recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-based payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

For cash-settled share-based payment transactions, the Company measures the services acquired and the liability incurred at the fair value of the liability. The Company recognizes the services received, and a liability to pay for those services, as the employees render service. The liability is measured, initially and at the end of each reporting period until settled, at the fair value of the share appreciation rights, by applying an option pricing model, taking into account the terms and conditions on which the share appreciation rights (SAR's) were granted, and the extent to which the employees have rendered service to date. The liability is remeasured at each reporting date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognized in profit or loss.

### 2.20 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents consist of cash and cheque at hand and cash and deposit with bank.

### 2.21 Operating cycle

A portion of the Company's activities (primarily long-term project activities) has an operating cycle that exceeds one year. Accordingly, assets and liabilities related to these long-term contracts, which will not be realized/paid within one year, have been classified as current. For all other activities, the operating cycle is twelve months.

### 2.22 Non-current assets held for sale and discontinued operations

Non-current assets (including disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less cost to sell.

Non-current assets classified as held for sale are not depreciated or amortised from the date when they are classified as held for sale.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of de-recognition.

Non-current assets classified as held for sale and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and:

- (a) represents a separate major line of business or geographical area of operations and;
- (b) is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operations are presented separately in the statement of profit and loss. The comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative period.

## 2.23 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company had the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and the Company had the right to direct the use of the asset.

### The Company as lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices. When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

### The Company as lessee

The Company recognises a right-of-use asset (ROU) and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

#### **Short-term leases and leases of low-value assets**

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company's significant leasing arrangements are mainly in respect of land & buildings, plant & equipment and vehicles.

#### **2.24 Exceptional items**

When an item of income/expense within profit and loss from ordinary activities is of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items are disclosed as exceptional item.

#### **2.25 Standards Issued but not Effective**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable to the Company for the financial year starting from January 1, 2024, as below:

##### **Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

##### **Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

##### **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.



### 3 Property, plant and equipment and Right of use assets

(₹ in Crores)

	Owned assets								ROU Assets				
	Freehold Land	Leasehold Improvements	Factory Buildings	Other Buildings	Plant and Equipment	Office Equipments	Furniture and Fixtures	Vehicles	Total	Land and Buildings	Plant and Equipment	Vehicles	Total
<b>Gross carrying value</b>													
As at January 1, 2022	66.24	8.17	188.64	91.10	647.41	26.37	69.77	3.66	1,101.36	37.04	19.07	14.89	71.00
Additions	-	0.08	43.79	16.95	88.84	5.91	20.40	1.37	177.34	5.67	3.25	5.93	14.85
Disposal	(1.94)	-	(1.37)	(0.38)	(16.17)	(0.92)	(2.35)	(0.09)	(23.22)	-	-	(1.49)	(1.49)
As at December 31, 2022	64.30	8.25	231.06	107.67	720.08	31.36	87.82	4.94	1,255.48	42.71	22.32	19.33	84.36
Additions	2.65	-	8.85	17.54	120.80	12.81	16.73	0.54	179.92	5.90	25.83	7.96	39.69
Disposals	-	(1.11)	(0.87)	(0.46)	(13.20)	(2.33)	(1.32)	(0.06)	(19.35)	-	-	(0.84)	(0.84)
As at December 31, 2023	66.95	7.14	239.04	124.75	827.68	41.84	103.23	5.42	1,416.05	48.61	48.15	26.45	123.21
<b>Accumulated depreciation</b>													
As at January 1, 2022	-	1.57	37.92	10.33	262.71	13.44	21.69	0.90	348.56	9.68	9.38	6.43	25.49
Depreciation charge for the year	-	1.49	7.76	2.76	58.69	5.19	8.24	0.53	84.66	6.02	8.41	3.93	18.36
Disposals	-	-	(0.71)	(0.35)	(13.65)	(0.92)	(2.05)	(0.09)	(17.77)	-	-	(0.66)	(0.66)
As at December 31, 2022	-	3.06	44.97	12.74	307.75	17.71	27.88	1.34	415.45	15.70	17.79	9.70	43.19
Depreciation charge for the year	-	1.23	9.10	3.29	63.74	5.78	9.77	0.65	93.56	7.47	12.37	4.92	24.76
Disposals	-	(1.05)	(0.19)	(0.16)	(8.02)	(2.26)	(0.72)	(0.06)	(12.46)	-	-	(0.73)	(0.73)
As at December 31, 2023	-	3.24	53.88	15.87	363.47	21.23	36.93	1.93	496.55	23.17	30.16	13.89	67.22
Net carrying value as at December 31, 2022	64.30	5.19	186.09	94.93	412.33	13.65	59.94	3.60	840.03	27.01	4.53	9.63	41.17
Net carrying value as at December 31, 2023	66.95	3.90	185.16	108.88	464.21	20.61	66.30	3.49	919.50	25.44	17.99	12.56	55.99

#### Notes:

a) The title deeds of all the immovable properties are held in the name of the Company except as disclosed below:

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/ director/ employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Company
Property, plant and equipment	Freehold Land, Nelamangala	₹ 2.90 cr	ABB Global Industries and Services Private Limited	No	2011	Refer Note A below

Note A : The registration of the land in the name of the Company is in process and there is no dispute.

b) There are no tangible assets given on operating lease.

#### 4 Capital work-in-progress

##### (i) Capital work in progress movement

(₹ in Crores)

As at January 1, 2022	76.93
Additions during the year	51.17
Capitalised during the year	(58.85)
<b>As at December 31, 2022</b>	<b>69.25</b>
Additions during the year	<b>50.42</b>
Capitalised during the year	<b>(59.75)</b>
<b>As at December 31, 2023</b>	<b>59.92</b>

##### (ii) Ageing of Capital work-in-progress

	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Projects in progress	55.91	10.12	1.19	2.03	69.25
Projects temporarily suspended	-	-	-	-	-
<b>As at December 31, 2022</b>	<b>55.91</b>	<b>10.12</b>	<b>1.19</b>	<b>2.03</b>	<b>69.25</b>
Projects in progress	<b>55.07</b>	<b>2.77</b>	<b>1.66</b>	<b>0.42</b>	<b>59.92</b>
Projects temporarily suspended	-	-	-	-	-
<b>As at December 31, 2023</b>	<b>55.07</b>	<b>2.77</b>	<b>1.66</b>	<b>0.42</b>	<b>59.92</b>

##### (iii) Capital work-in-progress, whose completion is overdue compared to its original plan :

	To be completed in				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Peenya	0.21	-	-	-	0.21
Nashik	2.82	-	-	-	2.82
<b>As at December 31, 2022</b>	<b>3.03</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3.03</b>
Peenya	<b>7.30</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7.30</b>
Nelamangala	<b>1.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.10</b>
Nashik	<b>0.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.40</b>
<b>As at December 31, 2023</b>	<b>8.80</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8.80</b>

There are no material projects which have exceeded their original plan as at December 31, 2023. Further, the above are expected to be capitalised during the financial year 2024.

#### 5 Goodwill and other intangible assets

(₹ in Crores)

	Goodwill	Other intangible assets		Total
		Technical Know-how fees	Capitalised Software	
<b>Gross carrying value</b>				
As at January 1, 2022	14.62	9.86	11.00	20.86
Additions	-	-	0.98	0.98
Disposal	-	-	(0.38)	(0.38)
<b>As at December 31, 2022</b>	<b>14.62</b>	<b>9.86</b>	<b>11.60</b>	<b>21.46</b>
Additions	-	<b>0.09</b>	<b>2.00</b>	<b>2.09</b>
Disposals	-	-	<b>(0.40)</b>	<b>(0.40)</b>
<b>As at December 31, 2023</b>	<b>14.62</b>	<b>9.95</b>	<b>13.20</b>	<b>23.15</b>
<b>Accumulated amortisation / impairment</b>				
As at January 1, 2022	-	9.22	7.59	16.81
Amortisation charge for the year	-	0.26	1.42	1.68
Disposals	-	-	(0.38)	(0.38)
<b>As at December 31, 2022</b>	<b>-</b>	<b>9.48</b>	<b>8.63</b>	<b>18.11</b>
Amortisation charge for the year	-	<b>0.19</b>	<b>1.41</b>	<b>1.60</b>
Disposals	-	-	<b>(0.40)</b>	<b>(0.40)</b>
<b>As at December 31, 2023</b>	<b>-</b>	<b>9.67</b>	<b>9.64</b>	<b>19.31</b>
Net carrying value as at December 31, 2022	14.62	0.38	2.97	3.35
<b>Net carrying value as at December 31, 2023</b>	<b>14.62</b>	<b>0.28</b>	<b>3.56</b>	<b>3.84</b>

**Note**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Breakup of Goodwill CGU wise		
Electrification Segment	14.62	14.62

**Goodwill and CGU's impairment testing**

The Company tests whether goodwill has suffered any impairment on an annual basis as at 31 December. The recoverable amount of a Cash Generating Unit ('CGU') is determined based on value-in-use calculations which require the use of assumptions. The calculations use pre-tax cash flow projections based on financial budgets approved by the management. An average of the range of each assumption used is mentioned below.

	December 31, 2023	December 31, 2022
Growth rate	5% - 6%	5% - 6%
Operating margins	6% - 13%	6% - 13%
Discount rate	9% - 10%	9% - 10%

The above discount rate is based on the Weighted Average Cost of Capital (WACC) which represents the weighted average return attributable to all the assets of the CGU. These estimates are likely to differ from future actual results of operations and cash flows.

Based on the above assessment, there has been no impairment of goodwill.

**6 Investments**

(₹ in Crores)

	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<b>Investment in bonds</b>				
<b>Quoted:-</b>				
<b>(Carried at amortised cost)</b>				
Treasury bills	-	-	-	493.15
	-	-	-	493.15
<b>Unquoted:-</b>				
<b>Investment in equity shares</b>				
<b>(Carried at amortised cost)</b>				
AMP Energy C&I Private Limited (126,000 equity shares of ₹10 each; December 31, 2022 - Nil)	0.13	-	-	-
AMP Energy Green Nine Private Limited (30,000 equity shares of ₹10 each; December 31, 2022 - Nil)	0.03	-	-	-
<b>Investment in compulsory convertible debentures</b>				
<b>(Carried at amortised cost)</b>				
AMP Energy Green Nine Private Limited (14,040 compulsorily convertible debentures of ₹1000 each; December 31, 2022 - Nil)	1.40	-	-	-
	1.56	-	-	-
	1.56	-	-	493.15

**7 Loans**

(₹ in Crores)

	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
(Unsecured considered good, unless otherwise stated)				
Loans to employees	-	-	5.40	4.94
	-	-	5.40	4.94

## 8 Other financial assets

	(₹ in Crores)			
	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
(Unsecured considered good unless otherwise stated)				
Security deposits	7.27	7.54	12.54	11.03
Deposits with customers	-	-	4.70	3.52
Other receivables**	-	-	131.39	213.50
Mark to market gain on forward contracts*	-	-	18.85	41.91
Mark to market gain on embedded derivatives*	-	-	5.77	23.16
	<b>7.27</b>	<b>7.54</b>	<b>173.25</b>	<b>293.12</b>

\* At fair value through profit and loss

\*\* Includes receivable from related parties and receivables on behalf of other parties towards non-novated contracts (refer note 46(b)(xii)).

## 9 Tax expenses

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>The major components of income tax expense for the years ended</b>		
<b>Statement of profit and loss:</b>		
<b>Profit or loss section (continuing and discontinued operations)</b>		
<b>Current income tax:</b>		
Current income tax charge	430.96	321.53
Taxes relating to earlier years	(9.82)	3.61
Deferred tax charge / (credit)	(12.49)	8.89
<b>Income tax expense reported in the statement of profit and loss</b>	<b>408.65</b>	<b>334.03</b>
<b>Other comprehensive income</b>		
Deferred tax related to items recognised in OCI during the year:	(0.37)	(4.87)
<b>Income tax (credit)/expense charged to OCI</b>	<b>(0.37)</b>	<b>(4.87)</b>
<b>Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate</b>		
Accounting profit before income tax (continuing and discontinued operations)	1,650.70	1,350.26
At India's statutory income tax rate of 25.17% (December 31, 2022 - 25.17%)	415.48	339.86
<b>Adjustments in respect of current income tax</b>		
Non-deductible expenses for tax purposes:	3.84	2.69
Others	(10.67)	(8.52)
<b>At the effective income tax rate of 24.756% (December 31, 2022 - 24.738%)</b>	<b>408.65</b>	<b>334.03</b>
<b>Deferred tax assets/(liabilities)</b>		
Deferred tax relates to the following:	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Property, plant and equipment#	(25.65)	(25.70)
Right-of-use assets#	(14.09)	(10.36)
Lease liabilities#	12.33	8.33
Other intangible assets#	0.44	0.82
Provision for doubtful debts and advances#	68.67	63.29
Expenditure debited to the statement of profit and loss but allowable for tax purpose in subsequent years*	61.00	53.46
# Movement between Dec 2022 and Dec 2023 recognized in the statement of profit and loss.		
*Out of the movement of ₹11.74 Crores, credit of ₹0.37 Crores is recognized in other comprehensive income on account of remeasurements of defined benefit liability/(asset) and balance gain amounting to ₹11.37 is recognized in the statement of profit and loss.		
<b>Net deferred tax assets/(liabilities)</b>	<b>102.70</b>	<b>89.84</b>
<b>Reflected in the balance sheet as follows:</b>		
Deferred tax assets	142.44	125.90
Deferred tax liabilities	(39.74)	(36.06)
<b>Deferred tax assets, net</b>	<b>102.70</b>	<b>89.84</b>



**13 Cash and cash equivalents**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Balances with banks		
- On current accounts	289.58	202.00
- Deposit accounts (Original maturity up to 3 months)	501.77	2,908.00
Cheques on hand	85.53	36.85
Cash on hand	-	0.01
	<b>876.88</b>	<b>3,146.86</b>

**14 Bank balances other than cash and cash equivalents**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Deposit accounts (Original maturity more than 3 months and less than 12 months from the balance sheet date)	3,937.71	-
Unpaid dividend	1.58	2.22
	<b>3,939.29</b>	<b>2.22</b>

**15 Inventories**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Raw materials and components (including goods in transit of ₹170.14 Crores, December 31, 2022 ₹105.87 Crores)	1,094.21	981.13
Work-in-progress	230.93	223.09
Finished goods	189.98	168.66
Stock-in-trade	43.52	45.99
Stores and spares	2.12	1.79
	<b>1,560.76</b>	<b>1,420.66</b>

During the year ended **December 31, 2023 - ₹69.54 Crores** [December 31, 2022 - ₹14.50 Crores] was recognized as an expense/(reversal) in relation to inventory obsolescence.

**16 Others current assets**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Prepaid expenses	50.05	46.27
Contract assets (refer note 47)	144.57	138.57
Advances to suppliers	86.33	59.35
Advances to employees	4.74	4.57
Balance with government authorities	77.61	104.02
Taxes and duties recoverable	84.31	88.46
Gratuity advance (refer note 37)	-	3.42
	<b>447.61</b>	<b>444.66</b>

**17 Equity**

Share capital	December 31, 2023		December 31, 2022	
	Numbers	(₹ in Crores)	Numbers	(₹ in Crores)
<b>Authorised share capital</b>				
Equity shares of ₹2 each	21,25,00,000	42.50	21,25,00,000	42.50
11% Redeemable 10 years, cumulative preference shares of ₹100 each	7,50,000	7.50	7,50,000	7.50
<b>Issued equity share capital</b>				
Equity shares of ₹2 each issued, subscribed and fully paid	21,19,08,375	42.38	21,19,08,375	42.38

**Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees (₹).

The Board of directors have recommended dividend of ₹23.80 per equity share for the year ended December 31, 2023. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Dividend paid during the year ended December 31, 2023 includes an amount of ₹5.50 per equity share towards the final dividend for the year ended December 31, 2022 and an amount of ₹5.50 per equity share towards special dividend for the year ended December 31, 2023.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### Details of shareholders holding more than 5% of the shares in the Company

Name of the shareholders	Numbers	% of holding	Numbers	% of holding
ABB Asea Brown Boveri Limited - the holding company	15,89,31,281	75.00%	15,89,31,281	75.00%

As per records of the Company and other declarations received from shareholders, the above shareholding represents both legal and beneficial ownerships of shares.

Shares held by holding / ultimate holding company	Numbers	₹ in Crores	Numbers	₹ in Crores
ABB Asea Brown Boveri Limited - the holding company	15,89,31,281	31.79	15,89,31,281	31.79

Shares held by promoters	Numbers	% of holding	Numbers	% of holding
ABB Asea Brown Boveri Limited (Equity shares of ₹2 each, fully paid)	15,89,31,281	75.00%	15,89,31,281	75.00%

## 18 Other equity

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>a) Securities premium</b>		
Opening balance	43.28	43.28
<b>Closing balance</b>	<b>43.28</b>	<b>43.28</b>
<b>b) Retained earnings</b>		
Opening balance	2254.20	1359.98
Net profit for the year	1242.05	1016.23
Other comprehensive income/ (loss) (net of tax)	(3.76)	(11.82)
Less: Appropriations during the year		
Equity dividend paid	(233.10)	(110.19)
<b>Closing balance</b>	<b>3259.39</b>	<b>2254.20</b>
<b>c) Employee stock options reserve</b>		
Opening balance	0.07	0.07
<b>Closing balance</b>	<b>0.07</b>	<b>0.07</b>
<b>d) Capital reserve</b>		
Opening balance	0.92	0.92
<b>Closing balance</b>	<b>0.92</b>	<b>0.92</b>
<b>e) Capital redemption reserve</b>		
Opening balance	7.50	7.50
<b>Closing balance</b>	<b>7.50</b>	<b>7.50</b>
<b>f) General reserve</b>		
Opening balance	2,591.06	2,591.06
<b>Closing balance</b>	<b>2,591.06</b>	<b>2,591.06</b>
<b>Total other equity</b>	<b>5,902.22</b>	<b>4,897.03</b>

## Nature and purpose of other reserves

### a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

### b) Retained earnings

Retained earnings are the profits of the Company earned till date net of appropriations/distributions and other adjustments permitted as per the applicable regulations and accounting standards.

### c) Employee stock option reserve

The share options outstanding account is used to recognise the grant date fair value of the options issued to employees under Employee Share Acquisition Plan schemes.

### d) Capital reserve

Capital reserve pertains to acquisitions in the earlier years.

### e) Capital Redemption reserve

The Company had transferred to Capital Redemption reserve, a sum equal to the nominal amount of preference shares that were redeemed in the past. The reserve will be utilized as per the provisions of the Companies Act, 2013.

### f) General Reserve

General reserve is a free reserve which can be utilised for any purpose after fulfilling certain conditions in accordance with the provisions of the Companies Act, 2013.

## 19 Lease liabilities

	(₹ in Crores)			
	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<b>Lease liabilities</b>				
Lease liabilities	28.93	21.03	20.05	12.06

The following is the movement in lease liabilities during the year ended	December 31, 2023	December 31, 2022
<b>Particulars</b>		
<b>Lease liabilities at the beginning of the year</b>	33.09	36.66
Additions during the year	39.58	14.85
Cancellation of lease contracts	-	(1.57)
Interest on lease liabilities	4.93	3.67
Lease payment including interest	(28.62)	(20.52)
<b>Closing lease liabilities at the end of the year</b>	48.98	33.09
<b>Maturity analysis of lease liabilities</b>	December 31, 2023	December 31, 2022
<b>Maturity analysis - contractual undiscounted cash flows</b>		
Less than 1 year	25.65	14.47
1-5 years	29.70	23.18
More than 5 years	-	0.04
<b>Total undiscounted lease liabilities</b>	55.35	37.69

The weighted average incremental borrowing rate of 7.31% (P.Y. 7.12%) has been applied to lease liabilities recognised in the balance sheet.



## 20 Trade payables

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
Total outstanding dues of micro enterprises and small enterprises	95.05	92.08
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,014.03	2,544.68
	<b>3,109.08</b>	2,636.76
Above balances of trade payables includes balances with related parties (Refer note 46)		
Note: Trade payables include accounts payable under the supplier finance program.		
The Company has amounts due to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at December 31, 2023.		
<b>(i)</b> The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:		
Principal amount	87.83	84.02
Interest	1.17	1.00
<b>(ii)</b> The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.		
	59.96	104.86
<b>(iii)</b> The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.		
	0.25	2.00
<b>(iv)</b> The amount of interest accrued and remaining unpaid at the end of each accounting year.		
	1.42	3.00
<b>(v)</b> The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006		
	7.22	8.06

The above disclosures are provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

### Trade payables ageing schedule:

	(₹ in Crores)					
	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>As at December 31, 2023</b>						
MSME*	88.39	0.07	4.99	0.04	1.56	95.05
Others	1,674.92	732.43	253.30	9.92	-	2,670.57
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	<b>1,763.31</b>	<b>732.50</b>	<b>258.29</b>	<b>9.96</b>	<b>1.56</b>	<b>2,765.62</b>
Accrued expenses						<b>343.46</b>
						<b>3,109.08</b>
<b>As at December 31, 2022</b>						
MSME*	-	88.36	-	2.17	1.55	92.08
Others	1,592.80	485.71	32.81	72.95	78.84	2,263.11
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	1,592.80	574.07	32.81	75.12	80.39	2,355.19
Accrued expenses						281.57
						2,636.76
*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.						

**21 Other financial liabilities**

(₹ in Crores)

	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Security deposits received	7.87	7.45	-	0.02
Unpaid dividends	-	-	1.57	2.21
Payable towards purchase of property, plant & equipment	-	-	28.20	37.19
Employee related payables	-	-	102.71	91.54
Mark to market loss on embedded derivatives*	-	-	3.39	16.14
Mark to market loss on forward contracts*	-	-	6.46	20.37
Other payables**	-	-	260.35	305.15
	7.87	7.45	402.68	472.62

\* At fair value through profit and loss

\*\*Includes payables to related parties and payables on behalf of other party towards non-novated contracts (Refer note 46(b)(xii)).

**22 Other current liabilities**

(₹ in Crores)

	December 31, 2023	December 31, 2022
Billing in excess of contract revenue (refer note 47)	371.16	254.10
Statutory dues payable	146.31	107.07
Advance from customers (refer note 47)	477.36	442.37
	994.83	803.54

**23 Provisions**

(₹ in Crores)

	Non-current		Current	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
<b>Provisions for employee benefits</b>				
Gratuity	-	-	1.30	-
Provident fund	-	-	23.78	21.31
Leave benefits	-	-	40.64	34.86
Management incentive plan (refer Note - 41)	5.63	-	5.99	-
<b>Other provisions</b>				
Warranties	-	-	219.33	160.51
Loss orders	-	-	29.70	28.56
Litigations	-	-	0.20	0.20
Sales tax	-	-	124.24	137.74
	5.63	-	445.18	383.18

**Nature of provisions:**

- i) Warranties: The Company provides warranties for its products, systems and services, undertaking to repair or replace the items that fail to perform satisfactorily during the warranty period. Provision made as at December 31, 2023 represents the amount of the expected cost based on technical evaluation and past experience of meeting such obligations. It is expected that this expenditure will be incurred over the contractual warranty period.
- ii) Loss orders: A provision for expected loss on construction contracts is recognised when it is probable that the contract costs will exceed total contract revenue. For all other contracts loss order provisions are made when the full costs of meeting the obligation under the contract exceed the currently estimated economic benefits.
- iii) Provision for litigation represents claims against the Company not acknowledged as debts that are expected to materialise in respect of matters in litigation. The outflow would depend on the cessation of the respective events.
- iv) Provision for sales tax represents mainly the differential sales tax liability on account of non – collection of declaration forms. The outflow would depend on the cessation of the respective events.

**Movement in provisions: (Figures in brackets are in respect of the previous year)**

(₹ in Crores)				
Class of provisions	As at January 1, 2023	Additions	Amounts used/ reversed	As at December 31, 2023
Warranties	160.51 (123.76)	78.12 (39.77)	19.30 (3.02)	219.33 (160.51)
Loss orders	28.56 (33.43)	9.76 (28.65)	8.62 (33.52)	29.70 (28.56)
Litigations	0.20 (5.01)	- (0.20)	- (5.01)	0.20 (0.20)
Sales tax	137.74 (142.44)	23.99 (22.25)	37.49 (26.95)	124.24 (137.74)

**24 Current tax liabilities (net)**

(₹ in Crores)		
	Current	
	December 31, 2023	December 31, 2022
Provision for taxation (net of advance tax)	42.34	42.18

**25 Revenue from operations (net)**

(₹ in Crores)		
	December 31, 2023	December 31, 2022
<b>Revenue from contracts with customers</b>		
Sale of products	9,845.44	8,085.99
Sale of services	521.24	412.42
	<b>10,366.68</b>	8,498.41
<b>Other operating revenues</b>		
Scrap sales	21.47	21.71
Income from development services	52.78	42.42
Miscellaneous income	5.59	4.99
	<b>79.84</b>	69.12
<b>Revenue from operations (net)</b>	<b>10,446.52</b>	8,567.53
<b>Detail of revenue from contracts with customers</b>		
<b>(i) Sale of products</b>		
Switchgear of all types	3,932.23	3,320.75
Electronic control and supply units for variable speed drives and other applications	1,878.26	1,318.97
Motors and other machines	2,097.62	1,982.82
Others	1,937.33	1,463.45
	<b>9,845.44</b>	8,085.99
<b>(ii) Sale of services</b>		
Erection, commissioning and other engineering services (Refer note 47 for Ind AS 115 disclosures)	521.24	412.42
	<b>10,366.68</b>	8,498.41

**26 Other income**

(₹ in Crores)

	December 31, 2023	December 31, 2022
<b>Finance income</b>		
Interest income:		
Interest on security deposit	0.31	0.24
Interest from deposits with bank and bonds	265.71	120.49
Interest income - on tax refunds etc.	11.01	6.04
	<b>277.03</b>	<b>126.77</b>
<b>Other income</b>		
Other non operating revenue	24.66	52.70
	<b>24.66</b>	<b>52.70</b>
	<b>301.69</b>	<b>179.47</b>

**27 Cost of raw materials, components consumed and project bought outs**

(₹ in Crores)

	December 31, 2023	December 31, 2022
<b>Raw material and components consumed</b>		
Inventory at the beginning of the year	981.13	671.24
Add : Purchases during the year	5,625.56	5,014.07
Less : Inventory at the end of the year	1,094.21	981.13
<b>Cost of raw materials consumed</b>	<b>5,512.48</b>	<b>4,704.18</b>

**28 Purchases of stock-in-trade**

Motors and other machines	80.30	83.46
Switchgears	13.52	5.41
Power invertors	0.88	1.92
Others	748.07	607.74
	<b>842.77</b>	<b>698.53</b>

**29 (Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress**

Opening stock		
- Finished goods	168.66	100.73
- Stock-in-trade	45.99	44.98
- Work-in-progress	223.09	190.50
	<b>437.74</b>	<b>336.21</b>
Closing stock		
- Finished goods	189.98	168.66
- Stock-in-trade	43.52	45.99
- Work-in-progress	230.93	223.09
	<b>464.43</b>	<b>437.74</b>
	<b>(26.69)</b>	<b>(101.53)</b>

**30 Employee benefit expenses**

Salaries, wages and bonus	606.59	546.54
Employee share based payments (refer note 41)	10.11	4.19
Gratuity	8.02	8.31
Provident fund	20.97	16.13
Contribution to superannuation and other funds	19.08	15.41
Staff welfare expenses	37.75	33.13
Training, recruitment and transfer expenses	12.63	11.58
	<b>715.15</b>	<b>635.29</b>

**31 Finance costs**

Interest expenses	7.34	9.46
Interest expense on lease liabilities	4.93	1.82
Bill discounting and other charges	0.39	1.83
	<b>12.66</b>	<b>13.11</b>

**32 Depreciation and amortisation expenses**

Depreciation of property, plant and equipment	93.56	84.66
Amortisation of intangible assets	1.60	1.68
Depreciation of right to use assets	24.76	18.36
	119.92	104.70

**33 Other expenses**

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
Consumption of stores and spares	22.02	18.12
Packing expenses	39.40	32.80
Royalty and technology fees	327.20	258.17
Freight and forwarding	99.85	113.82
Postage and telephone	0.52	2.81
Commission (other than sole selling agent)	1.88	1.04
Power and fuel	25.13	22.57
Travelling and conveyance	93.23	72.91
Insurance	11.41	9.43
Rates and taxes	19.49	36.19
Rent	7.04	10.45
Repairs :		
Buildings	12.87	11.49
Plant and machinery	24.41	28.32
Others	5.71	7.58
Provision/(reversal) for doubtful debts and advances (net)	(14.05)	(54.06)
Bad debts/advances written off/(written back)	30.07	64.66
Loss on sale/disposal of property, plant and equipment (net)	6.97	3.55
Printing and stationery	3.90	4.14
Bank charges	4.31	2.29
Corporate social responsibility expenditure	15.59	9.88
Legal and professional	75.83	65.44
Auditor's remuneration*	2.25	2.05
Trade-mark fees	108.84	97.26
Information technology expenses	201.41	202.71
Net exchange and commodity loss	37.10	48.83
Director's fees and commission	1.09	1.17
Services from third parties	125.23	104.71
Testing and inspection charges	14.78	12.56
Seminar and publicity expenses	21.36	11.73
Group management fees	172.58	111.35
Network cost	25.74	28.39
Warranty	52.46	45.27
Miscellaneous	63.45	40.11
	1,639.07	1,427.74
<b>Auditor's remuneration (excluding goods and service tax)*</b>		
As auditor:		
Audit fee	0.90	0.70
Tax audit fee	0.20	0.20
Limited review	0.60	0.60
In other capacity:		
Group reporting fees	0.15	0.15
Certification, etc	0.20	0.20
Out of pocket expenses	0.20	0.20
	2.25	2.05

<b>Details of corporate social responsibility expenditure</b>		
1. Amount required to be spent during the year	<b>15.46</b>	9.88
2. Amount of expenditure incurred on:		
(i) Construction/acquisition of any asset	<b>3.96</b>	1.97
(ii) On purposes other than (i) above	<b>11.63</b>	7.91
	<b>15.59</b>	9.88
3. Shortfall at the end of the year	Not Applicable	
4. Total of previous years shortfall	Not Applicable	
5. Reason for shortfall	Not Applicable	
6. Nature of CSR activities	Public Road Infrastructure, Education, Healthcare, Environmental Sustainability, Water Management.	
7. Details of related party transactions as per relevant Accounting Standard : Contribution to ABB India Foundation in relation to CSR expenditure	<b>10.82</b>	9.88

### 34 Discontinued operations

On December 5, 2019, the Board of Directors of Company approved the Scheme of Arrangement amongst the Company and Hitachi Energy India Limited ('HEIL') (formerly ABB Power Products and Systems India Limited) for Demerger of Company's Power Grids business to HEIL ("Demerger") and the Appointed date for the Demerger was April 1, 2019. The Demerger was approved by National Company Law Tribunal ("NCLT") and the NCLT approval was filed with the Registrar of Companies on December 1, 2019 (Effective date).

During the current year, the Company received show cause notices pertaining to the Export promotion capital goods ("EPCG") licenses and advance licenses received from the Department of Customs, Government of India ("Customs Department") for the Power Grid ("PG") business in the earlier years. While these licenses continue to be in the name of the Company, upon completion of sale of PG business under the scheme, the benefit and the corresponding export obligations relating to such licenses were transferred to HEIL. As at December 31, 2023, HEIL is in the process of completing the compliance and documentation in relation to the licenses having duty value of ₹ 163.22 crores. As per the management and according to the scheme of demerger the obligation to comply with the regulations and consequences thereon belongs to HEIL which is also supported by an expert opinion.

	December 31, 2023	December 31, 2022
<b>(a) Analysis of profit/(loss) from discontinued operation</b>		
Other expenses	<b>8.19</b>	12.53
<b>Total expenses</b>	<b>8.19</b>	12.53
<b>Loss before tax</b>	<b>(8.19)</b>	(12.53)
Tax expense:	<b>2.06</b>	3.15
<b>Loss after tax</b>	<b>(6.13)</b>	(9.38)
<b>(b) Net cash flows attributable to the discontinued operation</b>		
Net cash (outflows) / inflows from operating activities	<b>(1.69)</b>	(4.26)
<b>Net cash outflows</b>	<b>(1.69)</b>	(4.26)

**35** During the previous year, the Company sold its turbocharger business (which was part of Process Automation segment) to a wholly owned subsidiary Turbocharging Industries and Services India Private Limited (TISIPL), on a slump sale basis for a consideration of ₹310 Crores determined based on independent valuation. This was in line with ABB Group's ongoing systematic portfolio restructuring to focus on higher growth segments. In this regard, a gain on sale of the business amounting to ₹293.35 Crores was recognised as income and was presented as an exceptional item in the financial statements.

Further, the Company had sold the investment in TISIPL to Turbo Systems Switzerland Limited, a fellow subsidiary on the date of sale for a consideration of ₹355 Crores determined based on independent valuation. The gain on sale amounting to ₹40 Crores was recognised as income and presented as an exceptional item.

Further, the Company also sold certain Property Plant and Equipment to TISIPL and the profit thereon amounting to ₹5.91 Crores was presented as an exceptional item.

**36 Earning per share (EPS)**

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
The following reflects the income and share data used in the basic and diluted EPS computations		
<b>a) Profit/ (loss) after tax</b>		
From continuing operations	1,248.18	1,025.61
From discontinued operations	(6.13)	(9.38)
<b>b) Profit attributable to equity shareholders</b>	1,242.05	1,016.23
<b>c) Weighted average number of Equity Shares outstanding during the year</b>	21,19,08,375	21,19,08,375
<b>d) Nominal value of shares (in ₹)</b>	2.00	2.00
<b>e) Earnings/(loss) per share- Basic and diluted (in ₹)</b>		
From continuing operations (in ₹)	58.90	48.40
From discontinued operations (in ₹)	(0.29)	(0.44)
From continuing and discontinued operations (in ₹)	58.61	47.96

**37 Gratuity and other post-employment benefit plans**

The Company has defined benefit gratuity plan and provident fund plan managed by trusts.

**Gratuity Plan :**

Gratuity is payable to all eligible employees of the Company as per the provisions of the Payment of Gratuity Act, 1972 or as per the Company's scheme, whichever is higher.

**Provident Fund Plan :**

The Company manages provident fund plan through a provident fund trust for its employees which is permitted under the Provident Fund and Miscellaneous Provisions Act, 1952. The Contribution by employee and employer together with interest are payable at the time of separation from service or retirement, whichever is earlier.

Assumptions relating to future salary increases, attrition, interest rate for discount and overall expected rate of return on assets have been considered based on relevant economic factors such as inflation, market growth and other factors applicable to the period over which the obligation is expected to be settled.

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>A Gratuity</b>		
The following table sets out movement in defined benefits liability and the amount recognised in the financial statements:		
Gratuity provision/(assets)	1.30	(3.42)
<b>Total</b>	1.30	(3.42)

(₹ in Crores)

	Defined benefit obligation	Fair value of plan assets	Benefit liability
<b>i) Changes in the defined benefit obligation and fair value of plan assets as at December 31, 2023:</b>			
<b>Gratuity cost charged to profit or loss:</b>			
As at January 1, 2022	95.83	97.80	(1.97)
Service cost	8.44	-	8.44
Net interest expense	6.13	6.26	(0.13)
<b>Total amount recognised in statement of profit and loss (Note 30)</b>	<b>14.57</b>	<b>6.26</b>	<b>8.31</b>
<b>Remeasurement (gains)/losses in other comprehensive income:</b>			
Return on plan assets (excluding amounts included in net interest expense)	-	1.07	(1.07)
Actuarial changes arising from changes in financial assumptions	(6.84)	-	(6.84)
Experience adjustments	1.25	-	1.25
<b>Total amount recognised in other comprehensive income</b>	<b>(5.59)</b>	<b>1.07</b>	<b>(6.66)</b>
Contributions by employer	-	3.10	(3.10)
Benefits paid	(6.14)	(6.14)	-
As at December 31, 2022	98.67	102.09	(3.42)
Service cost	<b>8.54</b>	-	<b>8.54</b>
Net interest expense	<b>6.90</b>	<b>7.42</b>	<b>(0.52)</b>
<b>Total amount recognised in statement of profit and loss (Note 30)</b>	<b>15.44</b>	<b>7.42</b>	<b>8.02</b>
<b>Remeasurement (gains)/losses in other comprehensive income:</b>			
Return on plan assets (excluding amounts included in net interest expense)	-	0.02	(0.02)
Actuarial changes arising from changes in financial assumptions	<b>1.78</b>	-	<b>1.78</b>
Experience adjustments	<b>2.26</b>	-	<b>2.26</b>
<b>Total amount recognised in other comprehensive income</b>	<b>4.04</b>	<b>0.02</b>	<b>4.02</b>
Contributions by employer	-	7.32	(7.32)
Benefits paid	<b>(8.18)</b>	<b>(8.18)</b>	-
<b>As at December 31, 2023</b>	<b>109.97</b>	<b>108.67</b>	<b>1.30</b>
	<b>December 31, 2023</b>	<b>December 31, 2022</b>	
<b>ii) Amount recognized in balance sheet</b>			
Present value of funded obligations		<b>109.97</b>	98.67
Fair value of plan assets		<b>108.67</b>	102.09
<b>Net funded asset / (obligation)</b>		<b>(1.30)</b>	3.42
<b>Net defined benefit (liability) / asset recognised in balance sheet</b>		<b>(1.30)</b>	3.42
<b>iii) Expense recognised in profit or loss</b>			
Current Service Cost		<b>8.54</b>	8.44
Interest Cost/(income)		<b>(0.52)</b>	(0.13)
		<b>8.02</b>	8.31
<b>iv) Remeasurements recognised in other comprehensive income</b>			
Actuarial (gain) loss on defined benefit obligation		<b>4.04</b>	(5.59)
Return on plan assets excluding interest income		<b>(0.02)</b>	(1.07)
		<b>4.02</b>	(6.66)
<b>v) The major categories of plan assets of the fair value of the total plan assets are as follows:</b>			
<b>Investments</b>			
Government of India Securities (Central and State)		<b>7.63%</b>	8.13%
PSU securities		<b>1.38%</b>	1.47%
Special deposit scheme / Funds with LIC		<b>84.37%</b>	81.25%
Others (including bank balances)		<b>6.62%</b>	9.15%
<b>Total</b>		<b>100.00%</b>	100.00%
<b>vi) The principal assumptions used in determining gratuity obligations are shown below:</b>			
Discount rate		<b>7.10%</b>	7.30%
Future salary increases		<b>7.75%</b>	7.75%
<b>vii) The following payments are expected contributions to the defined benefit plan in future years</b>			
Within the next 12 months (next annual reporting period)		<b>7.64</b>	7.01
Between 2 and 5 years		<b>39.92</b>	39.92
Beyond 5 years		<b>76.20</b>	71.43
<b>Total expected payments</b>		<b>123.76</b>	118.36
The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years.			



(₹ in Crores)

	December 31, 2023		December 31, 2022	
	Discount rate	Future salary increases	Discount rate	Future salary increases
<b>viii) A quantitative sensitivity analysis for significant assumption is as shown below:</b>				
<b>Assumptions</b>				
Sensitivity analysis				
1% increase	(8.43)	9.56	(7.54)	8.56
1% decrease	9.71	(8.47)	8.68	(7.58)
<b>Impact on defined benefit obligation</b>				
The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.				

**B Provident fund**

(₹ in Crores)

	Defined benefit obligation	Fair value of plan assets	Benefit liability / Assets
<b>i) Changes in the defined benefit obligation and fair value of plan assets</b>			
As at January 1, 2022	657.00	702.21	(45.21)
Current service cost	16.13	-	16.13
Interest expense	42.94	45.88	(2.94)
<b>Total amount recognised in statement of profit and loss (Note 30)</b>	<b>59.07</b>	<b>45.88</b>	<b>13.19</b>
<b>Remeasurement (gains)/losses in other comprehensive income:</b>			
Actuarial (gain)/loss	(33.12)	-	(33.12)
Return on plan assets	-	(102.58)	102.58
<b>Total amount recognised in other comprehensive income</b>	<b>(33.12)</b>	<b>(102.58)</b>	<b>69.46</b>
Contributions	-	16.13	(16.13)
Benefit payments	(8.79)	(8.79)	-
As at December 31, 2022	674.16	652.85	21.31
Current service cost	<b>19.42</b>	-	<b>19.42</b>
Interest expense/(income)	<b>49.28</b>	<b>47.73</b>	<b>1.55</b>
<b>Total amount recognised in statement of profit and loss (Note 30)</b>	<b>68.70</b>	<b>47.73</b>	<b>20.97</b>
<b>Remeasurement (gains)/losses in other comprehensive income:</b>			
Actuarial (gain)/loss	<b>8.48</b>	-	<b>8.48</b>
Return on plan assets	-	<b>8.37</b>	<b>(8.37)</b>
<b>Total amount recognised in other comprehensive income</b>	<b>8.48</b>	<b>8.37</b>	<b>0.11</b>
Contributions	-	<b>18.61</b>	<b>(18.61)</b>
Benefit payments	<b>(16.59)</b>	<b>(16.59)</b>	-
<b>As at December 31, 2023</b>	<b>734.75</b>	<b>710.97</b>	<b>23.78</b>

(₹ in Crores)

	December 31, 2023	December 31, 2022
<b>ii) Amount recognized in balance sheet</b>		
Present value of funded obligations	<b>734.75</b>	674.16
Fair value of plan assets	<b>710.97</b>	652.85
<b>Net funded obligation</b>	<b>(23.77)</b>	(21.30)
<b>Net defined benefit (liability) /asset*</b>	<b>(23.77)</b>	(21.30)

**iii) The principal assumptions are shown below:**

Discount rate	<b>7.10%</b>	7.30%
Expected return on EPFO	<b>8.15%</b>	8.10%

**iv) A quantitative sensitivity analysis for significant assumption is as shown below:**

1% increase in discount rate	<b>(29.35)</b>	(25.89)
1% decrease in discount rate	<b>40.57</b>	37.21

The sensitivity results above determine their individual impact on the plan's end of year defined benefit obligation. In reality, the plan is subject to multiple external experience items which may move the defined benefit obligation in similar or opposite direction, while the plan's sensitivity to such changes can vary over time.

The actuarial valuation of Interest Guarantee liability has been computed using the deterministic approach as outlined by the professional Guidance Note (GN) 29 issued by the Institute of Actuaries of India.

## v) The major categories of plan assets of the fair value of the total plan assets are as follows:

Investments		
Government of India Securities (Central and State)	57.00%	57.00%
PSU securities	29.00%	29.00%
Special deposit scheme / Funds with LIC	14.00%	14.00%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>

vi) The Company contributed ₹18.61 Crores (December 31, 2022 ₹16.13 Crores) towards employer's contribution for provident fund during the year December 31, 2023.

vii) The provident plans are applicable only to employees drawing a salary in Indian rupees and there are no other significant foreign defined benefit plans.

### 38 Fair value hierarchy

The Company's assets and liabilities which are measured at amortised cost for which fair value are disclosed at December 31, 2023

#### (i) Fair value hierarchy

Particulars	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>Financial Assets at amortised cost</b>		
Investments (refer note 6)	1.56	493.15
Loans (refer note 7)	5.40	4.94
Trade receivables (refer note 12)	2,544.30	2,092.99
Cash and cash equivalents (refer note 13)	876.88	3,146.86
Bank balances other than cash and cash equivalent (refer note 14)	3,939.29	2.22
Other financial assets (refer note 8)	155.90	235.59
<b>Financial assets at fair value through profit and loss :</b>		
Derivative instruments (refer note 8)	24.62	65.07
<b>Total financial assets</b>	<b>7,547.95</b>	<b>6,040.82</b>
<b>Financial liabilities at amortised cost</b>		
Lease liabilities (refer note 19)	48.98	33.09
Trade payables (refer note 20)	3,109.08	2,636.76
Other financial liabilities (refer note 21)	400.70	443.56
<b>Financial liabilities at fair value through profit and loss :</b>		
Derivative instruments (refer note 21)	9.85	36.51
<b>Total financial liabilities</b>	<b>3,568.61</b>	<b>3,149.92</b>

Particulars	(₹ in Crores)			
	Amount	Level 1	Level 2	Level 3
<b>Financial assets at fair value through profit and loss :</b>				
<b>Derivative instruments (refer note 8) - As at December 31, 2023</b>	<b>24.62</b>	-	<b>24.62</b>	-
Derivative instruments (refer note 8) - As at December 31, 2022	65.07	-	65.07	-
<b>Financial liabilities at fair value through profit and loss :</b>				
<b>Derivative instruments (refer note 21) - As at December 31, 2023</b>	<b>9.85</b>	-	<b>9.85</b>	-
Derivative instruments (refer note 21) - As at December 31, 2022	36.51	-	36.51	-

#### Valuation techniques and significant unobservable inputs

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

There were no transfers between Level 1, Level 2 and Level 3 during the year.

The carrying value of trade receivables, loans receivable, trade payables, other financial assets and liabilities, cash and cash equivalents and bank balance other than cash and cash equivalents are considered to be the same as their fair value, due to their short term nature.

The fair value of financial assets and liabilities is included at the amount at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Company enters into derivative financial instruments with banks/financial institutions. Foreign currency forward contracts are valued using valuation techniques which employ the use of market observable inputs using present value calculations. The model incorporates various inputs including the deal specific fundamental, market conditions, maturity period, transaction size, comparable trades, foreign currency spot and forward rates.

### 39 Financial risk management objectives and policies

The Company's principal financial liabilities comprise lease liabilities, trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and bank balance other than cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, liquidity risk and credit risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a risk management committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The risk management committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### i. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include trade payables, trade receivables and deposits.

##### Commodity contracts

The Company uses commodity future contracts to hedge risk against fluctuation in commodity prices. The following are outstanding future contracts entered into by the Company as on December 31, 2023.

Year	Commodity	Number of contracts	Contractual quantity	Buy /Sell
As at December 2023	Copper	199	2,439 MTs	Buy
As at December 2023	Silver	63	1,07,259 Ounces	Buy
As at December 2022	Copper	225	2,773 MTs	Buy
As at December 2022	Silver	56	85,914 Ounce	Buy

#### ii. Foreign Currency Risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the CHF, USD, SEK and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not Company's functional currency (INR).

**(a) Unhedged in foreign currency exposure**

(₹ in Crores)

Currency	EUR	NPR	BDT	BTN	USD	CHF	LKR	Others
<b>Trade Receivables</b>								
As at December 31, 2023	-	-	6.96	5.27	-	23.29	0.04	10.83
1% increase	-	-	0.07	0.05	-	0.23	0.00	0.11
1% decrease	-	-	(0.07)	(0.05)	-	(0.23)	(0.00)	(0.11)
As at December 31, 2022	41.76	-	5.49	5.27	-	21.00	6.96	2.58
1% increase	0.42	-	0.05	0.05	-	0.21	0.07	0.03
1% decrease	(0.42)	-	(0.05)	(0.05)	-	(0.21)	(0.07)	(0.03)
<b>Trade payables</b>								
As at December 31, 2023	335.26	0.71	3.68	0.33	178.90	131.31	2.64	9.17
1% increase	3.35	0.01	0.04	0.00	1.79	1.31	0.03	0.09
1% decrease	(3.35)	(0.01)	(0.04)	(0.00)	(1.79)	(1.31)	(0.03)	(0.09)
As at December 31, 2022	88.28	0.68	4.97	0.40	41.23	-	5.18	4.85
1% increase	0.88	0.01	0.05	0.00	0.41	-	0.05	0.05
1% decrease	(0.88)	(0.01)	(0.05)	(0.00)	(0.41)	-	(0.05)	(0.05)
<b>Cash and cash equivalents</b>								
As at December 31, 2023	-	0.02	1.64	-	-	-	0.84	-
1% increase	-	0.00	0.02	-	-	-	0.01	-
1% decrease	-	(0.00)	(0.02)	-	-	-	(0.01)	-
As at December 31, 2022	-	0.12	1.66	36.35	-	-	1.42	-
1% increase	-	0.00	0.02	0.36	-	-	0.01	-
1% decrease	-	(0.00)	(0.02)	(0.36)	-	-	(0.01)	-

The above sensitivity analysis is based on a reasonably possible change in the underlying foreign currency against the Indian rupee computed from historical data and is representative of the foreign exchange currency risk inherent in financial assets and financial liabilities reported at the reporting date.

**(b) Forward contracts outstanding as of December 31, 2023**

Currency	December 31, 2023			December 31, 2022		
	Number of Contracts	Amount in Foreign Currency Crores	(₹ in Crores)	Number of Contracts	Amount in Foreign Currency Crores	(₹ in Crores)
<b>Exports</b>						
CHF	4	0.06	5.97	-	-	-
EUR	12	0.54	49.16	17	0.33	29.25
SEK	-	-	-	2	0.53	4.32
USD	44	3.07	256.69	157	5.28	433.77
Others	3	0.35	4.08	5	0.22	5.75
			315.90			473.09
<b>Imports</b>						
CHF	20	1.13	109.87	21	1.25	109.96
EUR	69	2.63	241.25	182	4.84	417.95
SEK	9	10.12	81.86	7	6.53	52.00
USD	78	2.30	193.04	181	2.77	228.07
Others	25	6.90	82.44	44	8.37	99.91
			708.46			907.89

### iii Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

#### (i) Trade receivables

Trade receivables consists of a large number of customers spread across diverse industries.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At year end, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the statement of profit and loss within other expenses.

Specific allowance for loss has also been provided by the management based on expected recovery on individual customers.

The provision provided in books for trade receivables overdue:

#### Reconciliation of loss allowance

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>Opening balance</b>	<b>251.44</b>	300.57
Additional provision/(reversal)	<b>37.88</b>	24.83
Utilisation/reversals	<b>(30.07)</b>	(73.96)
<b>Closing balance</b>	<b>259.25</b>	251.44

Management does not expect any significant loss from non-performance by counterparties on credit granted during the financial year that has not been provided for.

#### (ii) Other than trade receivables

Management believes that the parties from which the receivables are due have strong capacity to meet the obligations and risk of default is negligible or nil and accordingly no provision for expected credit loss has been provided for.

### iv. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and debentures. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company maintains flexibility in funding by maintaining availability under committed credit lines.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ in Crores)

	December 31, 2023				December 31, 2022			
	On demand	Less than 1 year	More than 1 year	Total	On demand	Less than 1 year	More than 1 year	Total
Lease liabilities	-	25.65	29.70	55.35	-	14.47	23.22	37.69
Other financial liabilities#	-	392.83	7.87	400.70	-	436.11	7.45	443.56
Trade payables	-	3,109.08	-	3,109.08	-	2,636.76	-	2,636.76
<b>Total non-derivative liabilities</b>	-	<b>3,527.56</b>	<b>37.57</b>	<b>3,565.13</b>	-	<b>3,087.34</b>	<b>30.67</b>	<b>3,118.01</b>

# excludes mark to market loss on embedded derivatives and forward contracts

#### 40 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

(₹ in Crores)

	December 31, 2023	December 31, 2022
Trade payables	3,109.08	2,636.76
Lease liabilities	48.98	33.09
Other financial liabilities	410.55	480.07
Less: cash and cash equivalents	(876.88)	(3,146.86)
<b>Net debts</b>	<b>2,691.73</b>	<b>3.06</b>
Total equity	5,944.60	4,939.41
<b>Capital and net debt</b>	<b>8,636.33</b>	<b>4,942.47</b>
<b>Gearing ratio</b>	<b>31.17%</b>	<b>0.06%</b>

#### 41 Share based payments

##### Long Term Incentive Plan ('LTIP')

ABB Ltd, Zurich (Ultimate Holding Company) offers Performance Share Units (PSUs) and Restricted Share Units (RSUs) to the eligible employees of the Company for no consideration. The LTIP has a 2-3 year vesting period, after which the employee has the right to exercise and receive the consideration based on the fair market value of the shares on the date of exercise. This is charged to the Company in the month of delivery along with the administration fees, on a pro rata basis. The fair value of each option is based on the market value of listed shares of ABB Ltd, Zurich.

The Company accounts for the services as they are rendered by the employees during the vesting period, with a corresponding increase in liability. Until the liability is settled, the Company remeasures the fair value of the liability at the end of each reporting period with any changes in fair value recognised in the statement of profit and loss for the period.

	Number of Shares/ Instruments	Weighted average remaining contractual term (in years)
<b>Outstanding at December 31, 2022</b>	<b>36,352</b>	<b>1.95</b>
Granted	20,759	1.89
Exercised	1,758	
<b>Outstanding at December 31, 2023</b>	<b>55,353</b>	<b>1.22</b>

## 42 Contingent liabilities and contingent assets

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>Contingent liabilities (Claims against the Company not acknowledged as debts)</b>		
Excise duty /service tax/GST and sales tax liabilities dispute	381.77	343.43
Custom duty liabilities in dispute	18.00	13.00
Income tax matters in dispute	19.21	19.21
Other matters	158.27	173.84
	<b>577.25</b>	<b>549.48</b>

The Company does not have any contingent assets at the balance sheet date.

The Company is contesting the demands and the management believes that its position will likely be upheld in the various appellate authorities/courts. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the Company's financial position.

The amounts assessed as contingent liability do not include interest and/or penalty (if any) that could be claimed by counter parties.

The Company has outstanding performance bank guarantees as at December 31, 2023 aggregating to **₹ 38.84 Crores** (December 31, 2022 ₹60.11 Crores), issued to the customers of Marici Solar India Private Limited, Linxon India Engineering Private Limited, Dodge Industrial India Private Limited and Turbocharging Industries and Services India Private Limited before the sale of business on slump sale basis to the respective companies. The commission on such bank guarantees has been reimbursed by the respective companies. The Company is also entitled for indemnification by the respective companies against any claims from the customers of these companies on such performance bank guarantees. Additionally, refer note 46(b)(xii).

## 43 Capital Commitments

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
Estimated amount of contracts remaining to be executed on account of capital commitments and not provided for (net of advances)	87.13	58.46

## 44 Leases

The Company has taken vehicles, leasehold improvements, data processing equipment, office premises, warehouse and residential premises. These leases typically run for a period of eleven months to sixty months, with an option to renew the lease after that date. For certain leases, the Company is restricted from entering into any sub-lease arrangements. Information about leases for which the Company is a lessee is presented below:

Particulars	(₹ in Crores)			
	Land and Buildings	Vehicles	Plant and Equipment	Total
<b>Balance as at January 1, 2022</b>	27.36	8.46	9.69	45.51
Additions during the year	5.67	5.93	3.25	14.85
Depreciation charge for the year	(6.02)	(3.93)	(8.41)	(18.36)
De-recognition during the year	-	(0.83)	-	(0.83)
<b>Balance as at December 31, 2022</b>	27.01	9.63	4.53	41.17
Additions during the year	<b>5.90</b>	<b>7.96</b>	<b>25.83</b>	<b>39.69</b>
Depreciation charge for the year	<b>(7.47)</b>	<b>(4.92)</b>	<b>(12.37)</b>	<b>(24.76)</b>
De-recognition during the year	-	<b>(0.11)</b>	-	<b>(0.11)</b>
<b>Balance as at December 31, 2023</b>	<b>25.44</b>	<b>12.56</b>	<b>17.99</b>	<b>55.99</b>

The Company during the year incurred **₹7.04 Crores** (December 31, 2022 ₹10.45 Crores) towards expenses relating to lease of low-value assets and short termed leases.

The total cash outflow for leases during the year is **₹35.66 Crores** (including interest of **₹4.93 Crores**) [December 31, 2022: ₹29.12 Crores (including interest of ₹1.82 Crores)], including cash outflow of short-term leases and leases of low-value assets.

## 45 Segment disclosures

### 45(a) Segment information

The Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. Managing Director is the CODM of the Company. For management purposes, CODM organises the company into business units based on its products and services and has five reportable segments, as follows

#### i) Composition of business segments

The Company's business segments are organized around products and system solutions provided to its customers, which include utilities, industries, channel partners and original equipment manufacturers.

**Motion segment (MO)** provides products, solutions and related services that increase industrial productivity and energy efficiency. Its motors, generators and drives provide power, motion and control for a wide range of automation applications.

**Robotics and Discrete Automation segment (RA)** provides value-added solutions in robotics, machine and factory automation.

**Electrification segment (EL)** provides technology across the full electrical value chain from substation to the point of consumption, enabling safer and more reliable power. A range of digital and connected innovations for low- and medium-voltage, including EV infrastructure, solar inverters, modular substations, distribution automation, power protection, wiring accessories, switchgear, enclosures, cabling, sensing and control.

**Process Automation segment (PA)** provides products, systems and services designed to optimize the productivity of industrial processes. Solutions include turnkey engineering, control systems, measurement products, life cycle services, outsourced maintenance and industry specific products. The industries served include oil and gas, power, chemicals and pharmaceuticals, pulp and paper, metals and minerals, marine and turbocharging.

**Power Grids segment (PG) (Discontinued)** offers power and automation products, systems, service and software solutions across the generation, transmission and distribution value chain. Its portfolio includes grid integration, transmission, distribution and automation solutions and a complete range of high voltage products and transformers.

ii) The accounting policies used in the preparation of the financial statements of the Company are also applied for segment reporting.

iii) Segment revenues, expenses, assets and liabilities are those, which are directly attributable to the segment or are allocated on an appropriate basis. Corporate and other revenues, expenses, assets and liabilities to the extent not allocable to segments are disclosed in the reconciliation of reportable segments with the financial statements.

#### iv) Inter segment transfer pricing

Inter segment prices are normally negotiated amongst the segments with reference to the costs, market prices and business risks, within an overall optimization objective for the Company.

v) Power Grids segment (PG) was considered as discontinued operation and held for sale. Information about the discontinued operation is provided in Note. 34



**vii) Segment Information**

(Figures in brackets are in respect of the previous year)

						(₹ in Crores)
Composition of business segments	Power Grids (Discontinued)	Robotics and Discrete Automation	Motion	Electrification	Process Automation	Total
External sales	-	<b>415.09</b>	<b>3,674.96</b>	<b>4,039.95</b>	<b>2,227.19</b>	<b>10,357.19</b>
	-	(231.88)	(3,263.91)	(3,411.39)	(1,566.81)	(8,473.99)
Inter segment sales	-	<b>0.82</b>	<b>96.09</b>	<b>74.75</b>	<b>8.76</b>	<b>180.42</b>
	-	(1.41)	(88.75)	(68.00)	(6.54)	(164.70)
Other operating revenue	-	<b>0.14</b>	<b>14.01</b>	<b>62.52</b>	<b>0.18</b>	<b>76.85</b>
	-	-(0.01)	(14.41)	(50.32)	-(0.18)	(64.54)
Segment revenues	-	<b>416.05</b>	<b>3,785.06</b>	<b>4,177.22</b>	<b>2,236.13</b>	<b>10,614.46</b>
	-	(233.28)	(3,367.07)	(3,529.71)	(1,573.17)	(8,703.23)
Segment results	<b>(8.19)</b>	<b>52.95</b>	<b>601.44</b>	<b>774.55</b>	<b>274.91</b>	<b>1,695.66</b>
	(12.53)	(29.29)	(412.48)	(487.80)	(200.65)	(1,117.69)
Segment assets	-	<b>182.65</b>	<b>1,801.72</b>	<b>1,789.07</b>	<b>1,478.30</b>	<b>5,251.74</b>
	-	(126.12)	(1,751.72)	(1,592.69)	(1,156.53)	(4,627.06)
Segment liabilities	-	<b>228.10</b>	<b>1,583.49</b>	<b>1,187.64</b>	<b>1,448.85</b>	<b>4,448.08</b>
	-	(111.57)	(1,430.60)	(1,138.32)	(1,114.27)	(3,794.76)
Depreciation / amortisation	-	<b>0.64</b>	<b>24.98</b>	<b>41.96</b>	<b>4.37</b>	<b>71.95</b>
	-	(0.70)	(21.99)	(36.68)	(4.18)	(63.55)

**viii) Reconciliation of reportable segments with the financial statements**

						(₹ in Crores)
	Revenues	Results / Net profit	Assets	Liabilities	Depreciation/ amortisation	
Total segments	<b>10,614.46</b>	<b>1,695.66</b>	<b>5,251.74</b>	<b>4,448.08</b>	<b>71.95</b>	
	(8,703.23)	(1,117.69)	(4,627.06)	(3,794.76)	(63.55)	
<b>Add:</b>						
Power grids (Discontinued)	-	<b>(8.19)</b>	-	-	-	-
	(-)	(12.53)	(-)	(-)	(-)	(-)
<b>Less:</b>						
Corporate - unallocated (net)	<b>12.48</b>	<b>(32.30)</b>	<b>5,749.45</b>	<b>608.51</b>	<b>47.97</b>	
	(29.00)	(93.58)	(4,691.17)	(584.06)	(41.15)	
Exceptional item (refer note 35)	-	-	-	-	-	-
	(-)	(339.26)	(-)	(-)	(-)	(-)
Inter segment sales	<b>180.42</b>	-	-	-	-	-
	(164.70)	(-)	(-)	(-)	(-)	(-)
Interest expense	-	<b>(12.66)</b>	-	-	-	-
	(-)	(13.11)	(-)	(-)	(-)	(-)
Provision for tax	-	<b>(410.71)</b>	-	-	-	-
	(-)	(337.18)	(-)	(-)	(-)	(-)
As per financial statements	<b>10,446.52</b>	<b>1,248.18</b>	<b>11,001.19</b>	<b>5,056.59</b>	<b>119.92</b>	
	(8,567.53)	(1,025.61)	(9,318.23)	(4,378.82)	(104.70)	

**(b) Composition of geographical segments**

(₹ in Crores)

	India	Rest of world	Total
Segment revenues	9,357.81	1,088.71	10,446.52
	(7,554.36)	(1,013.17)	(8,567.53)
Segment non-current assets*	1,214.06	-	1,214.06
	(1,138.59)	(-)	(1,138.59)

\* Non current assets does not include deferred tax asset and non-current tax assets.

No customer individually accounted for more than 10% of the revenues from the continuing operations in the year ended December 31, 2023 and 2022.

**46 Related party disclosures****(a) Parent Company****Party where control exists:**

ABB Limited, Zurich, Switzerland (Ultimate Holding Company)

ABB Asea Brown Boveri Limited, Zurich, Switzerland (Holding Company)

**Entities with common directors and also a fellow subsidiary\***

ABB Global Industries and Services Private Limited, Bengaluru, India

ABB Global Business Services And Contracting India Private Limited, Bengaluru, India

\*Transactions with the parties has been disclosed as part of transactions with fellow subsidiaries.

**Entities over which key management personnel are able to exercise significant influence**

ABB India Foundation

**Entities under common control****Name of the Fellow subsidiaries:**

Asea Brown Boveri S.A.;Madrid;Spain

ABB France;Cergy Pontoise;France

ABB Schweiz AG;Baden;Switzerland

ABB Transmission & Distribution Limited LLC;

Abu Dhabi;United Arab Emirates

ABB Electrical Industries Co. Ltd.;Riyadh;Saudi Arabia

ABB Oy;Helsinki;Finland

ABB AB;Västerås;Sweden

ABB Industries FZE;Dubai;United Arab Emirates

ABB Engineering (Shanghai) Ltd.;Shanghai;China

ABB Limited;Dhaka;Bangladesh

ABB AG;Mannheim;Germany

ABB for Electrical Industries (ABB ARAB) S.A.E.;Cairo;Egypt

ABB Inc.;Cary, NC;United States

ABB NV;Zaventem;Belgium

ABB Pte. Ltd.;Singapore;Singapore

ABB LLC;Doha;Qatar

ABB Industries (L.L.C.);Dubai;United Arab Emirates

ABB Mexico S.A. de C.V.;San Luis Potosi SLP;Mexico

ABB Bailey Japan Limited;Shizuoka-Ken;Japan

ABB S.p.A.;Milan;Italy

ABBNG Limited;Lagos;Nigeria

ABB AG;Wiener Neudorf;Austria

ABB K.K.;Tokyo;Japan

ABB Elektrik Sanayi A.S.;Istanbul;Turkiye

ABB AS;Fornebu;Norway

ABB Management Services Ltd.;Zurich;Switzerland

ABB, Inc.;Paranaque, Metro Manila;Philippines

ABB Inc.;Saint-Laurent, Quebec;Canada

ABB Asea Brown Boveri Ltd;Zurich;Switzerland

ABB Information Systems Ltd.;Zurich;Switzerland

ABB Sp. z o.o.;Warsaw;Poland

B&R Industrial Automation Pvt. Ltd.;Pune;India

ABB B.V.;Rotterdam;Netherlands

ABB Equity Limited;Zurich;Switzerland

ABB Stotz-Kontakt GmbH;Heidelberg;Germany

ABB Business Services Sp. z o.o.;Warsaw;Poland

ABB Global Marketing FZ LLC;Dubai;United Arab Emirates

ABB Limited;Warrington;United Kingdom

ABB Capital B.V.;Rotterdam;Netherlands

ABB Electrification Sweden AB;Västerås;Sweden

ABB Xiamen Switchgear Co. Ltd.;Xiamen;China

ABB Malaysia Sdn Bhd.;Petaling Jaya;Malaysia

ABB E-mobility S.p.A.;Milan;Italy

ABB Beijing Switchgear Limited;Beijing;China

ABB (China) Ltd.;Beijing;China

ABB Xiamen Smart Technology Co., Ltd.;Xiamen;China

ABB S.A.;Santiago;Chile

ABB Australia Pty Limited;Moorebank, NSW;Australia

ABB Colombia Ltda;Bogota;Colombia

ABB A/S;Skovlunde;Denmark

ABB South Africa (Pty) Ltd.;Modderfontein;South Africa

ABB S.A.;Casablanca;Morocco

ABB Electrical Equipment (Xiamen) Co., Ltd.;Xiamen;China

ABB Limited;Dublin;Ireland

PT ABB Sakti Industri;Jakarta;Indonesia

Industrial Connections & Solutions LLC;Cary, NC;United States

ABB Xiamen Low Voltage Equipment Co. Ltd.;Xiamen;China

ABB AS;Jüri;Estonia

ABB Ltd.;Moscow;Russian Federation

ABB Limited;Auckland;New Zealand

ABB Shanghai Free Trade Zone Industrial Co., Ltd.;Shanghai;China

ABB S.A.U.;Buenos Aires;Argentina

ABB AUTOMACAO LTDA;SOROCABA;Brazil

ABB ELETRIFICACAO LTDA;SOROCABA;Brazil

ABB Panama Sales, S.A.;Panama;Panama	ABB Bulgaria EOOD;Sofia;Bulgaria
ABB for Electrical Solutions and Technologies K.S.C.C. ;Safat;Kuwait	ABB Electrical Machines Ltd.;Shanghai;China
ABB Algerie Produits SpA;Hydra;Algeria	ABB s.r.o.;Prague;Czech Republic
ABB Ltd.;Taipei;Taiwan (Chinese Taipei)	ABB LV Installation Materials Co. Ltd. Beijing;Beijing;China
ABB Industrial Systems and Power;Suez;Egypt	ABB Logistics Center Europe GmbH;Menden;Germany
ABB Automation (Thailand) Co., Ltd.;Bangkok;Thailand	ABB LLC.;Muscat;Oman
ABB S.A.;Lima;Peru	Hitachi Energy India Limited, Bengaluru, India (Up to June 30, 2023)
ABB Technologies Ltd.;Caesarea ;Israel	Hitachi Energy Technology Services Private Limited, Bengaluru, India (Up to June 30, 2023)
ABB Limited/Jordan LLC.;Amman;Jordan	ABB Power Grids Switzerland Ltd;Baden;Switzerland (Up to June 30, 2023)
ABB Algeria SpA Asea Brown Boveri ;Hydra;Algeria	ABB POWER GRIDS VIETNAM COMPANY LIMITED;Hanoi;Viet Nam (Up to June 30, 2023)
ABB Asea Brown Boveri SRL;BUCHAREST;Romania	ABB Power Grids Czech Republic s.r.o;Trutnov;Czech Republic (Up to June 30, 2023)
ABB Ltd.;Kampala;Uganda	ABB Ltd.;Zagreb;Croatia
ABB Limited;Nairobi;Kenya	ABB Electrocal & Automation W.L.L;Manama;Bahrain
ABB Electrification (Thailand) Co., Ltd.;Bangkok;Thailand	ABB UAB;Avizieniai ;Lithuania
ABB Power & Automation (Private) Limited;Lahore;Pakistan	ABB Engineering Trading and Service Ltd.;Budapest;Hungary
ABB Ltd.;Seoul;Republic of Korea	Asea Brown Boveri Portugal, Unipessoal Lda;Quinta da Fonte;Portugal
ABB Ltd;Belgrade;Serbia	ABB SIA;Riga;Latvia
ABB Installation Products Inc.;Memphis, TN;United States	ABB Bailey Beijing Engineering Co. Ltd.;Beijing;China
ABB Motors and Mechanical Inc.;Fort Smith, AR;United States	ABB Automation and Electrification Company Limited; Ho Chi Minh;Viet Nam
ABB Xinhui Low Voltage Switchgear Co. Ltd.;Xinhui ;China	Asea Brown Boveri Industrial, Technical & Commercial Company of Imports – Exports S.A.;Metamorphosis Attica ;Greece
ABB E-mobility B.V.;Delft;Netherlands	ABB Ltd;Zurich;Switzerland
ABB Beijing Drive Systems Co. Ltd.;Beijing;China	ABB Electrification Canada Inc.; Hymus Boulevard, Saint-Laurent, Quebec, Canada
ABB Shanghai Motors Co. Ltd.;Shanghai;China	
ABB Electrification Norway AS;Skien;Norway	
Busch-Jaeger Elektro GmbH;Lüdenscheid;Germany	
ABB Ltd.;Hong Kong;Hong Kong Special Administrative Region of China	
ABB Guangdong Winride Switchgear Co., Ltd.; Longhu District Shantou;China	

**Key managerial personnel :**

<b>(a) Managing Director</b>	Sanjeev Sharma
<b>(b) Non-Executive cum Independent Directors</b>	V K Viswanathan Monica Widhani (w.e.f. May 6, 2022) Gopika Pant (w.e.f. April 27, 2021)
<b>(c) Non-Executive Directors</b>	Carolina Yvonne Granat (w.e.f April 1, 2022) Adrian Guggisber (w.e.f. May 6, 2022)
<b>(d) Chief Financial Officer</b>	T. K. Sridhar
<b>(e) Company Secretary</b>	Trivikram Guda

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>(b) Transactions with related parties</b>		
Transaction value in excess of 10% with a fellow subsidiary has been individually disclosed below. All other cases have been grouped and disclosed as 'other fellow subsidiaries'.		
<b>i) Revenue from operations</b>		
Holding Company	0.53	0.06
Fellow Subsidiaries		
- ABB Inc., Cary, NC, United States	137.53	108.85
- ABB Schweiz AG, Baden, Switzerland	58.44	54.91
- Hitachi Energy India Limited, Bengaluru, India	13.73	36.81
- Other fellow subsidiaries	611.85	649.85
	<b>822.08</b>	<b>850.48</b>
<b>ii) Purchases of raw materials, components, project items and stock-in-trade</b>		
Holding Company	0.03	-
Fellow Subsidiaries		
- ABB Oy, Helsinki, Finland	495.95	319.21
- ABB Pte. Ltd., Singapore	251.49	198.81
- ABB Schweiz AG, Baden, Switzerland	251.28	173.00
- ABB S.p.A., Milan, Italy	222.66	192.60
- ABB AB, Västerås, Sweden	87.52	58.97
- Other fellow subsidiaries	1,150.02	876.58
	<b>2,458.92</b>	<b>1,819.17</b>
	<b>2,458.95</b>	<b>1,819.17</b>
<b>iii) Expenditure / (reversal) of ESAP &amp; other charges</b>		
Fellow Subsidiaries		
- ABB Equity Limited, Zurich, Switzerland	10.11	(0.34)
<b>iv) Expenditure on royalty, technology and trade-mark fees</b>		
Holding Company	108.60	97.26
Fellow Subsidiaries		
- ABB Schweiz AG, Baden, Switzerland	298.01	237.57
- Other fellow subsidiaries	29.42	19.71
	<b>327.43</b>	<b>257.28</b>
	<b>436.03</b>	<b>354.54</b>
<b>v) Expenditure on information technology, group management, legal and professional and other services</b>		
Holding Company	16.58	6.69
Fellow Subsidiaries		
- ABB Information Systems Ltd., Zurich, Switzerland	177.38	155.15
- ABB Global Business Services And Contracting India Private Limited, Bangalore, India	86.14	80.69
- ABB Management Services Ltd., Zurich, Switzerland	81.74	44.98
- ABB Oy, Helsinki, Finland	72.56	51.83
- ABB Global Industries and Services Private Limited, Bengaluru, India	17.17	10.95
- Other fellow subsidiaries	52.28	42.31
	<b>487.27</b>	<b>385.91</b>
	<b>503.85</b>	<b>392.60</b>

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>vi) Expenses recovered from group companies</b>		
Fellow Subsidiaries		
- Hitachi Energy India Limited, Bengaluru, India	7.36	33.70
- Hitachi Energy Technology Services Private Limited, Bengaluru, India	6.15	10.03
- ABB Management Services Limited, Zurich, Switzerland	4.24	2.18
- ABB Global Business Services and Contracting India Private Limited, Bengaluru, India	2.49	3.33
- ABB Global Industries and Services Private Limited, Bengaluru, India	1.86	1.95
- ABB AB, Västerås, Sweden	0.55	0.51
- Other fellow subsidiaries	10.83	5.56
	<b>33.48</b>	<b>57.26</b>
<b>vii) Other capital expenditure</b>		
Fellow Subsidiaries		
- ABB Global Industries and Services Private Limited, Bengaluru, India	1.92	0.34
- ABB Oy, Helsinki, Finland	1.14	0.27
- ABB AG, Mannheim, Germany	0.35	0.43
- ABB Beijing Drive Systems Co. Ltd., Beijing, China	-	2.10
- Hitachi Energy India Limited, Bengaluru, India	-	0.55
- ABB Engineering (Shanghai) Ltd., Shanghai, China	-	0.14
- Other fellow subsidiaries	0.84	0.46
	<b>4.25</b>	<b>4.29</b>
<b>viii) Dividend paid during the year</b>		
Holding Company	174.82	82.64
<b>ix) Sale of business - refer note no 35</b>		
<b>x) Remuneration to key managerial personnel</b>		
The remuneration of key management personnel and a relative of key management personnel of the company are set out below in aggregate for each of the categories specified in Ind AS 24 Related party disclosures		
<b>Particulars</b>		
Short term employee benefits	9.81	10.33
Post employment benefits	0.64	0.37
Directors' Sitting fees	0.16	0.14
Commission to Directors	0.93	1.03
<b>Total</b>	<b>11.54</b>	<b>11.87</b>
<b>xi) CSR Contribution</b>		
- ABB India Foundation	10.82	9.88
<b>xii) Pursuant to demerger of Power Grid business to Hitachi Energy India Limited ("HEIL") with effect from April 1, 2019 and based on court approved demerger scheme, the Company has raised invoices to the customers of HEIL and received invoices from the vendors of HEIL for the period up to June 30, 2023 amounting to ₹14.21 Crores (December 31, 2022 ₹47.06 Crores) and ₹0.53 Crores (December 31, 2022 ₹16.15 Crores) respectively, towards the contracts yet to be novated by HEIL customers and vendors. The aforesaid invoices raised and invoices received have not been considered in the revenue from operations and cost of sales of the Company. The receivables and payables as at December 31, 2023 towards the aforesaid non novated contracts amounting to ₹99 Crores (December 31, 2022 ₹176.2 Crores) and ₹63.48 Crores (December 31, 2022 ₹139.5 Crores) have been disclosed as other receivables and other payables. The Company has outstanding performance bank guarantees as at December 31, 2023 aggregating to ₹66.19 Crores (December 31, 2022 ₹123.68 Crores), issued to the customers of HEIL prior to the said demerger. The commission on such bank guarantees has been reimbursed by HEIL. The Company is also entitled for indemnification against any claims on such performance bank guarantees from the customers of HEIL. (Refer note 8, 21 and 42).</b>		
<b>(c) Amount due to / from related parties</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Balances in excess of 10% with a fellow subsidiary has been individually disclosed below. All other cases have been grouped and disclosed as 'other fellow subsidiaries'.		
<b>i) Trade receivables</b>		
Fellow Subsidiaries		
- ABB Inc, Cary NC, United States	45.58	33.46
- ABB Schweiz AG, Baden, Switzerland	23.82	23.85
- Hitachi Energy India Limited, Bengaluru, India*	-	9.81
- Other fellow subsidiaries	148.20	175.35
	<b>217.60</b>	<b>242.47</b>
	<b>217.60</b>	<b>242.47</b>
- Add/ (Less) : Impact of foreign currency restatement	4.17	7.48
	<b>221.77</b>	<b>249.95</b>

(₹ in Crores)

	December 31, 2023	December 31, 2022
<b>ii) Other financial assets</b>		
Holding Company	0.11	0.06
Fellow Subsidiaries		
- ABB AG, Mannheim, Germany	1.87	0.86
- ABB Oy, Helsinki, Finland	1.57	-
- ABB Global Industries and Services Private Limited, Bengaluru, India	1.31	1.02
- ABB Schweiz AG, Baden, Switzerland	1.01	-
- ABB Global Business Services and Contracting India Private Limited, Bengaluru, India	0.60	1.08
- Hitachi Energy India Limited, Bengaluru, India*	-	90.70
- Hitachi Energy Technology Services Private Limited, Bengaluru, India*	-	3.72
- Other fellow subsidiaries	1.21	1.08
	7.57	98.46
	7.68	98.52
- Add/ (Less) :Impact of foreign currency restatement	0.03	0.01
	7.71	98.53
<b>iii) Other current assets</b>		
Fellow Subsidiaries		
- Asea Brown Boveri S.A., Madrid, Spain	16.50	0.24
- ABB France, Cergy Pontoise, France	10.50	16.27
- ABB Schweiz AG, Baden, Switzerland	8.79	3.59
- ABB Transmission & Distribution Limited LLC, Abu Dhabi, United Arab Emirates	5.85	-
- ABB Electrical Industries Co. Ltd., Riyadh, Saudi Arabia	5.05	2.86
- ABB Oy, Helsinki, Finland	4.60	3.42
- Other fellow subsidiaries	5.18	1.41
	56.47	27.79
- Add/ (Less) : Impact of foreign currency restatement	2.27	1.93
	58.74	29.72
<b>iv) Trade payables</b>		
Holding Company	7.85	9.50
Fellow Subsidiaries		
- ABB Oy, Helsinki, Finland	219.53	155.59
- ABB Schweiz AG, Baden, Switzerland	141.01	67.88
- ABB Engineering (Shanghai) Ltd., Shanghai, China	125.88	48.05
- ABB Pte. Ltd., Singapore, Singapore	88.95	51.04
- ABB S.p.A., Milan, Italy	79.19	75.57
- ABB AB, Västerås, Sweden	50.08	38.55
- Hitachi Energy India Limited, Bengaluru, India*	-	13.37
- Other fellow subsidiaries	400.07	377.64
	1,104.71	827.69
	1,112.56	837.19
- Add/ (Less) : Impact of foreign currency restatement	24.17	24.70
	1,136.73	861.89
<b>v) Other financial liabilities</b>		
Holding Company	39.91	23.38
Fellow Subsidiaries		
- ABB Schweiz AG, Baden, Switzerland	59.43	-
- ABB Global Business Services and Contracting India Private Limited, Bengaluru, India	19.67	15.20
- ABB Management Services Ltd., Zurich, Switzerland	16.45	-
- ABB S.p.A., Milan, Italy	14.48	14.73
- Hitachi Energy India Limited, Bengaluru, India*	-	160.75
- Other fellow subsidiaries	1.90	10.66
	111.93	201.34
	151.84	224.72
- Add/ (Less) : Impact of foreign currency restatement	6.84	2.18
	158.68	226.90

<b>vi) Other current liabilities</b>		
Fellow Subsidiaries		
- ABB for Electrical Industries (ABB ARAB) S.A.E., Cairo, Egypt	11.75	6.06
- ABB Inc., Cary, NC, United States	8.98	3.56
- ABB Electrical Industries Co. Ltd., Riyadh Saudi Arabia	8.85	9.49
- ABB AG, Mannheim, Germany	7.05	-
- Asea Brown Boveri S.A., Madrid, Spain	4.56	0.01
- ABB Industries FZ, Dubai, United Arab Emirates	-	2.67
- ABB Transmission & Distribution Limited LLC, Abu Dhabi, United Arab Emirates	1.60	2.05
- Other fellow subsidiaries	12.31	6.24
	55.10	30.08
- Add/ (Less) : Impact of foreign currency restatement	1.25	0.62
	56.35	30.70
<b>vii) Provision for management incentive plan (refer Note - 41)</b>		
Fellow Subsidiaries		
- ABB Equity Limited, Zurich, Switzerland	11.62	-

\* Represents entities which ceased to be related parties during the year.

#### Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

There have been no guarantees provided or received for any related party receivables or payables.

#### 47 Revenue from contracts with customers

##### a) Disaggregated revenue information

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
<b>Revenue by geography</b>		
Within India	9,357.81	7,554.36
Outside India	1,088.71	1,013.17
	10,446.52	8,567.53

Out of the total revenue recognised under Ind AS 115 during the period, ₹1,884.59 crores (December 31, 2022 ₹1164.85 crores) is recognised over a period of time and ₹8,561.93 crores (December 31, 2022 ₹7,402.68 crores) is recognised at a point in time.

##### b) Contract balances

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
Trade receivables	2,544.30	2,092.99
Advance from customers (Contract liabilities)	477.36	442.37
Billing in excess of contract revenue	371.16	254.10
Contract assets	144.57	138.57

A contract asset is an entity's right to consideration in exchange for goods or services that the entity has transferred to a customer and hence is not a financial instrument. In Company's contracts with customers, since the contractual right to payment arises only upon achievement of milestones specified in the contract, it is believed that the performance completed until the achievement of a particular milestone should be recorded as a contract asset under non-financial assets.

During the year, **₹123.16 crores** (December 31, 2022 - ₹39.81 crores) from opening balance of contract assets has been reclassified to trade receivables upon billing to customers on completion of milestones.

Revenue recognized during the year from opening balance of contract liabilities amounts to **₹164.72 Crores** (December 31, 2022 - ₹135.06 Crores).

c) There is no revenue recognised during the year from the performance obligation that is satisfied in previous year (arising out of contract modifications).

**d) Performance obligation on fixed price contracts**

The fixed price contracts are ordinarily presumed to consist of combined obligations which are not distinct in the context of the contract (i.e., single performance obligation). This is highly attributed to the long-term construction nature of the projects, whereby deliverables are typically highly interrelated and combined. The typical scope of turnkey contracts arrangements includes engineering, manufacturing, shipment, delivery installation, testing, erection and commissioning and civil works. Although there are several components to the overall scope of the contract, the turnkey contracts are generally considered one performance obligation.

**e) Remaining performance obligations**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

The aggregate value of performance obligations that are completely or partially unsatisfied as at December 31, 2023 is **₹8,404.15 Crores** (December 31, 2022 ₹6,468.71 Crores). The conversion to revenue is highly dependent on meeting the delivery schedules, contractual terms and conditions with customers, availability of customer sites, changes/ variation in scope/ prices etc. In view of these, it is not practical to define the accurate timing of conversion to revenue. However, it will be in a range of 1 to 3 years.

**f) Reconciliation between revenue recognized and contract price:**

	(₹ in Crores)	
	December 31, 2023	December 31, 2022
Gross revenue	<b>10,568.06</b>	8,684.49
Less: Reductions towards variable consideration components*	<b>121.54</b>	116.96
<b>Revenue</b>	<b>10,446.52</b>	8,567.53

\* Reduction towards variable consideration components include discounts, liquidated damages, etc.

g) Information regarding segment wise disaggregation of revenue has been included in segment information [Refer note 45].



#### 48 Additional Regulatory Information Ratios

(₹ in Crores)						
Ratios	Numerator	Denominator	December 31, 2023	December 31, 2022	% Variance	
(i) Current Ratio (in times)	Total current assets	Total current liabilities	1.90	1.82	4.87%	
(ii) Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	0.01	0.01	22.99%	
(iii) "Debt service coverage ratio (in times)**"	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	38.98	26.73	45.85%	
(iv) Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	22.82%	22.62%	0.89%	
(v) Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	4.51	4.31	4.57%	
(vi) Trade payables turnover ratio (in times)	Consumption+ Sub contracting charges + Other expenses	Average trade payables	2.87	2.86	0.22%	
(vii) Inventory turnover ratio	Consumption+ Sub contracting charges	Average Inventory	4.43	4.56	-2.92%	
(viii) Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	2.59	2.79	-7.43%	
(ix) Net profit ratio (in %)	Profit for the year	Revenue from operations	11.89%	11.86%	0.24%	
(x) Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities - Deferred tax assets	28.24%	27.92%	1.12%	
(xi) Return on investment (in %)**	Income generated from invested funds	Average invested funds in treasury investments	6.78%	4.12%	64.65%	

**Note:** \* Variance in case of debt service coverage ratio is more than 25% as compared to the previous year. This is mainly due to increase in profits due to increase in revenues.  
\*\* Variance in case of return on investment is more than 25% as compared to the previous year. This is mainly due to change in the mix of investments in the current year.

#### 49 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) Relating to borrowed funds:
  - i. Wilful defaulter
  - ii. Utilisation of borrowed funds & share premium
  - iii. Borrowings obtained on the basis of security of current assets
  - iv. Discrepancy in utilisation of borrowings
  - v. Current maturity of long term borrowings
- (e) No funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

There are no funds received by the company from any person or entity, including foreign entities ("Funding Party") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (f) The Company does not have any material transactions with struck off companies.

**50** The Board of directors in their meeting held on February 20, 2024 have proposed a final dividend of **₹23.80** per equity share for the year ended December 31, 2023. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

ICAI Firm's Registration No.: 101248W/W-100022

for **ABB India Limited**

**Amit Somani**

Partner

Membership no.: 060154

**Sanjeev Sharma**

Managing Director

DIN: 07362344

**V K Viswanathan**

Director

DIN: 01782934

Nashik, February 20, 2024

**T K Sridhar**

Chief Financial Officer

Nashik, February 20, 2024

**Trivikram Guda**

Company Secretary

ACS-17685



## ABB India Limited

CIN: L32202KA1949PLC032923

Registered Office: Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya, Bengaluru - 560 058. Karnataka, India

**Phone:** +91 80 22949113

**Website:** www.abb.com/in

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

## ATTENDANCE SLIP

PLEASE HAND OVER THE ATTENDANCE SLIP AT THE ENTRANCE OF THE AGM HALL

<b>DP. ID</b>		<b>NAME AND ADDRESS OF THE REGISTERED MEMBER</b>
<b>Client ID / Folio No.</b>		
<b>No. of Shares</b>		

I hereby record my presence at the 74<sup>th</sup> Annual General Meeting of the Company held at **Disha, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058, on Saturday, May 11, 2024 at 11.00 A.M. (IST).**

Full name of the Proxy, if attending the Meeting:

Signature of the Member / Joint Member / Proxy attending the Meeting:

Note:

Persons attending the Meeting are requested to bring this Attendance Slip with them.



## ABB India Limited

CIN: L32202KA1949PLC032923

Registered Office: Disha - 3rd Floor, Plot No. 5 & 6, 2nd Stage  
Peenya Industrial Area IV, Peenya, Bengaluru - 560 058. Karnataka, India

Phone: +91 80 22949113

Website: www.abb.com/in

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

**74<sup>th</sup> Annual General Meeting**  
**May 11, 2024 at 11.00 A.M. (IST)**

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>Folio No. / DP ID - Client ID</b>	

I / We being the Member(s) holding \_\_\_\_\_ shares of above named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him / her

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ Or failing him / her

(3) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **74<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, May 11, 2024 at 11.00 A.M. (IST), at Disha, Plot No. 5 & 6, 2nd Stage, Peenya Industrial Area IV, Peenya, Bengaluru - 560 058** and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1. Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.
2. Declaration of Dividend.
3. Re-appointment of Mr. Adrian Guggisberg as a Director liable to retire by rotation.

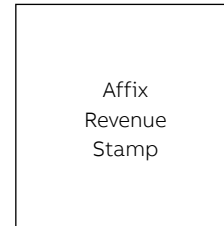
**SPECIAL BUSINESS:**

4. Ratification of remuneration to Cost Auditor of the Company for Financial Year ending December 31, 2024.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Member(s): \_\_\_\_\_

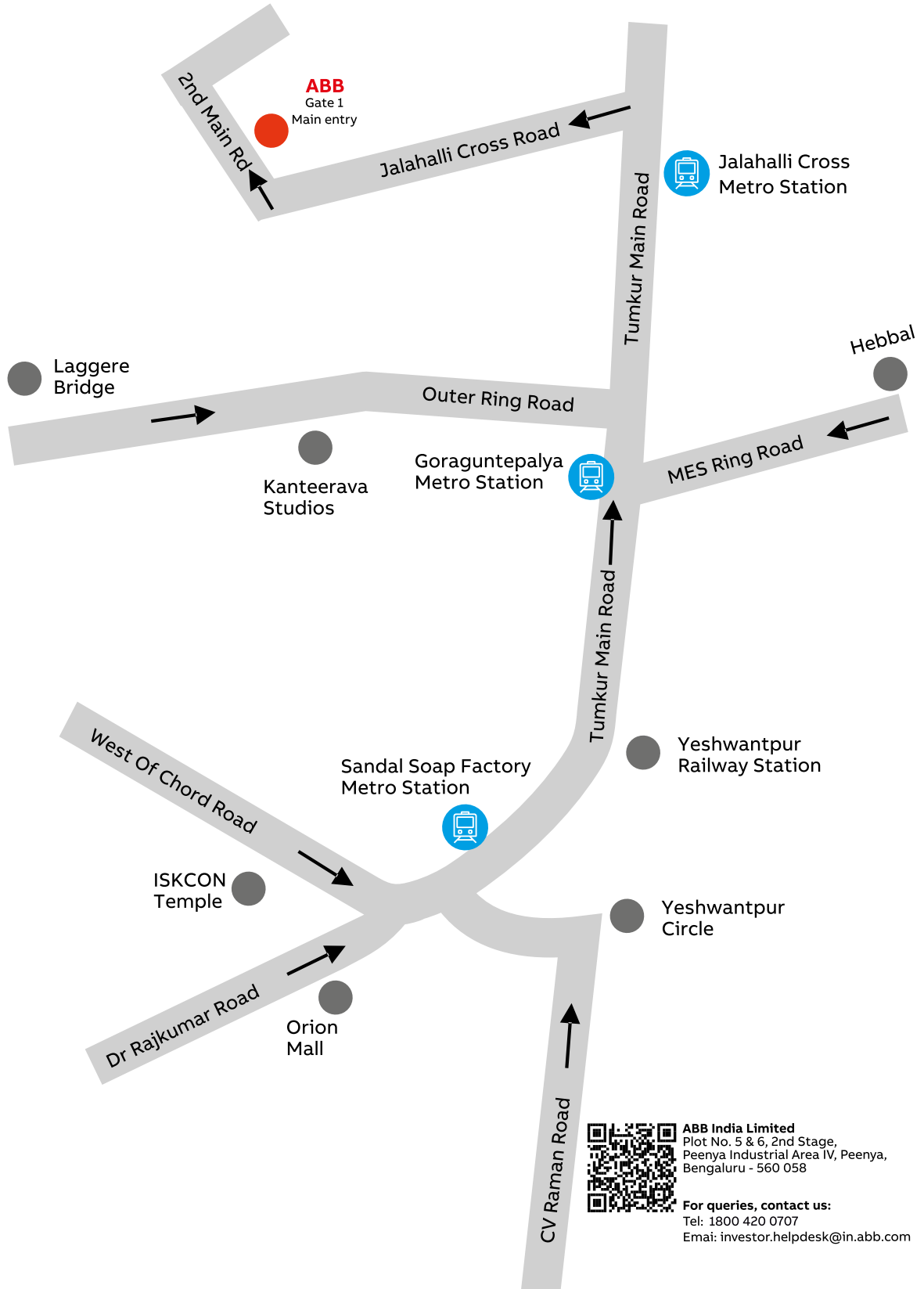
Signature of Proxy holder(s): \_\_\_\_\_



1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 74<sup>th</sup> Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation.

# Route map to the venue of the AGM

Venue: Disha, ABB India Limited, Peenya, Bengaluru



Please refer to the next page for additional information

## Notes:

### 1) Transportation facility:

For Members who are attending the AGM, your Company is pleased to provide pick-up and drop shuttle service to reach the venue comfortably. Details are as below:

Sr. No.	Date & Time	Place
1	May 11, 2024 09.30 am to 11.30 am	Jalahalli Cross Metro Station parking

Those who wish to avail this facility should send a request by email to [dishabuilding\\_reception@in.abb.com](mailto:dishabuilding_reception@in.abb.com); Such request should be made on or before May 08, 2024 including name, demat account number/folio number, email id, and mobile number to enable us to make suitable arrangements.

Members who wish to come directly to the venue may kindly reach "Gate No. 1", ABB India Limited, #4A, Plot No. 5 & 6, 2nd Stage Peenya Industrial Area IV, Peenya Bangalore 560058. Praking facility will be made available on a first-cum, first-served basis until the parking area is fully occupied.

### 2) Factory Visit:

Considering various requests from Members in the past, your Company will organize a short factory visit at Peenya, to limited number of interested shareholders who are present in person after the AGM on May 11, 2024.

Those who wish to participate may send a request by email to [dishabuilding\\_reception@in.abb.com](mailto:dishabuilding_reception@in.abb.com) by including their name, demat account number/folio number, email id, and mobile number under the subject line "Factory Visit – ABB India Limited, Peenya" on or before May 08, 2024 to enable us to make suitable arrangements.

The confirmation received after that date shall not be considered for selection. We look forward for your confirmation before the aforementioned date.

### Terms and Conditions:

- Only limited number of Members will be allowed due to capacity constraints and therefore will be on 'first cum first serve' basis. Only those who have registered prior (as above) would be considered for factory visit. Any other individuals, including relatives and acquaintances accompanying members, would not be permitted. Decision of the Company on selection of any member shall be final.
- During factory visit, you would be required to follow, all safety instructions given by the Company officials. Photography is strictly prohibited.
- Members are mandatorily required to wear covered footwear to enter the factory.
- Members are strictly required to adhere to designated areas within the factory premises and refrain from moving elsewhere.
- The purpose of this plant visit is purely educational and in the interest of the Members of the Company. The factory will be non-operational on the day of the visit, being a non-working day.

Members are encouraged to regularly check the Company's website viz; [AGM 2024](#) for important updates regarding safety measures, security, protocols, logistics including any change in the above and any other notifications related to the upcoming AGM.





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The cover page shows our Nashik integrated campus which has been a hub of innovation for ABB across different medium voltage power categories for close to 40 years. Presently an Electrification Distribution Solution location which has also led the way for sustainable practices and manufacturing of green products.



ABB India is committed to sustainability, and this year's Physical Annual Report reflects that commitment. The report has been printed on recycled paper, which is made from paper that has already been used and then recycled into a usable material. By opting for recycled paper, ABB India contributes to reducing environmental impact and promotes responsible practices.

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**ABB India Limited**

Disha - 3rd Floor, Plot No. 5 & 6  
2nd Stage, Peenya Industrial Area IV  
Peenya, Bengaluru - 560 058  
Karnataka, India.

Phone: +91 80 22949150 to 9153

Fax: +91 80 22949148

[abb.com/in](http://abb.com/in)

