

Date: June 2, 2020

To,
The Manager (Corporate Relations)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 543187

Sub: Open offer for acquisition of up to 1,05,95,419 fully paid-up equity shares of face value of INR 2 each (“Equity Shares”) of ABB Power Products and Systems India Limited (“Target Company”) from the Public Shareholders of the Target Company pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”, and such open offer for acquisition referred as “Open Offer”).

Dear Sir/Madam,

With regard to the captioned open offer, the Acquirers and PACs have appointed ICICI Securities Limited, as the Manager to the Offer pursuant to and in accordance with, Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SEBI

Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.
Capital Market : NSE Regn. No. INB 230773037, BSE Regn. No. INB 011286854
Futures & Options : NSE Regn. No. INF 230773037, BSE Regn. No. INF 010773035
Currency Derivatives : NSE Regn. No. INE 230773037
CIN No.: L67120MH1995PLC086241

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Name of Compliance Officer (Broking Operations) : Ms. Mamta Jayaram Shetty
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ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

Registered Office: 8th Floor, Brigade Opus 70/401, Kodigehalli Main Road, Bengaluru 560092. Tel: + 91 80 2204 1800; Website: <https://new.abb.com/grid/appsil>

AS DEFINED BELOW

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* In terms of Regulation 7 of the SEBI (SAST) Regulations (as defined below), an open offer under Regulations 3 and 4 of the SEBI (SAST) Regulations is required to be for at least 26% of the total share capital of a target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25% as on date, and therefore, the Offer Shares represent 25.00% of the Voting Share Capital of the Target Company.

This detailed public statement (" ") is being issued by ICICI Securities Limited, the manager to the Offer (" "), for and on behalf of the Acquirers and the PACs, in compliance with Regulations 3(1), 4, 5(1) read with Regulations 13(4), 14(3) and 15(2) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (" ") to the Public Shareholders following the public announcement which was made on March 30, 2020 in terms of Regulations 3(1), 4 and 5(1) read with Regulations 13(2) (e) and 15(1) of the SEBI (SAST) Regulations (" ").

The Public Announcement was filed with the BSE Limited (" ") and the National Stock Exchange of India Limited (" ", and together with BSE, the " "), and sent to the Target Company, and the Securities and Exchange Board of India (" ") in accordance with the SEBI (SAST) Regulations.

For the purpose of this DPS, the following terms have the meanings assigned to them below:

- (i) " " means earnings per share;
- (ii) " " means fully paid up equity shares of face value of INR 2 each of Target Company;
- (iii) " " means the period from the date of the Public Announcement (i.e. March 30, 2020) to the date on which payment of consideration to the Public Shareholders whose Equity Shares are accepted in this Offer is made, or the date on which this Offer is withdrawn, as the case may be;
- (iv) " " means all equity shareholders of the Target Company excluding the promoters, members of the promoter group of the Target Company, parties to the SPA, the Acquirers, the PACs and persons deemed to be acting in concert with such parties;
- (v) " " means the share purchase agreement dated December 17, 2018 between Acquirer 2 and PAC 2. The details of the SPA are set out in Part II (*Background to the Offer*) of this DPS;
- (vi) " " means the tendering period as defined under the SEBI (SAST) Regulations;
- (vii) " " means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th Working Day from the closure of the Tendering Period for the Offer; and
- (viii) " " means any working day of the SEBI.

- 1.1. Acquirer 1 is a private limited company, incorporated on January 10, 1990 under the laws of Switzerland. While the date of incorporation of Acquirer 1 is reflected as January 17, 1990 in the Public Announcement, it is hereby clarified that Acquirer 1 was incorporated on January 10, 1990 and that the incorporation was registered in the commercial register on January 17, 1990. Its company registration number is CHE-101.538.426. Acquirer 1 was incorporated in the name of ABB Drives Ltd, which name was changed to ABB Industrie AG on December 22, 1993. Acquirer 1's name was finally changed to ABB Switzerland Ltd on December 11, 2001.
- 1.2. Acquirer 1's registered office is located at Bruggerstrasse 66, 5400 Baden Switzerland.
- 1.3. Acquirer 1 is engaged in the business of developing, planning, manufacturing, installing, distributing and trading in equipment, systems, machines, devices and technical products of any kind, particularly in the energy and automation sectors, provides services, primarily in the areas of research, development, information technology, communications and management and business support, and attends to the interest of PAC 2.
- 1.4. As of the date of this DPS, the share capital of Acquirer 1 comprises 550,000 shares, and 100% of its share capital is held by ABB Asea Brown Boveri Ltd., a company incorporated in Switzerland, which in turn is a wholly owned subsidiary of PAC 2. The shares of Acquirer 1 are not listed on any stock exchange. Acquirer 1, PAC 1 (as on the date of this DPS) and PAC 2 comprise part of the ABB group.
- 1.5. As on the date of this DPS, Acquirer 1 does not hold any Equity Shares in the Target Company. Pursuant to this Offer and assuming full acceptance thereof, Acquirer 1 will hold 25% of the Equity Shares of the Target Company. Other than as aforesaid, Acquirer 1 does not have any relationship with or interest in the Target Company. There are also no common directors on the board of directors of Acquirer 1 and the board of directors of the Target Company.
- 1.6. As on the date of this DPS, Acquirer 1 has not been prohibited by SEBI from dealing in securities under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the " ") or under any of the regulations made under the SEBI Act.
- 1.7. Acquirer 1's selected financial information based on its audited consolidated financial statements as of and for the financial years ended December 31, 2017, December 31, 2018 and December 31, 2019, are set out below. Such consolidated financial statements were audited by Ernst & Young Ltd., Zurich (for the financial year 2017) and KPMG AG, Zurich (for the financial years 2018 and 2019), Acquirer 1's independent registered accounting firms.

(c)	The highest price paid or payable for any acquisition, whether by the Acquirers/PACs, during the 26 weeks immediately preceding the earlier of, the date on which the Underlying Transaction is contracted, and the date on which the intention or the decision to make the Underlying Transaction is announced in the public domain	NA
(d)	The highest price paid or payable for any acquisition, whether by the Acquirers/PACs, between the earlier of, the date on which the Underlying Transaction is contracted, and the date on which the intention or the decision to make the Underlying Transaction is announced in the public domain, and the date of the Public Announcement of the Offer for Equity Shares of the Target Company made under the SEBI (SAST) Regulations	NA
(e)	The volume-weighted average market price of the Equity Shares for a period of 60 trading days immediately preceding the earlier of, the date on which the Underlying Transaction is contracted, and the date on which the intention or the decision to make the Underlying Transaction is announced in the public domain, as traded on the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such Equity Shares are frequently traded	NA
(f)	The price per Equity Share of the Target Company (as on valuation date of March 23, 2020), determined taking into consideration the valuation reports dated March 24, 2020 issued by Banssi S. Mehta & Co.* and Ernst & Young Merchant Banking Services LLP#	851
(g)	Price at (f) above, after including the 10% interest	865.92
(h)	The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations	NA

* Banssi S. Mehta & Co., Chartered Accountants, (Firm Registration Number: 100991W) has undertaken an independent valuation exercise and issued a valuation report dated March 24, 2020 under the provisions of Regulation 8(4) of the SEBI (SAST) Regulations. They have arrived at a fair value of INR 851 per Equity Share of the Target Company.

Ernst & Young Merchant Banking Services LLP, Category I Merchant Banker, (Registration Number: INM000010700) has undertaken an independent valuation exercise and issued a valuation report dated March 24, 2020 under the provisions of Regulation 8(4) of the SEBI (SAST) Regulations. They have arrived at a fair value of INR 847.1 per Equity Share of the Target Company.

The price per Equity Share set out in the table above at (f) is the higher of the two valuation reports.

- The price of the Equity Shares as mentioned in paragraph 3 of Part IV (Offer Price) above has been determined by the Acquirers and the PACs together with the Manager to the Offer in accordance with the provisions of Regulation 8(4) of the SEBI (SAST) Regulations (as it is incapable of being determined in accordance with any of the parameters in Regulation 8(3) of the SEBI (SAST) Regulations) taking into account, the higher of the price per Equity Share determined in accordance with the valuation reports.
- In terms of Regulation 8(12) of the SEBI (SAST) Regulations, the offer price of INR 851 per Offer Share, calculated in accordance with Regulation 8(4) of the SEBI (SAST) Regulations, has been enhanced at a rate of 10% per annum calculated for the period from March 30, 2020 (the date of making the Public Announcement) to June 02, 2020 (the date of this DPS), which works out to INR 14.92 per Offer Share.
- The Offer Price thus amounts to INR 865.92 after considering the offer price of INR 851, plus interest of INR 14.92, per Offer Share. Therefore, the Offer Price per Offer Share has been determined in accordance with the terms of Regulations 8(4), and 8(12) of the SEBI (SAST) Regulations.
- There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters, under Regulation 8(9) of the SEBI (SAST) Regulations.
- In the case of the acquisition of the Equity Shares by the Acquirers and/or the PACs during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers and/or the PACs shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the tendering period of this Open Offer and until the expiry of the tendering period of this Offer. The Offer Price is subject to revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer 1 at any time prior to 1 Working Day before the commencement of the tendering period in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, (i) Acquirer 1 is required to make corresponding increases to the amount kept in the escrow account, as set out in Part V (Financial Arrangements) of this DPS; (ii) the Acquirers and the PACs are required to make a public announcement in the newspapers where this DPS is published; and (iii) the Acquirers and the PACs are required to simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.
- The total funding requirement for the Offer, assuming full acceptance, i.e. for the acquisition of 10,595,419 Offer Shares, at the Offer Price of INR 865.92 per Offer Share, is the Maximum Open Offer Consideration, i.e. INR 9,174,785,220.48.
- The Acquirers and the PACs have adequate resources to meet the financial requirements of this Offer and by way of security for performance of its obligations under the SEBI (SAST) Regulations. Acquirer 1 has created an escrow account named "Escrow Account – ABB Switzerland Ltd. – Open Offer" (" ") with Deutsche Bank AG (" ") and has deposited a sum of INR 1,667,480,264 in the said Escrow Account – Cash being in compliance with Regulation 17 of the SEBI (SAST) Regulations.
- In case of any upward revision in the Offer Price or the Offer Size, the value in cash of the escrow amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size, and any additional amounts required, shall be funded by Acquirer 1 in the Escrow Account – Cash, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
- The source of the funds for the Offer is cash.
- K.J. Sheth & Associates, chartered accountants, have, according to their certificate dated May 27, 2020, certified that Acquirer 1 has adequate financial resources through verifiable means to fulfill its payment obligations under this Offer.
- The Manager has entered into an agreement dated May 26, 2020 with the Acquirer 1 and the Escrow Bank pursuant to which the Acquirer 1 has solely authorized the Manager to realize the value of the Escrow Account – Cash and to operate the special escrow account which shall be opened as per the provisions of the SEBI (SAST) Regulations.
- The amount deposited in the Escrow Account – Cash is in excess of a sum total of (i) 25% of INR 5,000,000,000 out of the Maximum Open Offer Consideration; and (ii) 10% of the balance of the Maximum Open Offer Consideration, as required under Regulation 17(1) of the SEBI (SAST) Regulations.

- Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirers and the PACs to fulfill their obligations in relation to this Offer, through verifiable means, in accordance with the SEBI (SAST) Regulations.
- Other than as specified in paragraph 5 of Part II (Background to the Offer) and Part VI (Statutory and Other Approvals) of this DPS, to the best of the knowledge of the Acquirers and the PACs, as on the date of this DPS, there are no statutory approvals required by the Acquirers and the PACs to complete the acquisition of the Offer Shares under this Offer. However, in case any statutory approvals are required by the Acquirers and/or the PACs prior to completion of the Offer, this Offer shall be subject to such approvals being obtained. In the event that any statutory approvals required are not obtained or are finally refused or are otherwise not received for reasons outside the reasonable control of the Acquirers and/or the PACs, the Acquirers and the PACs may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations.
- As on the date of this DPS, Closing of the Underlying Transaction under the SPA is subject to satisfaction of the Closing Conditions (as set out in paragraph 5.1 of Part II (Background to the Offer)). If the Closing Conditions specified in the SPA are not met, for reasons outside the reasonable control of the Acquirers and/or the PACs and the SPA is rescinded, the Acquirers and the PACs may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations.
- NRIs, OCBs and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required to tender the Equity Shares held by them, in this Offer, and submit such approvals/exemptions along with the documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FPIs) had required any approvals/exemptions (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals/exemptions that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. In the event, such approvals/exemptions are not submitted, Acquirer 1, reserves the right to reject such Equity Shares tendered in this Offer.
- Where any statutory or other approval extends to some but not all of the Public Shareholders, Acquirer 1 shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
- In case of delay in receipt of any statutory approval, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirers and/or the PACs to diligently pursue such approval, grant an extension of time for the purpose of completion of this Offer subject to such terms and conditions as may be specified by SEBI, including payment of interest at such rate as may be prescribed by SEBI from time to time in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.
- In the event that any Closing Condition is not satisfied for reasons outside the reasonable control of the Acquirers and/or the PACs, the Acquirers and/or the PACs may withdraw the Offer under Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of this Offer, a public announcement will be made within 2 Working Days of such withdrawal, in the same newspapers in which this DPS is published and such public announcement will also be sent to the Stock Exchanges, SEBI and the Target Company at its registered office.

	Activity	Schedule of activities
1.	Date of making the Public Announcement	Monday, March 30, 2020
2.	Date of publication of the DPS	Tuesday June 02, 2020
3.	Last date of filing of draft letter of offer with SEBI	Tuesday June 09, 2020
4.	Last date for public announcement for a competing offer(s)	Tuesday, June 23, 2020
5.	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Tuesday, June 30, 2020
6.	Identified Date [#]	Thursday, July 2, 2020
7.	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Thursday, July 9, 2020
8.	Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	Monday, July 13, 2020
9.	Last date for upward revision of the Offer Price/Offer Size	Tuesday, July 14, 2020
10.	Date of publication of Offer opening public announcement in the newspapers in which this DPS has been published	Wednesday, July 15, 2020
11.	Date of commencement of the tendering period	Thursday, July 16, 2020
12.	Date of closure of the tendering period (the " ")	Wednesday, July 29, 2020
13.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Offer Shares to the shareholders of the Target Company	Wednesday, August 12, 2020
14.	Last date for filing the report with SEBI	Wednesday, August 19, 2020
15.	Last date for publication of post-Offer public announcement in the newspapers in which this DPS has been published	Wednesday, August 19, 2020

Note: The schedule of activities mentioned above is tentative and based on the assumption that SEBI's comments to the draft letter of offer will be received on June 30, 2020. Accordingly, the dates for the above mentioned activities, wherever mentioned in this DPS, are subject to change.

[#]The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted. It is clarified that subject to paragraph 12 of Section D (Details of the Offer) of Part I (Acquirers, PACs, Target Company And Offer) and paragraph 3 of Part VI (Statutory and Other Approvals) above, all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer at any time on or prior to the Offer Closing Date.


- Subject to paragraph 12 of Section D (Details of the Offer) of Part I (Acquirers, PACs, Target Company And Offer) and paragraph 3 of Part VI (Statutory and Other Approvals) above, all Public Shareholders, holding Equity Shares in dematerialized form, registered or unregistered, are eligible to participate in this Offer at any time during the tendering period for this Offer.
- Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

- As on the date of this DPS, no Equity Shares of the Target Company are under lock-in. The Offer Shares to be acquired under the Offer must be free from all liens, charges, equitable interests and encumbrances and will be acquired together with all rights attached thereto.
- Acquirer 1, being a person resident outside India, is not permitted to acquire the Offer Shares on the floors of the Stock Exchanges in India, as per applicable Indian foreign exchange control regulations. The Offer will, therefore, be implemented by the Acquirers and the PACs, subject to applicable laws, in accordance with the 'tender offer method' prescribed by SEBI, in accordance with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended by SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time.
- For the purpose of this Offer, Link Intime India Private Limited has been appointed as the registrar (" " ").
- Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer (subject to paragraph 12 of Section D (Details of the Offer) of Part I (Acquirers, PACs, Target Company And Offer) and paragraph 3 of Part VI (Statutory and Other Approvals) above and provided that they are not parties to the SPA, or actual or deemed persons acting in concert with such parties) by submitting an application on plain paper giving details regarding their shareholding and confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the Public Announcement, this DPS and the Letter of Offer to be issued. Alternatively, such holders of Equity Shares may also apply on the form of acceptance-cum-acknowledgement in relation to this Offer annexed to the Letter of Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or by writing to the Registrar to the Offer. Any such applications must be sent to the Registrar to the Offer at the address mentioned below in Part IX (Other Information) so as to reach the Registrar to the Offer on or before 4:00 p.m. on the date of closure of the Tendering Period, together with:
- Where the Equity Shares are held in dematerialized form, the name of the depository participant, the depository participant identity and beneficiary account number, together with a photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the depository participant for transferring the Equity Shares in favour of the Open Offer Escrow Demat Account. Any Public Shareholders tendering Equity Shares in dematerialized form should ensure that the Equity Shares are credited in the favour of the Open Offer Escrow Demat Account during the Tendering Period. Any form of acceptance in respect of dematerialized Equity Shares not credited to the Open Offer Escrow Demat Account on or before the Offer Closing Date is liable to be rejected; or Public Shareholders having their beneficiary account with Central Depository Services (India) Limited must use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favour of the Open Offer Escrow Demat Account.
- Procedure to be followed by the Public Shareholders holding the Equity Shares in the physical form:
 - As per the proviso to Regulation 40(1) of the SEBI LODR Regulations read with read with notice no. 20190424-35 issued by the BSE dated April 24, 2019, and circular no. 51/2019 issued by the NSE dated May 9, 2019, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
 - Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer can do so only after the Equity Shares are dematerialized. Such Public Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized.
- The Public Shareholders may also download the Letter of Offer from the SEBI website (www.sebi.gov.in). The detailed procedure for tendering the shares in the Offer will be available in the Letter of Offer.

- The Acquirers and the PACs and their respective directors accept responsibility for the information contained in the Public Announcement and this DPS (except for the information with respect to the Target Company which has been compiled from information published or provided by the Target Company as the case may be, or publicly available sources and which information has not been independently verified by the Acquirers, the PACs or the Manager). The Acquirers and the PACs accept the responsibility for the fulfilment of obligations under the SEBI (SAST) Regulations in respect of this Offer.
- The information pertaining to the Target Company contained in the Public Announcement or this DPS or the Letter of Offer or any other advertisement/publications made in connection with the Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirers, the PACs or the Manager. The Acquirers and the PACs do not accept any responsibility with respect to any misstatement by the Target Company in relation to such information.
- In this DPS, all references to "INR" are references to the Indian Rupee, "USD" are to the United States Dollar, "CHF" are to the Swiss Franc and "JPY" are to the Japanese Yen.
- This DPS and the Public Announcement shall also be available on SEBI's website (<http://www.sebi.gov.in>).



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