



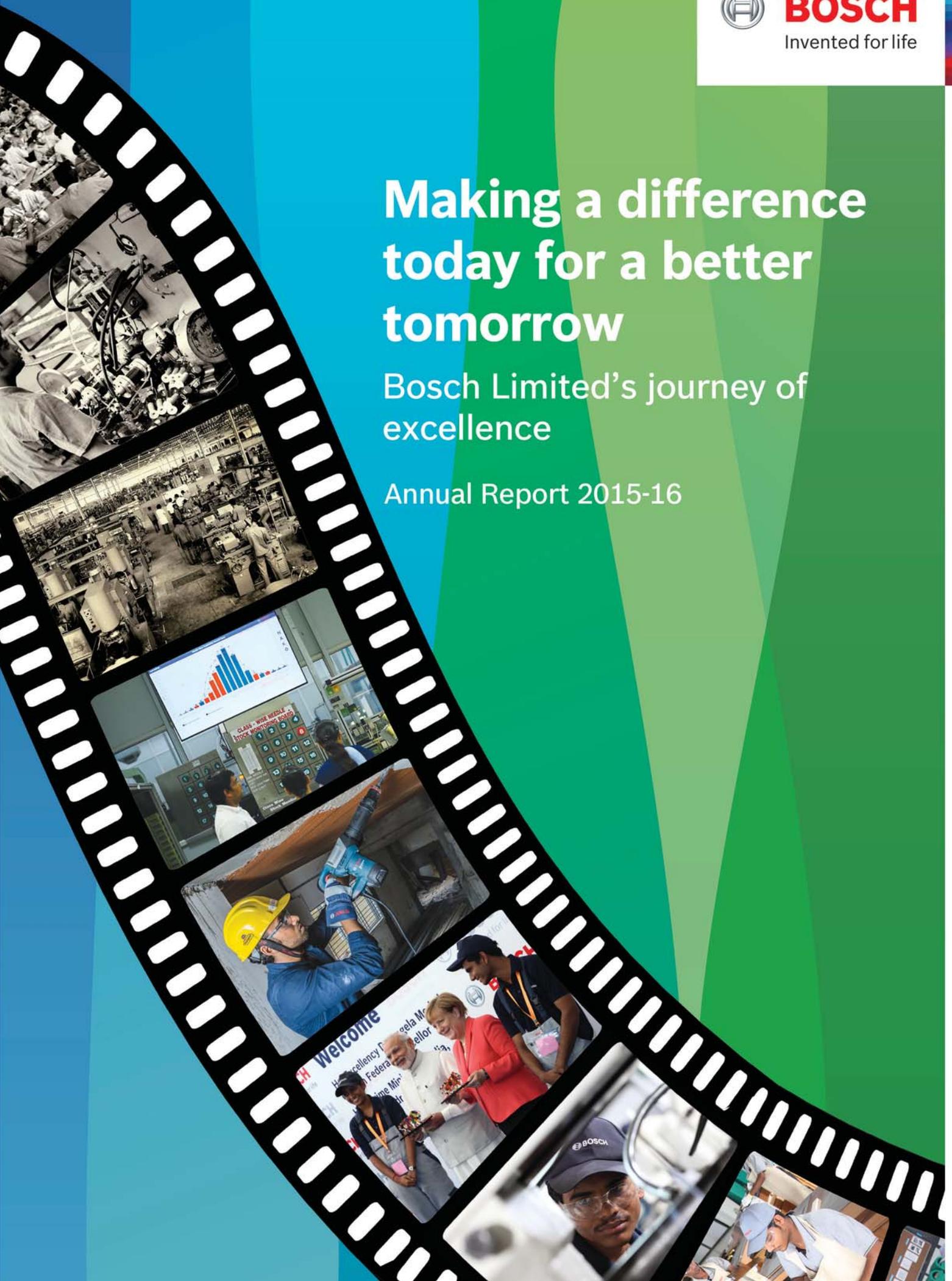
BOSCH

Invented for life

Making a difference today for a better tomorrow

Bosch Limited's journey of
excellence

Annual Report 2015-16



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About Bosch Group

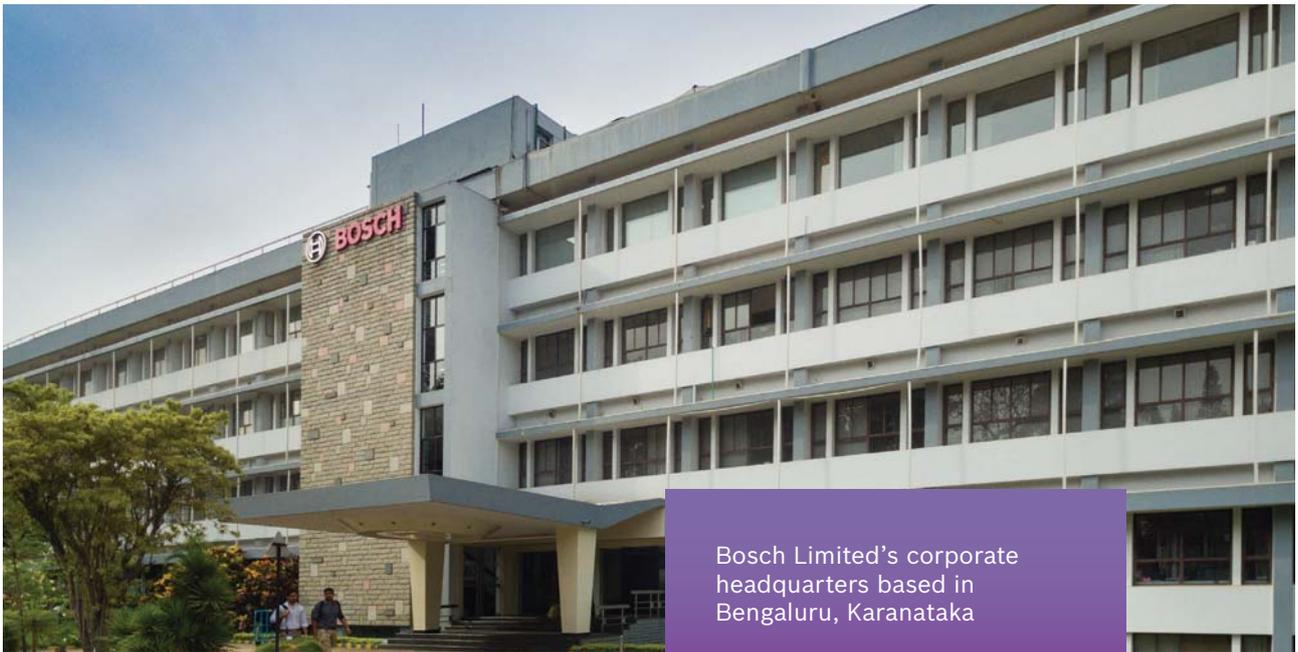


Bosch's new research campus in Renningen

THE BOSCH GROUP is a leading global supplier of technology and services. The company employs roughly 375,000 associates worldwide (as of December 31, 2015), and generated sales of 70.6 billion euros in 2015. Its operations are divided into four business sectors: Mobility Solutions, Industrial Technology, Consumer Goods, and Energy and Building Technology. The Bosch Group comprises Robert Bosch GmbH and its roughly 440 subsidiaries and regional companies in some 60 countries. Including its sales and service partners, Bosch's global manufacturing and sale network covers some 150 countries. The basis for the company's future growth is its innovation strength. Bosch employs 55,800 associates in research and development at 118 locations across the globe. The Bosch Group's strategic objective is to deliver innovation for a connected life. Bosch improves quality of life worldwide with products and services that are innovative and spark enthusiasm. In short, Bosch creates technology that is "Invented for life."

The company was set up in Stuttgart in 1886 by Robert Bosch (1861–1942) as "Workshop for Precision Mechanics and Electrical Engineering." The special ownership structure of Robert Bosch GmbH guarantees the entrepreneurial freedom of the Bosch Group, making it possible for the company to plan over the long-term and to undertake significant up-front investments in the safeguarding of its future. Ninety-two percent of the share capital of Robert Bosch GmbH is held by Robert Bosch Stiftung GmbH, a charitable foundation. The majority of voting rights are held by Robert Bosch Industrietreuhand KG, an industrial trust. The entrepreneurial ownership functions are carried out by the trust. The remaining shares are held by the Bosch family and by Robert Bosch GmbH.

About Bosch Limited



Bosch has been present in India for more than 90 years - first through a representative office in Kolkata (*then Calcutta*) since 1922, and from 1951 through its subsidiary Bosch Limited (*then Motor Industries Company Limited*).

Robert Bosch GmbH holds 71.18 percent stake in Bosch Limited. Its key manufacturing facilities are located at Bengaluru, Bidadi, Nashik, Naganathapura, Jaipur, Gangaikondan, Oragadam near Chennai and Verna, Goa. Bosch Limited has its presence across sectors such as Mobility Solutions, Industrial Technology, Consumer Goods, and Building and Energy technology. It manufactures and trades products as diverse as diesel and gasoline fuel injection systems, automotive aftermarket products, starter motors and generators, special purpose machines, packaging machines, electric power tools, security systems, and industrial and consumer energy products and solutions. Headquartered in Bengaluru, Bosch Limited is the flagship company of the Bosch Group in India. It earned revenue of over INR 10,415 crores (1.4 billion euros) in 2015-16.

A strong customer base bears testimony of Bosch Limited's strong R&D capability. Offerings from the company are of the highest quality and find extensive application in 2 and 3-Wheelers, Cars, MUVs, LCVs, HCVs, Buses, Tractors, Off-road Applications and Stationary Engines. Bosch Limited has a presence of 29 sales offices with a network of more than 1,100 distribution centers across the country. The company's service network is spread across India with around 3,400 outlets. This comprises of Bosch Car Service, Bosch Diesel Service Workshops, Electric Modules, Express Car Service, Express Bike Service and

Optimum Diesel Partners which ensures widespread availability of both products and services. In its 'Automotive Service Solutions' operations, Bosch Limited's Automotive Aftermarket division supplies testing and repair-shop technology, diagnostic software, service training, and information services. The business unit also has a strong automotive training network that spans over 11 cities thereby covering parts, bytes, services and training all under one roof.

Bosch is also represented by eight other group companies in India: Robert Bosch Engineering and Business Solutions Pvt. Ltd., (100 percent subsidiary of Robert Bosch GmbH), Bosch Automotive Electronics India Pvt. Ltd., (a 100 percent subsidiary of Robert Bosch GmbH), Bosch Rexroth India Pvt. Ltd., (by acquiring majority stake in Rexroth established in 1974), Bosch Chassis Systems India Pvt. Ltd., (by acquiring majority stake in Kalyani Brakes Ltd. established in 1982), Bosch Electrical Drives India Pvt. Ltd., (a subsidiary of Bosch group based at Oragadam, Chennai), BSH Home Appliances Pvt. Ltd., (complete acquisition of a former fifty-fifty joint venture), Robert Bosch Automotive Steering Pvt. Ltd., (complete acquisition of a former fifty-fifty joint venture) and ETAS Automotive India Pvt. Ltd., (a 100-percent subsidiary of Robert Bosch GmbH).

Over the years, Bosch in India has grown to include 15 manufacturing facilities and seven development centers. The Group in India employs over 30,000 associates of which close to 14,000 work in areas relating to research and development. In India, Bosch generated consolidated revenue of about INR 17,022 crores in 2015 of which INR 12,100 crores are from third party.

Board of Directors



V.K. Viswanathan
Chairman,
Non-Executive
Non-Independent Director



Peter Tyroller
Non-Executive
Non-Independent Director



Bernhard Steinruecke
Independent Director



Renu S. Karnad
Independent Director



Prasad Chandran
Independent Director



Bhaskar Bhat
Independent Director



Dr. Steffen Berns
Managing Director



Soumitra Bhattacharya
Joint Managing Director



Dr. Andreas Wolf
Alternate Director to
Mr. Peter Tyroller

Company Information

Company Secretary

S. Karthik

Auditors

Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012

Bankers

State Bank of India
Canara Bank
Citibank, N.A.
Deutsche Bank AG

Registered Office

Hosur Road
Adugodi
Bengaluru - 560 030

Stock Exchanges

(Where the shares of the Company are listed)

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Registrar & Transfer Agent

Integrated Enterprises (India) Limited
No. 30, Ramana Residency
4th Cross, Sampige Road
Malleswaram
Bengaluru - 560 003

Audit Committee

Renu S. Karnad, Chairperson
V. K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat

Stakeholders' Relationship Committee

Bernhard Steinruecke, Chairman
V. K. Viswanathan
Renu S. Karnad
Prasad Chandran
Dr. Steffen Berns

Nomination and Remuneration Committee

Bernhard Steinruecke, Chairman
V. K. Viswanathan
Prasad Chandran
Bhaskar Bhat

Corporate Social Responsibility Committee

Prasad Chandran, Chairman
Bhaskar Bhat
Dr. Steffen Berns
Soumitra Bhattacharya

Share Transfer Committee

Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Dr. Steffen Berns

Foreword



Dear shareholders,

'Make in India' is an attractive proposition. It also serves as a precondition to making optimal use of the country's demographic dividend. The initiative intends to transform India into a global manufacturing hub and help foster a culture of innovation and entrepreneurship. With a strong manufacturing base, driven by local innovation, Bosch Limited is at the forefront of this transformation.

The company has been manufacturing in India since 1953 and since then it has continuously been tapping business opportunities in the country. Having identified the recurring and varying needs of India the company has today become a leading supplier of technology and services in the areas of Mobility Solutions, Industrial Technology, Consumer Goods, and Energy and Building Technology.

Over the past three years the company has invested approximately INR 1,750 crore in India and set-up around four new manufacturing facilities, apart from ramping up existing plants. Smart manufacturing or Industry 4.0 is a key enabler that can help India realize the goals of this national initiative. Drawing from its global experience and local competence, the company is showing the way for others in the country to follow. At Bosch Limited, we are focused on preparing the organization for the times to come. On the one hand, we have proactively been investing on machines and associates, and on the other, we have set ourselves the target of realizing Industry 4.0 standards in the near future. This dual approach will help us offer improved products of unmatched quality at affordable prices.



“ The company has been manufacturing in India since 1953 and since then it has been continuously evaluating business opportunities in the country. ”

Bosch made its manufacturing presence felt in India at a time when industrialization was a distant thought. Over the six decades Bosch has set the standards for manufacturing in the country. As we continue to expand our operations in India, the need for more and improved localized development cannot be overlooked. In this area Bosch Limited has also grown tremendously, starting two decades ago and at a faster pace over the last years. From bringing common rail systems to India, we are now offering two-wheeler engine management systems developed in India. Bosch has been making conscious efforts to offer superior products that are environmentally friendly, cost-effective and above all possess the ability to connect with the ‘youth’. We want our technology development to spark the imagination and drive of India’s young scientific minds.

While the current business environment remains volatile and the industry faces ambitious legislative targets such as BS VI, the company is committed to helping India make this transition seamlessly. Our meaningful solutions have in my view contributed substantially to India’s economic growth. Throughout our journey Bosch Limited has been developing and offering products to improve quality of life and help conserve natural resources. The company’s unwavering commitment to customer satisfaction has helped it evolve to become a more agile organization.

Since its inception in India, Bosch Limited has been bringing about a meaningful change both through its products and services and through its social engagement initiatives. On the second aspect, I would also like to draw your attention to the quality training programs we have to offer. The company’s skilling programs are relevant and effective and have been hailed by national bodies and state governments as a model to replicate and follow.

On behalf of Bosch Limited’s board of directors, I want to thank all our shareholders for their sustained support, and all our customers and business partners for their firm faith in our ability to deliver. Going beyond, let me also take this opportunity to thank our entire workforce, who made our growth and success in FY 2015-16 possible through their hard work and dedication.

Best regards,

Dr. Steffen Berns

Managing Director, Bosch Limited
and President Bosch Group, India



Bosch Group had a record year in 2015

Following the success achieved in the last financial year, Bosch Group globally wants to continue its growth trend forward. Despite a subdued economic outlook and geopolitical uncertainty, the supplier of technology and services expects its sales to grow between 3 and 5 percent in 2016. In 2015, Bosch Group sales reached an all-time high of 70.6 billion euros. The full acquisition of two former fifty-fifty joint ventures, BSH Hausgeräte GmbH and Robert Bosch Automotive Steering GmbH, pushed sales up by almost 22 billion euros, or 44 percent.

Highlights of the 2015 business year

EUR
70.6 bn
sales revenue

EUR
4.6 bn
EBIT

North America^{1,3}
25%
sales growth

85,000
more associates
Total headcount
now 375,000

Mobility Solutions
12%
sales growth

Asia Pacific^{2,3}
17%
sales growth

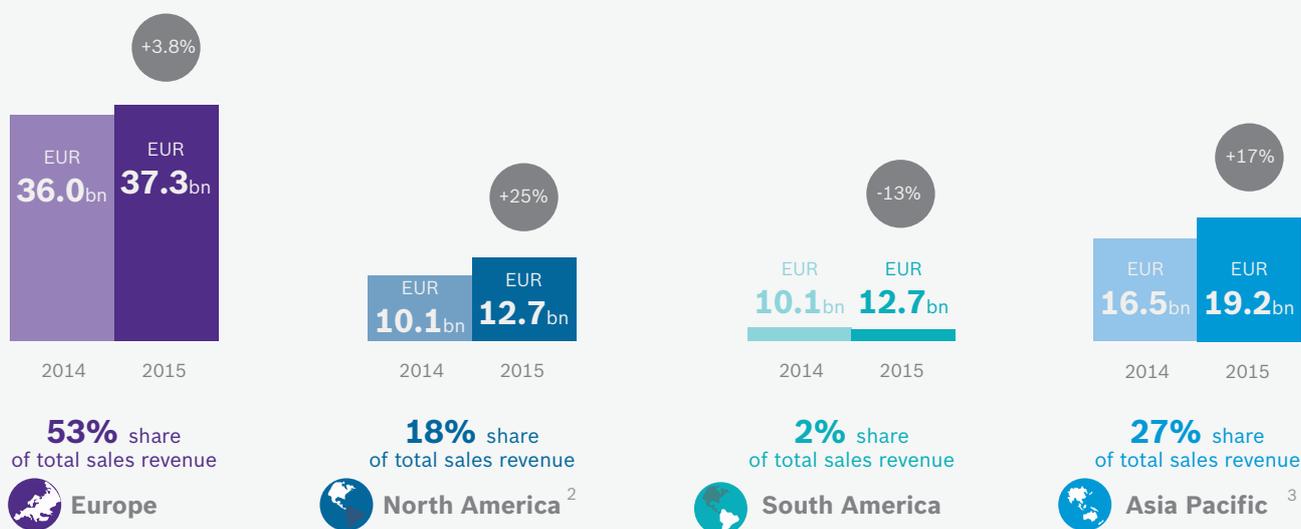
sales revenue
up
EUR **22** bn

¹ Nominal changes from the pro forma figures for 2014 | ² Incl. Mexico | ³ Incl. other countries



Business year 2015 sales revenue by region¹

Percentage change from previous year



¹ Nominal year-on-year increase from the pro forma figures for 2014 including BSH and Automotive Steering | ² Incl. Mexico | ³ Incl. other countries

Bosch wants to continue growing faster than the company's key markets. Speaking at the global annual press conference at Bosch's research campus in Renningen, Dr. Volkmar Denner, the chairman of the Bosch board of management, said, "We plan to grow not only with innovative products, but also with innovative services." He continued: "We are increasingly using connected services to build on our broad basis in the hardware business." As it does so, the company benefits not just from its technological diversification, but also from its wide-ranging industry and domain expertise. Explaining further he mentioned, "In the future, customers will not only come across Bosch in their cars and kitchens. Connected services will make it a constant companion in many aspects of their daily lives."

Bosch's strategic objectives include service solutions for every aspect of connecting those products on the internet of things. In the connectivity business, the company focuses on the "3S's": sensors, software, and services. "Services are becoming an integral part of our product business. Every sale of hardware should be followed by the sale of complementary services," Dr. Denner further commented. When it comes to

developing and introducing services for the connected world, Bosch's broad business portfolio offers a particular advantage, as does its competence in software and sensors. Dr. Denner went on to say that "Bosch can connect many things across a wide range of domains as no other company can – cars with houses, even entire cities." Nearly 50 percent of all Bosch electronic product classes are web-enabled. The company plans to gradually expand the existing services business in all four of its business sectors.

Focusing on Asia-Pacific, the region recorded a sales growth of 16 percent to reach €19.1 billion, with India contributing substantially to this success. In the financial year 2015-16 Bosch Limited earned revenue of over INR 10,415 crores (1.4 billion euros).

The Group is represented in India through nine companies of which Bosch Limited is the flagship company. Robert Bosch GmbH holds 71.18 percent stake in the company. Overall, the Group in India generated consolidated revenue of about INR 17,022 crores in 2015 of which INR 12,100 crores is from third party. India has grown to become one of Bosch's fastest growth engines in Asia, alongside China.



‘Making in India’ is also about ‘Innovating in India’



A cleaner, safer and fuel efficient connected ride

Burgeoning traffic, incessant honking and cities teeming with people are a usual. Amidst what seems like an organized chaos Bosch Limited’s Two-wheeler and Powersports team sees an ocean of opportunities. Backed by a series of legislative mandates, India’s two-wheelers are about to become a lot cleaner, safer and more fuel efficient. Change is clearly in motion! In an economy marked by high inflation, imagine the possibility of bikes consuming less fuel. Bosch’s engine management system (EMS) allows for that and much more. For one it also includes the possibility of being digitally connected. So the next time a commuter can rely on his smartphone to guide him on the route to take which would also offer him/her the best average fuel economy.

Headquartered in Japan, the Two-wheeler and Powersports team comprises of a talent pool sourced from different locations of Bosch. The team from Bosch Limited plays a crucial role especially with respect to innovations pertaining to the powertrain of small motorbikes. The company is not just heralding a new age in manufacturing, its products are also paving way for a more efficient, cleaner and smarter living. Products developed by the company, for the Indian market, are a testament of how the company’s R&D team has moved up the value chain. Last year in December, the Two-wheeler and Powersports team was the recipient of Bosch’s global innovation award. The team was recognized for the development of the EMS.



ROBERT BOSCH INNOVATION AWARD 2015





EMS a cost-effective solution capable of sustaining India's environment

Prashanth A, general manager, Two-wheeler and Powersports business unit India, was in Stuttgart, Germany to accept the Bosch innovation award along with other team members.

Can you give us an insight into the development of the EMS project?

When our team started the journey towards two-wheeler markets about five years ago, we observed a couple of contradictions in this huge segment. One, the system and component requirements for a two-wheeler are quite challenging, although the expectation on price levels don't reflect the same. Second, is simplifying the automotive base – which is too complex for the two-wheeler. Hence, this meant creation of complex algorithms and making user interface simple enough for two-wheelers. To summarize, we had to create a simple system capable of withstanding the two-wheeler environment at a price that is affordable and enables mass migration.

What were the key factors that led to the successful execution of this project?

Passionate people in the management team. We were also fortunate to have a team that is committed to leaving a cleaner environment for our children and this has been a key driving force.





On a continuing journey of quality and commitment



A decade ago, Bosch Limited's Technical Center of India (TCI) used to adapt components from Germany for local projects. But today, the TCI team is capable of developing systems and components on its own to meet the unique requirements of India. To that end, the team at TCI has actively been moving towards platform development. Mr. Matthias Greiner, vice president, Bosch Limited Diesel Systems, is in the middle of a discussion with his team. At the helm of diesel development in India, this young leader has a lot on his plate to look into. "We are in the midst of exciting times. We need to come together to deliver on our long-term key projects" says Greiner. The TCI has been on a journey of continuing improvement and excellence and Greiner well intends for TCI to step it up a notch further. "That is only possible by delivering meaningful products that find cognizance with the Indian market," he states. Joined by his team, Greiner captures the key highlights for the company's Diesel business in India.



Give us a sense of the development work being pursued at Bosch Limited's TCI facility

With respect to on-road vehicles, by April 2017 the emission legislation BS IV will be valid through the entire length and breadth of India. And BS IV means that the mechanical systems on road will be phased out, especially the distributor pump, which will be replaced by the common rail system (CRS). For the off-highways, tractors will stay with the mechanical system mainly with the A-pump.

In India, we deliver high quality products that meet the exact requirements of the Indian market. An example of this would be the CRS2-16 system that caters to the passenger car up to the medium duty vehicle segment. At TCI, we have been successful in implementing these systems on customers' engines. The components of these systems are locally produced and supplied to our customers. A key development I would like to highlight is: the highly focused manner in which we achieved simultaneous engineering between the R&D, production, purchase and other cross-functional teams. The combined efforts speak for the success of these systems. This is a key aspect of our success because only by delivering 'made in India' products are we able to achieve the expected cost targets.

Apart from CRS2-16 system, another key achievement of the TCI is the development of the CRS1-14 system for low-price vehicles, such as load carriers with 1 and 2 cylinder engines. This common rail system has the leanest architecture which is the key to achieving the cost expectation of Bosch Limited's customers in this segment.

Through this system, Bosch Limited has supported an Indian OEM to launch a successful small commercial vehicle, with one cylinder engine, thus meeting India's BS IV emission standards. The project has the fame of being the first commercially produced common rail application on a one-cylinder diesel engine worldwide.

How has TCI moved up the value chain? Can you also shed some light with respect to competence development?

After the introduction of the common rail in India the need to improve the competence of associates was widely felt. We have now come to a very mature status where we are able to handle customers and platform development in the same way as is done in other parts of the world.

Today, the TCI is developing platforms on its own strength and is also responsible for products that were previously developed in Europe. We have convinced the global teams of our competency wherein they believe that we can handle the complete platform on our own. India is also the center of competence for certain products, such as the high pressure diesel pump CP1H, a product that is used worldwide. By being the center of competence India bears responsibility for new platforms, and releasing orders for new customer projects- starting with the concept till end of production. For such products, Bosch Limited's TCI handles global customers, such as Fiat and Suzuki among others. To handle such tasks it is imperative for our Indian associates to have the right competence and skills, similar to what is available in Europe. This would help them cater to the high quality requirements expected internationally.

If we look towards the future, by 2020 we will have BS VI legislation where the big topic is exhaust gas after treatment. Currently, we are gearing towards bringing the right products and services to meet BS VI requirements, both in terms of fuel systems and after treatment devices. We are building up capacity and competence to meet the future demands of the Indian market. By being well-equipped we can ensure the smooth transition to BS VI as was done for BS IV projects.

The TCI today has around 400 engineers handling conventional products for tractor and trucks, such as the mechanical A-Pump. They also bear responsibility for development of products for passenger cars, such as the latest common rail pumps, injectors and rails. TCI delivers solutions to the complete Indian market inclusive of exports and the automotive aftermarket segment.



“Gasoline System’s biggest USP is its ability to do systems integration,”

Sandeep N



The Gasoline Systems business which started in the 90s as a warehouse business in India was finally established as a full-fledged business unit in 2009. Recent developments pertaining to four-wheelers have opened up a flood of opportunities for Bosch Limited’s Gasoline Systems business in India. The business unit’s portfolio comprises of port fuel injection system and gasoline direct injection. Sandeep N, regional president, Bosch Gasoline Systems India, says, “The business unit is also very active in electrification, transmission and sensors.” Along with members from the two-wheeler division, Sandeep leads a team of around 200 engineers of which roughly fifty percent are involved in areas such as component and systems engineering.

Taking the unit’s commitment to India a step ahead, in 2015 the division invested around INR 50 crores in a turnkey green field manufacturing facility in Gangaikondan, Tamil Nadu. Keeping in mind the local requirements of the market, the team is facilitating modernization and cost-competiveness of vehicles. At the new facility, the business unit manufactures sensors, modules and accelerator pedals among others. The production of electronic control unit continues to be manufactured in a facility of another group company of Bosch in India- Bosch Automotive Electronics India Private Limited (RBAI).

“We are very active in systems engineering. Bosch Limited’s biggest USP is its ability to do systems integration,” mentions Sandeep. The business draws knowledge from Bosch’s core strength, such as international development and production network.

Speaking of a significant project, the team has worked with an OEM to develop a very extensive ‘make-in-India’ car. The entire platform from a vehicle point of view was developed in India. The team was approached three years ago by the OEM to partner and supply turnkey systems for calibration and development. It was a project that Bosch Limited’s Gasoline Systems team had never done before. Taking this as an entry point, the Indian business unit worked on the project and delivered in around three years’ timeframe.

All the necessary calibration, development, fleet trials and validation were done by the India team. Also, in terms of local components being featured in the car, the electronic control unit was sourced from RBAI, while the powertrain sensors were sourced from the new plant. “Working on this project was a dedicated team of 5-6 engineers. We preferred to have a small, agile and frugal team,” remarks Sandeep.

Speaking of R&D, Sandeep says, “We will see a lot of investment in systems engineering in the coming years because we need to look at innovation at the level from a system. Such an approach helps us get smarter components which will allow us to compete in the market. This is the vision with which we are going ahead.”





Energy business to focus on building in-house competency

India has set itself an ambitious target of generating 100 GW of solar power by 2022. As the head of a relatively new business unit, Mr. Venugopalan CM, regional head, Energy business, Bosch Limited knows he has a task cut out for his team and himself. The business unit is committed to reducing its commercial and industrial customers' energy cost. But foremost is the need to raise awareness among customers! "We are sensitizing our external stakeholders on the need to generate energy through renewable sources, while also educating them on the potential of reducing energy consumption," says Venugopalan. With focus on customers being central to Bosch's strategy for growth, the team engages with them through various platforms. They include participating in panel discussions, one-on-one meetings, conferences with industrial clusters and organizations, like the United Nations Development Program (UNDP).

On what are the crucial factors that determine the ways of this business? Venugopalan states, "Customers are able to avail certain benefits when they implement sustainable practices however, economic benefits continue to be the primary source of motivation." The indigenously developed Waste Heat Recovery solution for Steel Mills and the customized Solar Water Heater solution with Heat Pump Water Heater (as a backup) are clear examples of the division's efforts in this direction.

Back in 2014, identifying energy as a sector of growth and opportunity the company launched its Bosch Energy and Building Solutions business unit in India. A service based line, this business unit focusses on energy generation and efficiency. With the inclusion of this

division, Bosch Limited is now a turn-key solution provider for efficient energy solutions.

The division is often credited for bringing technological innovation to its solutions coupled with other features, such as being unique, cost-effective and environmentally friendly. A case in point is the commissioning of a 12 MW solar power plant at the Cochin International Airport. Incidentally it is also the world's first airport to run entirely on solar energy. The business division possesses strong local competence that has been developed in-house to deliver projects with customized design and engineering. Furthermore, over the past two years, the team has gained rich understanding of the Indian terrain as it has executed projects across the country and continues to grow strongly.

Within the Energy business, the division of Thermo Technology has been making steady progress as well. One of the key achievements of this division has been the unit's ability to achieve profitability for the first time in commercial and industrial boilers. Bosch Limited fired India's largest shell boiler of 40 ton capacity at the Gujarat Alkalies and Chemicals Limited (GACL).

Going beyond, the business unit has also developed a completely new variant of flat plate solar water heaters called the Bluetherm. Produced entirely in India, Bosch Thermo technology division is able to offer this aesthetic blue-colored solar thermal collector at an affordable price due to its localization capabilities. In 2015, the business unit launched heat pump water heaters and towards the latter half of 2016 the division intends to launch more products suited for the Indian market.





Packaging Technology – Achieving a Milestone

Earlier in 2016, Bosch Packaging Technology completed 20 years in India. Over the past two decades the business in India has focused on staying customer oriented which has yielded positive results. As a key player in the emerging economy, Bosch Packaging Technology division in India sees further good growth potential, especially owing to increased need for automation. The business unit has a worldwide installed base of over 1,700 machines coming from India. Bosch Packaging Technology’s local operations in India will continue to play a pivotal role to the division’s global growth strategy. The business division has transformed from being a stand-alone machine supplier to a single-source solution provider. Through continuous innovation, improvement and ‘out of the box’ thinking Bosch Limited has been able to develop and provide solutions tailored to the needs of this market.



20 years

Bosch Packaging in India
1995-2015



Security Tech- Watching the Market

Home to more than 14,000 pieces of art, the National Gallery of Modern Art (NGMA) captures the cultural ethos of India over the last 150 years. Such art is priceless, and Bosch ensures that this legacy remains safe. Its Building Integration System provides the NGMA with round-the-clock security. Speaking about the business unit's growth potential, Mr. Sudhir Tiku, regional head, Bosch Security Technology India, says, "There is enormous potential for us as we are trying to meet the demands of various segments, such as transportation, energy and infrastructure." The business unit has had remarkable success especially with its conferencing- cum-voting system. "These systems have been installed in major assemblies of India and the SAARC region," comments Sudhir. Giving us more insight on the way forward he remarks, "We are preparing to provide Safety, Security and Communication solutions that are in line with India's Smart City initiatives. We are collaborating with partners who have been present in this eco-system for long."



Mr. Mohandas Mekanapurath, leads Security Technology's local business vertical

Moving beyond Smart City the business unit also aims at increasing its share of localized products. The unit's R&D investment for localization has increased by 30-40 percent in 2015. By expanding its product portfolio in India, the Security Technology team was successful in localizing products such as amplifiers, speakers and conference systems. Key products include CCS700, an entry-level conference system. Other highlights of localization include the robust and easy to use all-in-one amplifier, and the economic wooden cabinet speakers. A major achievement in reaching some of the goals associated with the 'Make in India' campaign has been the business division's entry into the SAARC region last year with products that have been made in India. With this entry expectations of growth are even higher. It is the vision of the business unit to achieve complete self-reliance through such quality offerings.





Strengthening the reach of Power Tools in India

The central government has laid out a long-term growth vision for India's infrastructure sector, from which most of Bosch's divisions in India will benefit. Mr. Panish P K, regional head, Bosch Power Tools India remarks, "Power Tools' entry into India, in the 90s, coincided with the infrastructure picking up due to liberalization of the Indian economy. We are pleased the focus is back on strengthening the country's core sectors." Power Tools truly has a pan-India presence with 25 sales offices, 13 warehouses and 2 big central distribution centers spread across the country.

The business unit has had two key landmarks in FY15-16. First, was the inauguration of a new power tools manufacturing facility in Oragadam near Chennai. Spread over two acres of land this manufacturing unit was inaugurated in November 2015. Second, in January of 2016 the business unit launched a new range of tools for construction, metal working and wood working industry through a distinctive and extensive campaign covering 19 cities over 45 days.

Power Tools' growth strategy is two-pronged. One, localization of the tools at Chennai in line with the local-for-local initiative and a small share of exports to SAARC, Latin America, Asia, Middle East and Africa. The other, to reach the maximum number of local customers, largely the unorganized sector like carpenters, plumbers and contractors in tier II and III cities by offering more affordable products. An exhaustive user study was conducted to gain insights into the buyer's mind. The Chennai plant currently manufactures angle grinders, impact and rotary drills, rotary hammers, marble cutters, air blowers and motors for all the tools.

"By manufacturing more products in India we aim to increase the overall share of localization. In that sense, the Chennai plant is very strategic," remarks Panish. Not only does it enable manufacturing of innovative and high quality products at a competitive price, the plant is also well equipped to ramp up capacity more flexibly based on market demands. Located in the outskirts of Chennai, the new facility also offers proximity to vendors and Bosch's central distribution warehouse, which simplifies the logistics for the business unit. This approach is in line with Bosch's strategy of 'zero distance to user'.





Connected industry has the potential to transform India into a global manufacturing hub



For more than 20 years now, India as a country has been competing for a larger share of the global manufacturing business. As part of the 'Make in India' business initiative, the Indian government aims to advance industrialization and modernize production in the country. Connected manufacturing offers great opportunities that can help industries react faster to market requirements, reduce manufacturing downtimes, and improve the efficiency of supply chains and increase productivity—factors that contribute to increased competitiveness of the Indian industry over the long-term. By being an early implementer of Industry 4.0, India could realize the goals that have been defined by this national initiative. In the years to come intelligent and connected solutions will grow to play a more significant role in manufacturing.

Using data to gain business advantage

Connected industries complement the vision of 'Make in India,' which aims to increase domestic value addition and technological depth in manufacturing. With a view to succeed in benchmarks and in order to be competitive with comparable industrialized countries, Industry 4.0 offers India enormous growth prospects. Connected manufacturing offers the Indian industrial sector unique opportunities that would allow diverse stakeholders to realize production-related gains by facilitating new business models and innovative products – for example with greater integration of functions (embedded systems) – that result in increased value addition.

For Bosch Limited, its manufacturing locations have come a long way from when they started operations in the 1950s in the days of Motor Industries Company Limited (MICO). "When it comes to Industry 4.0 Bosch Limited is well positioned," says Mr. Pravin Pathak, deputy general manager, responsible for the realization of Industry 4.0 projects for Bosch in India. Elaborating further he says, "Today, the company is already a key partner for connected production as we have implemented several Industry 4.0 solutions in our own facilities."

Data generated by an energy management system can help a manufacturing facility realize untold saving potential, thus leading to reduction of energy cost while also being ecofriendly. Citing a key example, Pravin states, "In India, Bosch Limited's Nashik plant has implemented this system. Apart from increasing transparency on consumption patterns, the system also

helps identify machines that are energy guzzlers by generating data and analyzing the same." Key takeaways from this analysis has helped Pravin and his team to put in place an effective energy savings roadmap. Such a holistic energy management approach has helped the Nashik plant improve its energy efficiency substantially.

Another example from the Nashik plant: manufacturing machines for spark erosion have now been connected to a single inspection bench allowing more accurate setting of machines for hydraulic through flow. Speaking about the ability to take timely measures, Pravin comments, "Today, by utilizing sensors and radio-frequency identification (RFID) technology, which are configured with authentic real time analytics, it is possible for the operator to monitor quality levels and also take faster appropriate measures as and when required."

Coming to the company's Bengaluru plant, data mining tools were implemented in the single-cylinder PF51 pump line. "By using data mining tools and parametric modelling the facility was able to reduce a significant percentage of cycle time in testing," informs Pravin. Similarly, in the Jaipur plant, for VE pumps, using data mining tools the team was able to achieve a good reduction of calibration cycle time.

Dispelling the notion that Industry 4.0 requires heavy investment, Pravin shares a key project from Bosch Limited's Gangaikondan facility. The team at the plant has developed a smart solution. "By using a mobile controller for the Heating, Ventilation and Air Conditioning (HVAC) unit, associates at Gangaikondan plant are able to switch on and off the HVAC through a smartphone."





Globally, Bosch plays a strong dual role when it comes to connected manufacturing

For the manufacturing industry of the future, connectivity will be the key to success – and that goes for Bosch too. It allows greater flexibility to be achieved at lower cost. Bosch is a pacesetter in this fourth industrial revolution, which will transform the entire value chain. Over the past few years, Bosch has prepared itself to seize the potential of Industry 4.0 with strategic foresight. Added to this is its considerable expertise in mechanical engineering and production. Currently, Bosch globally has some 2,500 software engineers working specifically on internet of things (IoT) and Industry 4.0, including on web applications, data mining, and cloud computing. It is linking its expertise in the “world of things” and the “world of software.” The strategic aim is to offer solutions for connected mobility, connected industry, connected energy systems, and connected buildings

Operational excellence- Bosch way to efficient and sustainable manufacturing

Aligning with the national policy of 'zero defect zero effect' Bosch Limited has undertaken a number of initiatives. Over the past few months the company has implemented several measures to further improve customer centricity. Manufacturing has witnessed a paradigm shift compared to earlier decades. Previously, Indian manufacturing used to be driven by volume based mass production which has today given way to customization on the shop floor. The Bosch Production System (BPS) ensures that all three pillars -- People, Process and Technology -- are upgraded to meet the ever-changing needs of the customer while remaining lean, efficient and sustainable.

An industrial quality standard roadmap has been put in place to achieve the 'zero defect and fast response' by 2017. The target is to eliminate the possibility of avoidable errors and to improve failure response mechanisms. At the crux of this plan is the belief that every department within Bosch Limited can contribute to this vision. Reaching out to a workforce of over 7,000 associates, the 'quality mindset campaign' has four tenets: instill passion, create ownership, enhance commitment and improve communications. Part of this initiative also includes intensifying continuous improvement process (CIP) and bringing about a significant change and advancement to the value stream.

A work safety roadmap has also been developed for 2020 in which accident reduction is the key project.

Measures implemented have started to yield positive results: during the construction of the Bidadi plant approximately 4.2 million man hours were invested without a single reportable accident. On the human resources front, several improvement measures have been implemented across Bosch Limited facilities. Initiatives such as, cycle-time reduction and long-term settlement have been implemented. Additionally, with the introduction of internationally accepted industrial engineering standards the company hopes to have a sustainable platform that will help it improve cost-competitiveness, apart from realizing better resource optimization.

At Bosch Limited, 'making in India' wouldn't be possible if it wasn't for the efforts and dedication of its associates. On the technical side, the company understands the need for associates to keep abreast with the fast changing trends and rapid developments. The company has introduced several training programs for its associates. During special sessions such as 'manufacturing day' the workforce from various plants of the company come together to share, collaborate and learn best practices. Change is not just being implemented at an associate level, there are visible changes in the leadership cadre as well. The company is leveraging the reach of its internal social media channels. The platform is used for more direct and regular communication between the management team and larger groups of associates. Such interactions allow better understanding in all directions.



Mr. Ramesh SK, senior general manager, Bosch Limited sheds some light on the process he implemented at the plant to ensure better resource optimization.

At the diesel systems facilities in Bengaluru and Bidadi we strived to achieve optimum utilization of labor, machines and material flow. BPS elements like overall equipment efficiency, standardized work and levelling has led to a relevant increase in productivity when compared to 2014. Further improvement in assembly lines has helped us increase space productivity considerably. The Bidadi plant has similarly gained agility and flexibility to meet fluctuations in demand. For new generation products like CP1H, Rail and PF-CRS, the supply chain has been extended to customers and they have expressed interest in being part of the BPS system.

Right from the start we have implemented lean manufacturing systems with BPS concepts at the Gangaikondan facility. The assembly lines at the manufacturing location have been built with BPS standards to ensure man and machine are synchronized for seamless flow. Another key highlight: new associates at the Gangaikondan plant are trained on lean concepts before being deployed to assembly lines. Customers have appreciated the results of the implementation of flow orientation, the U-shaped layout, standardized work and Chaku-chaku lines



A highly efficient talent pool can help India become a global manufacturing hub

In India, approximately 2.3 crore children drop out of school (2.1 crore from Grade 8 and another 22 lakh from Grade 10). The need is for the country to improve this, and also to expose as many as possible to upgraded training courses that will equip them to meet the demands of the modern manufacturing facility. For India to take advantage of its demographic dividend, the country requires a long-term and focused solution to address this concern. Coming from a manufacturing industry and as an organization with a large associate base in the country, Bosch Limited truly understands the importance of skilling labor. Even beyond its own needs, the company is drawing on its in-house expertise and has developed three distinctly different training programs, varying in objectives, tenures and course modules.



Mamtha, the daughter of a farmer in Karnataka is ambitious. In school, she continuously excelled in science and hopes to further her studies in engineering post the traineeship at the **Bosch Vocational Center (BVC)** in Bengaluru. “At the Center, I was able to gain immense practical and industrial experience in robotics and electro mechanics,” she states. In 2015, when Bosch Limited played host to the Prime Minister of India, Shri. Narendra Modi and the German Chancellor, Her Excellency Dr. Angela Merkel, Mamtha was one among the chosen few who had the opportunity of interacting with them. This trainee who joined BVC’s three-year apprenticeship program in electronics, took the dignitaries through the electronic project she was working on at the Center. Teenagers, like Mamtha, who are keen on acquiring technical skills, join the BVC for its long-term career oriented model, which is a localized German model in education. The Center receives roughly 400 applications every year and admits around 60 students per batch a year.





Second, a 2 months job oriented vocational training model, called **Bosch's Response to India's Development and Growth through Employability Enhancement (BRIDGE)**. BRIDGE is Bosch's vocational training module that is exclusive to underprivileged youths (18 to 25 years old) who are in the 'Not in Education, Employment and Training' (NEET) category. The program is offered nationally through various training partners' like educational institutes and partners in private sectors. During the year, through this specific program Bosch Limited has enabled the livelihood of over 3,000 school and college drop outs, who have found employment subsequently. Currently, this module is being practiced across three states in India: Karnataka, Maharashtra and Rajasthan.



Third, to address skill shortage with respect to the availability of quality artisans, Bosch Limited has started the **Artisan Training Center (ATC)** in Bengaluru at its facility in Adugodi. The company currently offers this program for the carpentry trade. Over the next decade Bosch Limited aims to have similar centers in other location and is also considering the possibility of increasing the number of trades offered, to include plumbing and electrical.





Mr. Kapanipathi joined Bosch Vocational Center (then Mico Vocational Center) as an apprentice. Post that he joined Bosch Limited and continued to work until his retirement.



Changes abound

After serving 44 years in Bosch Limited, every time Mr. Kapanipathi visits the company he is pleasantly surprised by the rapid progress and change he witnesses.

“Today associates are exposed to modern facilities. Due to the implementation of latest technologies on the shop floor, associates receive data in real time. This has improved productivity remarkably,” he states. These developments are rather more symbolic. The company’s ‘Make in India’ journey has been through an evolution of sorts. These are affirmative steps and the possibilities of such endeavors in the future are endless. Kapanipathi also informs, “There are more women in the facility today, and this is not just limited to the shop floor but this change is also visible in the development center.” Indeed it is! Such developments are seen because of the focused initiatives being carried out by the company’s human resource team. Specifically, there has been a drive to increase the number of technical hires in the company and these measures have resulted in significant improvements.



Take for instance, Ms. Meena Ramakrishna, a mechanical engineer, who joined Technical Center India (TCI) in 1999. Despite the job being demanding what keeps Meena motivated is: “I find my job challenging even today,” she comments. As a senior manager, her job responsibilities include heading special projects in pump development. “Constant focus is critical from the development perspective,” she states. Speaking of her future plans, Meena says, “When it comes to development a lot can be done so as to improve competitiveness, especially with respect to the localization of the new-generation diesel pump.” To realize the full extent of ‘Make in India’ it is necessary for organizations to invest in gender parity initiatives. In the long-term, companies stand to gain immensely by having increased number of females in their workforce for they bring with them rich experience and expertise. Bosch Limited has initiated this change.







Bengaluru Plant

The company's evolution can be traced through the narration of improved product development offerings, implementation of highly efficient manufacturing standards, adoption of sustainable initiatives and the early implementation of Industry 4.0 solutions. If that was not substantial enough evidence to mark the company's transition, the change in the Bengaluru plant's skyline will speak a story for itself.

Back in the early decades of Bosch Limited's set-up in Adugodi, this was an area widely regarded as outskirts of the city. Since there were no tarred roads the company's first activity was to replace the existing cart track with a motorable road, which helped link Adugodi to the city. Bosch Limited's first manufacturing facility was marked by a thick forest cover and with factories that were spread far and wide across Adugodi.

Contrast that to the facility of today, Bosch's Bengaluru plant has been through a visible change. First, the plant is in the process of moving out to Bidadi. Second, the skyline of Adugodi has changed remarkably to reflect the growth and development the country has been witnessing as compared to what was seen four-to-six decades back. Above all, Adugodi has become Bengaluru's nerve center with its surrounding areas housing modern IT establishments.







Nashik Plant

Bosch commitment for environmental protection is based on its values of responsibility & sustainability. The holistic energy management approach at Nashik Plant has helped to improve its energy efficiency substantially. The roof-top solar installation by Bosch Energy services of 2.1 MWp operates at highest efficiencies and has led to a CO₂ reduction of over 2,900 tons in the last 1 year of operation already.



Jaipur Plant

Bosch's journey towards Operational excellence took a remarkable leap in the last year with the Jaipur plant. The systematic implementation of the lean value stream through Bosch Production System (BPS) and Continuous Improvement has yielded very positive business results. It also has been highly appreciated in the Bosch world. In Feb 2016, Jaipur was the first Indian plant to get awarded in "Make to Stock" category on Bosch world BPS day held at Ludwigsburg, Germany.





From “Invented for life” to ‘Make in India’

An inherent aspect of business continuity is risk management. At Bosch Limited, the leadership team has minimized potential impact stemming from such threats by being prepared thoroughly beforehand. By analyzing trends and headwinds, the management of Bosch Limited has given much priority to business resiliency. A step in this direction, is the priority given to efficiency, agility and leaner structures. To that end, the company has deployed several measures, such as Bosch Production System (BPS) and continuous improvement process (CIP) that aim to strengthen and improve its productivity throughout the overall value.

The management at Bosch Limited is also responding to uncertainties by adopting a more holistic approach. The company is drawing the focus back to its corporate philosophy, “Invented for life”, underlining the role of technology and innovation. Bosch Limited has stepped up its response by bringing to fruition many of its developments and technologies. Innovation is a critical factor for value creation and differentiation, especially in a marketplace that is marked by disruption and global competitiveness.

From the days of liberalization when the Technical Center India (TCI) was set-up until today Bosch Limited has unceasingly looked within to expand the scope of its innovation and development work. The days of then and now can well be summed up in a thought: from being a leading supplier of components for the automotive industry, Bosch Limited has today grown to become a strong solutions provider in domains such as Mobility Solutions, Industrial Technology, Consumer Goods, and Energy and Building Solutions. The company’s research efforts have shaped and defined its present. So however different be the challenges and objectives of every business unit within the company, to Bosch Limited, its spirit of innovation and unfaltering focus on customer satisfaction is always at the core of its functioning. For the management team at Bosch Limited opines: innovation is the accelerator pedal that needs to be stepped up for India to realize its ‘Make in India’ initiative.



Today the company has eight state-of-the-art manufacturing facilities across India: Bengaluru, Bidadi, Naganathapura, Nashik, Jaipur, Verna, Gangaikondan, and Chennai.



In recent years Bosch Limited has given its shareholders an average dividend payout of around 20 to 25 percent.



Over the past three years Bosch Limited has invested approximately INR 1,750 crore in India.



Financials at a glance

10 YEARS' PERFORMANCE

[₹ in Million]

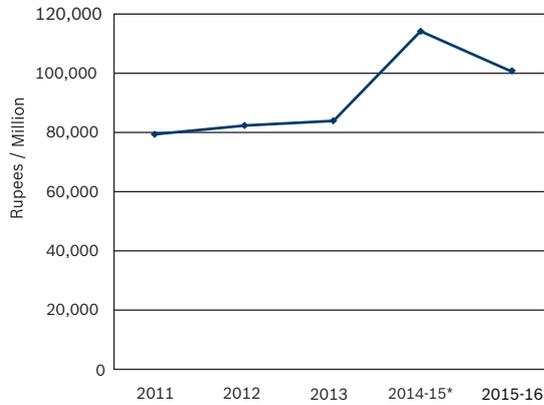
	2015-16	2014-15*	2013	2012	2011	2010	2009	2008	2007	2006
Sales	102,140	117,414	85,151	84,172	79,295	66,305	47,498	45,416	42,796	37,837
Of Which Exports Sales	10,947	14,625	10,578	9,402	10,344	8,461	5,855	6,845	6,730	6,270
Profit before tax	18,591	19,559	12,566	13,462	15,740	12,028	7,934	8,566	8,560	7,983
Less:Provision for tax on Income	6,132	6,182	3,719	3,879	4,513	3,439	2,028	2,227	2,468	2,503
Profit After Tax	12,459	13,377	8,847	9,583	11,227	8,589	5,906	6,339	6,092	5,480
Profit before appropriation	12,459	13,377	8,847	9,583	11,227	8,589	5,906	6,339	6,092	5,480
Appropriations										
Capital redemption reserve	-	-	-	-	-	-	6	-	-	-
Capital reserve	-	-	-	-	1	35	-	-	-	-
Interim Dividend (%)	-	-	-	-	2,669 (850)	-	-	-	-	385 (120)
Dividend (%)	2,669 (850)	2,669 (850)	1,727 (550)	1,884 (600)	1,570 (500)	1,256 (400)	942 (300)	801 (250)	801 (250)	128 (40)
Tax on dividend	543	543	308	306	255	209	160	136	136	76
Tax on interim (Special Dividend)	-	-	-	-	434	-	-	-	-	-
Tax on dividend written back	-	-	-	-	(4)	(4)	-	-	-	-
Dividend & Tax on dividend written back relating to 2008	-	-	-	-	-	(15)	-	-	-	-
General Reserve	-	1,337	885	958	5,000	3,750	4,500	5,000	4,800	4,500
Balance Carried Forward	9,247	8,828	5,927	6,435	1,303	3,377	278	402	355	391
Total	12,459	13,377	8,847	9,583	11,227	8,589	5,906	6,339	6,092	5,480
Paid-up Capital	314	314	314	314	314	314	314	320	321	321
Reserves	82,574	73,156	62,629	55,419	46,970	40,666	33,538	30,634	25,313	20,099
Net Worth	82,888	73,470	62,943	55,733	47,284	40,980	33,852	30,955	25,634	20,420
Gross Block of Fixed Assets	52,557	47,908	43,086	39,414	33,584	30,238	28,712	27,286	23,459	21,027
Net block of Fixed Assets	11,362	9,676	9,381	8,633	5,917	4,360	5,133	6,086	4,871	4,488
Additions to Gross Block	5,589	5,757	4,581	6,375	4,423	1,776	2,121	4,248	2,943	3,177
Earning per share (EPS) (₹)	397	426	282	305	358	274	187*	198*	190	171

* Based on weighted average of the number of shares.

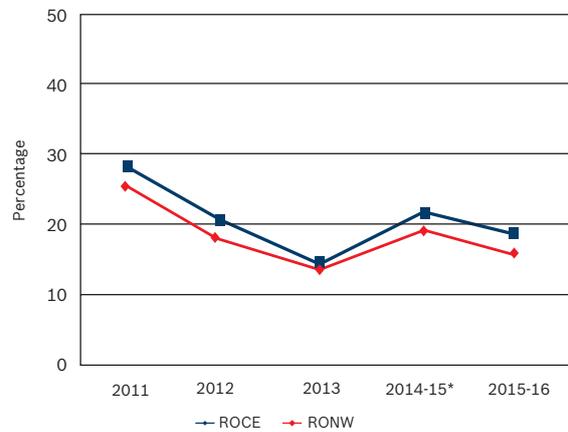
* 2014-15 represents fifteen months period starting from January 2014 to March 2015
Previous years' figures have been recast/regrouped wherever necessary.

KEY GRAPHS

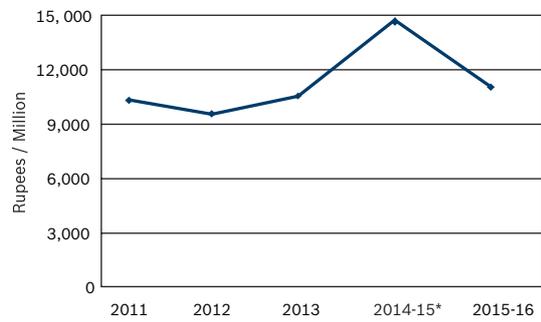
Net sales



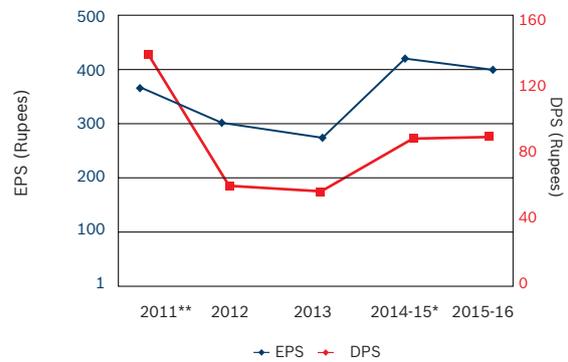
**Return on capital employed (ROCE)
Return on networth (RONW)**



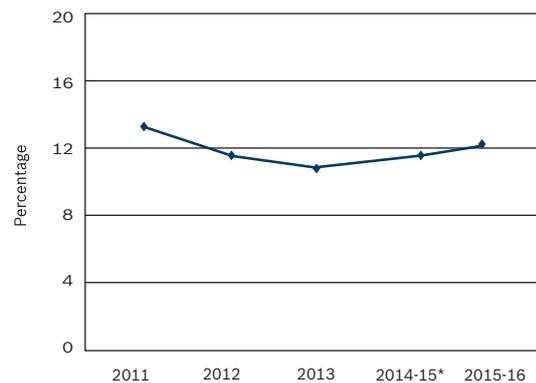
Exports



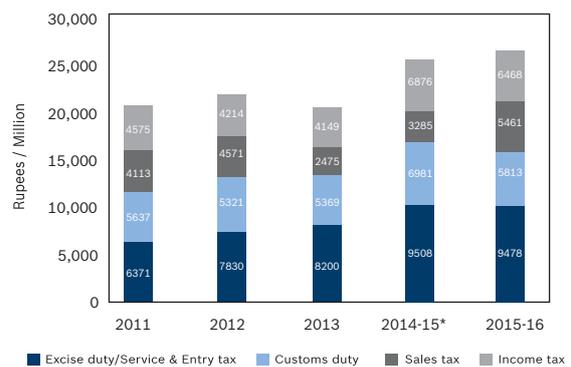
**Earnings per share (EPS)
Dividend per share (DPS)**



Profit after tax (PAT) as a percentage of sales



Contribution to exchequer

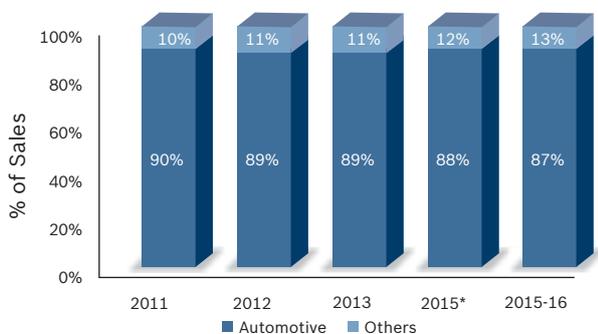


*2014-15 represents fifteen months period starting from January 2014 to March 2015

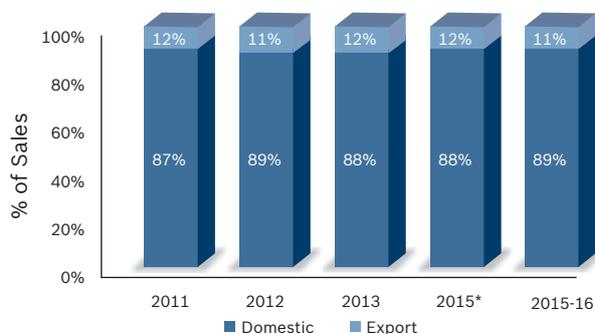
** includes interim dividend

SALES PERFORMANCE

Primary segment

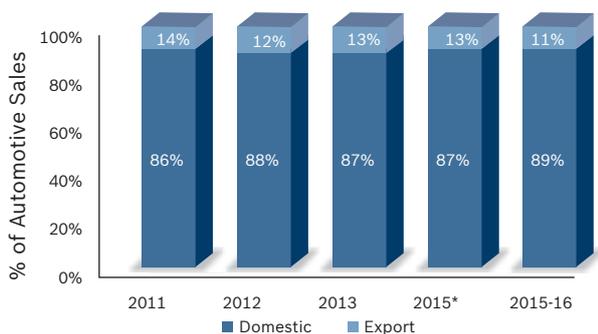


Secondary segment

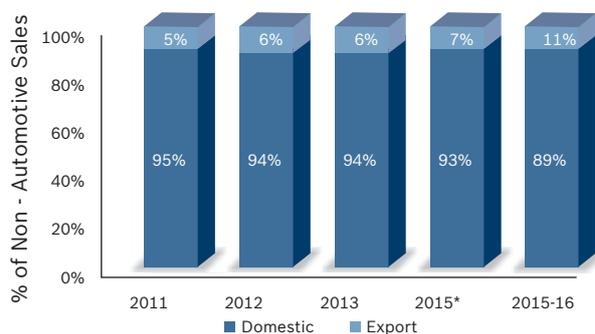


SEGMENT-WISE SALES

Automotive sales

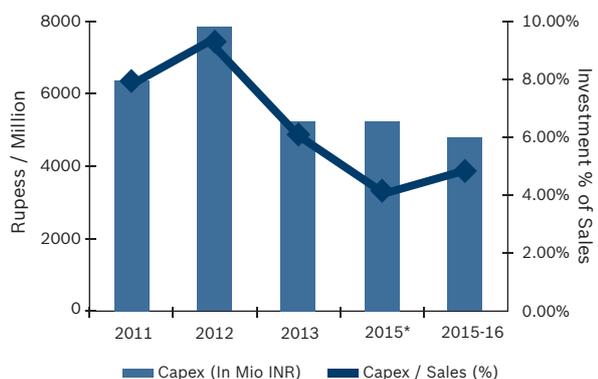


Non-automotive sales

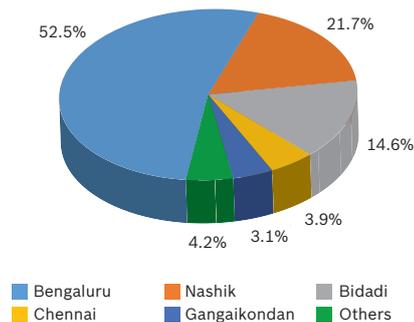


CAPITAL EXPENDITURE

Capital expenditure percentage to sales



Location-wise capital expenditure



*2015 represents fifteen months period starting from January 2014 to March 2015

Directors' Report including Management Discussion and Analysis

The Directors have pleasure in presenting the SIXTY FOURTH Annual Report together with the Audited Financial Statements for the financial year ended March 31, 2016.

The accounts for the year under review are for a period of 12 months from April 2015 to March 2016. Members may recall that the Company has migrated from January-December to April-March as its financial year. Accordingly, as a transitional arrangement, the previous financial year was for a period of 15 months from January 2014 to March 2015. Hence, the financial results for the year under review are not comparable with the previous year. **In this report, percentage change over previous reporting period i.e. for 15 months (January 01, 2014 to March 31, 2015) have been annualized to facilitate a like to like comparison on standalone financial statements.**

1. Financial Results

	(₹ Million)	
	April 01, 2015 to March 31, 2016	January 01, 2014 to March 31, 2015
Net Sales (excluding recovery of duties and taxes)	102,140	117,414
<i>Of which Export Sales</i>	10,947	14,625
Profit Before Tax	18,591	19,559
Less: Provision for tax	(6,582)	(7,463)
Add: Deferred tax and tax adjustments relating to earlier years	450	1,281
Profit After Tax	12,459	13,377
Appropriations:		
- Dividend recommended at ₹ 85 per share		
(previous period: ₹ 85 per share)	(2,669)	(2,669)
- Tax on Dividend	(543)	(543)
- General Reserve	-	(1,337)
Balance carried forward	9,247	8,828
Total	12,459	13,377

The provisions of the Companies Act, 2013 (the Act) does not mandate any transfer of profits to General Reserve. Hence, no transfer has been made to the General Reserve for the year under review.

During the year under review, the Company achieved a new sales milestone crossing Mio INR 100,000 for the first time. The Company registered a growth of

8.7 percent over the previous year. Profit Before Tax (PBT) increased by 18.8 percent in the current year over the previous year whereas Profit After Tax (PAT) increased by 16.4 percent over the previous year.

The improved performance of the Company was mainly due to domestic sales which grew by 10.9 percent and improved operational efficiencies.

2. Dividend

The Board of Directors recommend a dividend of INR 85 per share for the 12 months period ended March 31, 2016, the same amount as in last year, which was for a period of 15 months ended March 31, 2015. This dividend is subject to approval of shareholders at the forthcoming Annual General Meeting.

3. Management Discussion and Analysis

In order to avoid duplication between the Directors' Report and Management Discussion and Analysis, a composite summary of the Company's performance and various business segments is given below:

3.1 Economic Scenario

3.1.1 Global Economy

The global Gross Domestic Product (GDP) growth slowed down to 3.1 percent in 2015 as compared to 3.4 percent in 2014. [Source: IMF]

The US Economy remained a bright spot in a weak global economy. There was moderate improvement in growth momentum in the Eurozone and Japan. Growth in Emerging markets was however slower in 2015 on account of a reduced growth in China, Russia and Brazil. The run up to the rate hike by the US Federal reserve and uncertainty originating from the slowdown in the Chinese economy caused a fall in commodity prices and increased volatility across currencies. Oil prices declined by approximately 32 percent between August 2015 and February 2016 on account of expectations of higher supply and concerns about the resilience of global demand.

3.1.2 Indian Economy

Compared to the global economy, India did better. The GDP growth for FY 2015-16 was 7.6 percent compared to 7.3 percent in FY 2014-15. One of the effective measures has been the continuing focus on containing inflation both by the Government and the Reserve Bank of India. This has resulted in Consumer Price Index (CPI) inflation remaining around the 5 percent level throughout the year. As a consequence of stable growth and low inflation, the Indian

currency has not depreciated as much as most other currencies in emerging markets.

While exports continued to fall throughout the last year on weak global cues, the compensatory effect of a fall in commodity prices helped India to reduce the trade deficit. This was supported by a fall in gold imports.

At the ground level, the overall economic revival was below expectations. While consumption improved which reflected in a modest increase in auto sales, the rural economy still remained under stress on the back of 2 consecutive below-average monsoons in 2014 and 2015. This also caused the Union Budget to focus on agriculture as large allocations were made towards the farm sector and irrigation. The positives for the Indian economy were a fall in interest rates, a moderate revival in the manufacturing sector and increased Foreign Direct Investment flows into the economy. However, on account of provisioning for non-performing assets in the banking sector and a delay in capital expenditure cycle, the desired growth momentum was not achieved.

3.2 Industry Structure and Development

Automotive:

In 2015-16, the domestic Indian automotive market, excluding two-wheelers, got a modest boost from improved market sentiments and gradual economic recovery. A combination of factors like low inflation levels, favourable fuel prices, reduced interest rates and new launches led to a 4 percent growth.

Passenger Vehicle production grew by 6 percent, driven by improved market sentiments, continued economic revival and new launches.

Heavy Commercial Vehicles (HCVs) production continued to develop strongly and grew by 23 percent albeit on a low base, driven by various economic factors such as replacement demand and infrastructure and mining support.

The Light Commercial Vehicles (LCVs) market which suffered during first half of 2015-16 due to constrained liquidity showed signs of revival in the second half leading to an overall growth of 3 percent.

The Tractors market declined by 8 percent on a high base of previous year on the back of deficient monsoon for two consecutive years, lower increase in minimum support prices and negative farmer sentiments.

The Three-wheeler production declined by 2 percent due to muted domestic demand and weakening export demand.

Vehicle Production Growth Rates:

Production Segment	+/(-)PY				
	FY 11-12	FY 12-13	FY 13-14	FY 14-15	FY 15-16
HCV	12%	-26%	-20%	26%	23%
LCV	28%	5%	-14%	-10%	3%
Car+UV's	4%	3%	-4%	6%	6%
3 Wheeler	10%	-4%	-1%	14%	-2%
Tractors	15%	-8%	22%	-13%	-8%
TOTAL	9%	-1%	-3%	4%	4%

Non-Automotive:

The Power Tools industry is dependent largely on the construction and infrastructure sectors, which witnessed a muted year. Overall a weak credit scenario led to slow growth of the Power Tools industry.

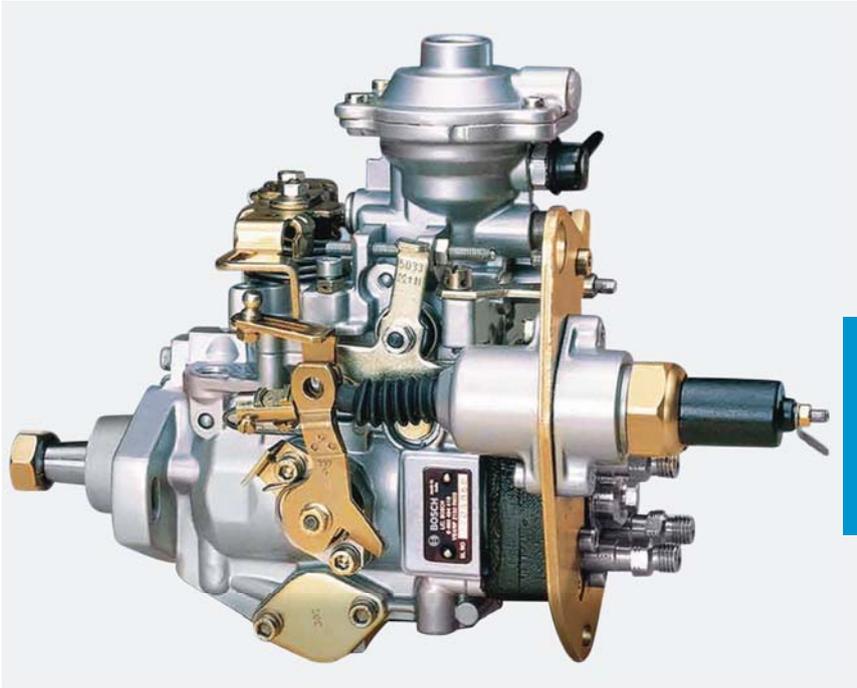
There was consolidation in the Security Technology industry that had a single-digit growth over the previous year. This was driven by investments due to enhanced security requirements in vital installations and opening up of stalled and long-delayed projects. The credit position in the industry continues to be tight.

The Indian Packaging Industry, which is growing fast, is valued at approximately INR 2,112 billion. India's retail growth, increased consumption of consumer products, labour availability constraints and increased secondary packaging requirements are driving the growth for the Packaging Industry in the country.

The renewable energy sector and Solar PV industry gained impetus with the target of 100 GW of Solar power by 2022 by the Government of India. India added a record capacity of 3.1 GW in 2015-16 raising the current installed capacity to 5.7 GW. It is expected to add another 12 GW in 2016-17. The Government's push for large projects to ramp up capacity and proactive interest within the public sector, airports and seaports are likely to drive this growth.

3.3 Business and segment wise performance

Compared to the automotive market, the overall performance of the Company was good with a growth of 8.7 percent, as compared to the automotive market growth of 4 percent. The automotive sector



Launched in June 2015, this is the highly fuel efficient common rail system for 1& 2cylinder.

posted a growth of 8.1 percent, while the non-automotive business grew by 13.1 percent. Domestic sales witnessed an increase of 10.9 percent, largely because of rise in sale of diesel and gasoline products.

The Company predominantly operates in manufacturing and trading of automotive products, which constituted 87.2 percent of total sales for 2015-16. The Company's non-automotive business comprising of Industrial Technology, Consumer Goods and Energy and Building Technology has a

share of 12.8 percent. Hence, 'Automotive and Non-Automotive' are together categorized as the Primary segment, while 'Revenue from various geographical locations of customers (domestic and export)' is classified as the Secondary segment.

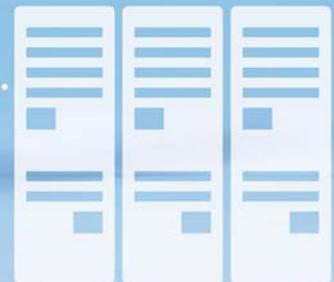
3.3.1 Primary Segment

This year the non-automotive segment growth was slightly better than the automotive segment. The share of non-automotive products increased to 12.8 percent during the year ended March 31, 2016, as compared to 12.3 percent during the previous year.

Connectivity Control Unit

Mobile network provider

Data processing



Remote diagnostics

Maintenance management

Fu m



Baseline Generator with its compact design offers improved efficiency by reducing fuel consumption.

C60 Starter Motor is a light weight solution for small gasoline and diesel engines.



Automotive

The automotive segment registered a sales growth of 8.1 percent and stood at Mio INR 89,030.

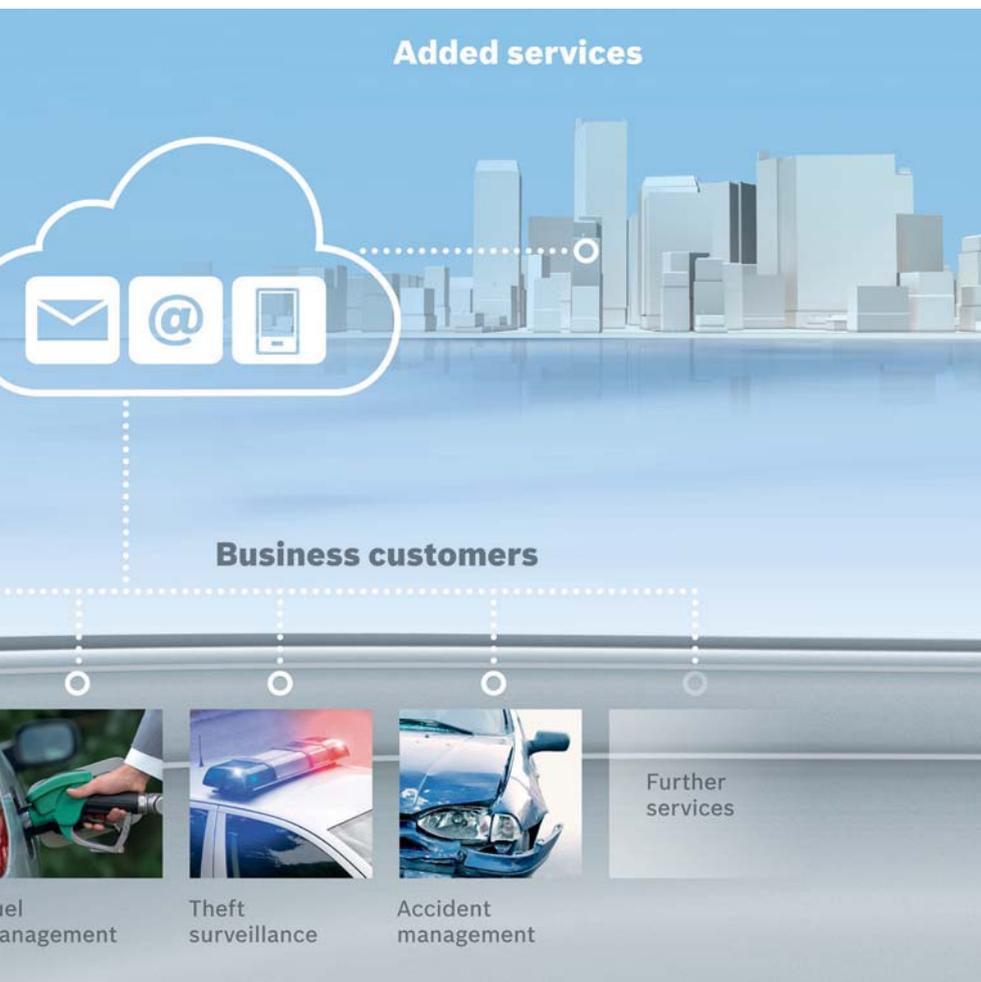
The Diesel Systems business grew by 3.9 percent over the previous year. Higher sales volume of new generation Common Rail Systems (CRS) and distributor pumps led to this increase. The Diesel Systems business will continue to ride on new generation CRS in the majority of vehicle segments for future growth. The conventional products such as in-line pumps, distributor pumps and conventional injectors are likely to continue growth with steady demand, but eventually will witness a slowdown with the country-wide implementation of BS VI.

The Company pursued a segment specific local-for-local approach with strong focus on total cost of ownership, resulting in competitive advantage to improve its market share. It engaged in CO₂ reduction

measures, with efficiency improvement packages for products in line with the expected BS VI emission norms and is geared up for an early implementation of these norms as announced by the Indian Government.

The Company's Automotive Aftermarket division is the largest Independent Aftermarket (IAM) network in India. It achieved 8.6 percent growth over the previous year despite tough liquidity conditions. Its approach is 'Parts, Bytes & Services' across vehicle segments.

K4000, the first and the largest-ever "Feet on street" sales campaign was started in 2015. It covered over 4000 kms, 270 major towns and reached out to more than 10,000 customers to improve the market connect with the Company's sales and service networks. 2015 also marked the beginning of "Connected Services (CoSe) Solutions" with successful pilot acquisitions in Original Equipment.



In 2015, the Automotive Aftermarket division launched K4000. The campaign aimed at improving the division's market connect with the sales and service network team across India. It covered over 4000 km, 270 major towns and was also able to reach out to over 10,000 customers.

The business unit also marked the beginning of 'Connected Services (CoSe) Solutions.'



Earlier this year, Power Tools launched a new range of tools

Under the Bosch Security Certified Partner program, the business unit's channel partners gain access to the training facility in Bengaluru

Starter Motors and Generators business has posted muted growth. Decent growth posted in domestic market was offset by fall in exports.

The Gasoline business grew by 46.9 percent over the previous year, mainly because of increased market share in the domestic passenger car segment. The new plant at Gangaikondan has been operational for one full year with a good safety and quality record.

New components such as ECU for two-wheelers and fuel supply modules for two-wheelers and four-wheelers went into series production last year.

Share of domestic sales in the total sales of the automotive segment increased by 2.6 percentage points to 89.3 percent from 86.7 percent in the previous year.

Non-Automotive

The non-automotive business grew by 13.1 percent. It was driven predominantly by domestic sales with a share of 89.3 percent, while exports contributed 10.7 percent.

Industrial Technology (Packaging Technology and Industrial Equipment):

The Industrial Technology segment expanded by 8.3 percent over the previous year.

Packaging Technology

Packaging Technology division witnessed a growth of 36.9 percent. There was good response to Horizontal Form, Fill and Seal (HFFS) packaging machines in both domestic and export market.

Consumer Goods (Power Tools):

The Power Tools business comprising of Power tools and accessories witnessed a marginal growth in a muted market amidst severe liquidity constraints and under-performance of the construction sector. The growth remained muted largely due to the core Tools business underperforming, though E-commerce and channel expansion, focusing on the urban and home users supported the business. Large project orders, accessories business, emerging product lines of measuring tools and Dremel multi-tool systems performed well.



In November 2015, Bosch Limited commissioned a 600 kWp rooftop solar plant at Honda Motorcycle and Scooter Private Limited



In December 2015, Thermo technology division launched the Heat Pump Water Heater. This is considered an ideal and efficient way of heating with electricity as it delivers an approximate coefficient performance of 3.7 which translates to efficiency of ~270 percent.

Energy and Building Technology (Security Technology, Bosch Energy & Building Solutions and Thermotechnology):

The Energy and Building Technology segment witnessed an increase of 58.4 percent over the previous year.

Security Technology

The Security Technology business achieved a growth of 26.6 percent, driven by orders in Transportation, Power and Steel Industry. Trend-setting products like new range of Digital Conference System, Digital Voice announcement system, wireless conference system and portable loudspeakers introduced during the year were well received.

Bosch Energy & Building Solutions (BEBS)

The division made a mark in the energy sector with the commissioning of a 12 MW solar power plant at the Cochin International Airport, the first airport to be completely powered by solar energy. It also provided breakthrough solutions like waste heat recovery for

steel re-rolling mills. The overall business grew by 86.5 percent albeit on a low base.

The Solar Photovoltaic Projects business has achieved considerable traction in the market across diverse customer segments, resulting in good order acquisitions. The Energy Efficiency business, which focuses on pioneering customized solutions, has led to a considerable energy savings for key customers.

Thermotechnology

Overall, the division tripled its sales on a low base with growth coming from Solar Water Heater business and Industrial Boiler business with key customer acquisitions. The Non-Automotive segment was predominantly driven by domestic sales with a share of 93 percent while exports contributed 7 percent.

3.3.2 Secondary Segment

Domestic sales of the Company registered a growth of 10.9 percent. Share of domestic sales in the total sales increased by 1.8 percentage points to 89.3 percent from 87.5 percent in the previous year.



In August 2015, Bosch Limited commissioned a 1 MWp ground-mounted solar plant in Palakkad, Kerala for the State's Electricity Board

The Company's exports, bulk of which were to Germany, China and Brazil, fell by 6.4 percent.

The share of exports in the total sales declined by 1.7 percentage points to 10.7 percent over previous year. This is mainly due to reduction in the volumes of Starter Motors & Generators as well as Diesel products.

3.4 Financial Performance and Condition

Sale of products

Sale of products grew by 8.7 percent over previous year and stood at Mio INR 102,140.

Sale of services

Sale of services registered a growth of 26.1 percent over previous year because of higher development activities catering to the requirements of domestic customer's projects.

Other operating revenue

Other operating income at Mio INR 1,971, increased by 71.0 percent over the previous year due to write-back of earlier years' provision.

Other income

Other income declined by 15.4 percent over previous year.

Income from profit on sale of investments declined from Mio INR 1,545 during 15 months period ended on March 31, 2015 to Mio INR 119 in 2015-16 due to change in taxation in the Budget 2014.

Income from interest on non-trade investments, loans and bank deposits increased by 12.8 percent. It stood at Mio INR 3,135, constituting 81.9 percent of other income.

Cost of materials consumed

The cost of materials consumed as a percentage of sales was constant at 55.0 percent due to reduction in input price offset by unfavourable exchange rate movement.

Personnel cost

Personnel cost as a percentage of sales was lower at 13.6 percent as against 14.2 percent during the previous year. This reduction was due to one-time restructuring cost included in the previous year arising out of wage settlement in various plants.

The Company continues to focus on rationalizing its workforce while sustaining productivity and competence.

Depreciation and amortization

The depreciation charge for the period under review was Mio INR 3,950 as against Mio INR 5,484 during

the fifteen months period ended on March 31, 2015. The addition to fixed assets during the year were mainly in buildings at Aduodi and Bidadi.

Profit After Tax (PAT)

PAT for 2015-16 at Mio INR 12,459 increased by 16.4 percent.

Earnings per Share (EPS)

EPS (basic and diluted) of the Company for financial year 2015-16 was INR 397 per share.

Share capital

Currently, the Company has one class of shares: Equity Shares with a face value of INR 10 each. Authorized share capital is Mio INR 381 divided by 38,051,460 shares of INR 10 each. Issued, subscribed and fully paid-up capital as on March 31, 2016 was 31,398,900 shares of Mio INR 314.

Reserves and Surplus - Profit and Loss account

The balance retained in General Reserve and Profit & Loss account as on March 31, 2016 is Mio INR 80,469 which includes retained profit for the year under review of Mio INR 9,247 after considering a proposed dividend of INR 85 per share.

Shareholders' fund

The total shareholder funds increased to Mio INR 82,888 as on March 31, 2016, from Mio INR 73,470 as on March 31, 2015.

Fixed assets – capital expenditure

The gross fixed asset value as on March 31, 2016 was Mio INR 52,558 (tangible: Mio INR 52,491 and intangible Mio INR 67) compared to Mio INR 47,908 (tangible: Mio INR 47,841 and intangible Mio INR 67) as on March 31, 2015.

The Company incurred a capital expenditure of Mio INR 4,811 during the period under review in addition to Mio INR 5,030 invested during the fifteen months period ended March 31, 2015.

Major investments were made towards development of facilities in Bidadi, development center at Aduodi and capacity expansion of products at other locations.

Investments

Surplus funds not required immediately were invested prudently in tax-effective low-risk instruments. The total investments (excluding investment in property) as on March 31, 2016 was Mio INR 35,611 as against Mio INR 27,498 as on March 31, 2015.

Working capital

Inventories

Inventory as on March 31, 2016 decreased by 6.0 percent to Mio INR 11,991 from Mio INR 12,762 as on March 31, 2015 despite increase in sales, reflecting reduction in inventory coverage days.

Trade receivables

Commensurate with increase in top line, Trade receivables as on March 31, 2016 increased to Mio INR 13,162 as against Mio INR 11,877 as on March 31, 2015.

Cash and Bank balances

The total cash and bank balances as on March 31, 2016 was Mio INR 18,315, including cash and cash equivalent of Mio INR 985, compared to Mio INR 18,960, including cash and cash equivalent of Mio INR 1,304 as on March 31, 2015.

Ratio	2015-16	2014-15*
Return On Capital Employed (ROCE) (percent)**	19.6%	18.6%
Inventory Turnover ratio (in days)	44	48
Trade Receivable Turnover ratio (in days)	41	41
Current Ratio	2.1	2.3
Number of Days in Working Capital (days)	82	86
No. of Employees (average)	10,717	11,146

Notes

- 1) Average is the simple average of opening and closing balance.
- 2) * For 15 month period from January 1, 2014 to March 31, 2015
- 3) ** ROCE for 2014-15 has been calculated on an annualized basis

3.5 Human Resource Development and Industrial Relations

Human Resource Development

As the Company's business evolves in volatile and uncertain environment, Human Resources(HR) function is also transforming to cater to the Company's requirements.

The year saw the transition of old HR tools into the new HR Global tools. HR played the catalyst role in this structured process change to enable global synchronization and better focus on personnel planning for the mid and long term.

The Company's continued efforts to foster and drive the younger generation towards future leadership was yet again recognized at the National Competition for Young Managers 2015 conducted by the All India Management Association with the Company bagging the National-level and First runner-up positions.

The Company continued to develop through its Integrated Talent Management initiatives. It enables learning, networking and collaboration, apart from improving engagement of leadership with key talents. The future would see more emphasis on cross-entity movement between different Bosch legal entities. This would focus on enabling youngsters to experience roles in different entities and locations, thereby enabling their holistic development while encouraging integration across different entities/locations.

The Bosch Diversity initiative under HR organized events such as Diversity Day, Women's Day and Social Engagement Day, communicating the core message "Diversity is our Advantage".

The Company had the honour and privilege of a joint visit of Dr. Angela Merkel, the German Chancellor and Shri Narendra Modi, the Hon'ble Prime Minister of India. The visit focused on the award-winning Bosch Vocational Center as well as CSR initiatives of the Company. The dignitaries interacted freely with the apprentices, showing great interest in their skills and aspirations and appreciated the Company's role in skill development.

Industrial Relations

Industrial Relations at all plants and other establishments remained generally cordial. Long-term settlement at the Jaipur plant was delayed because of very high demand for hike in already high wage levels. However, a mutual agreement was arrived at and settled during the year. Focus was on sustainably introducing internationally accepted Industrial Engineering Standards in all plants to enable the Company to be cost-competitive.

The Company's associates, who receive one of the most attractive salaries and welfare benefits in the industry, are key to our long-term business success. They are highly skilled graduates of Industrial Training Institutes certified by the National Council for Vocational Training. Focus was also on skilling and reskilling workers to enable their transition from producing conventional products to new generation projects.

Employee engagement such as "Suggestion Scheme", "Point Continuous Improvement Programme", "Samakshama" and others were continued to motivate the workforce to be 'fit for the future' and to improve the Company's processes. There was also good participation of associates in the global associate satisfaction survey.

3.6 Audit and Internal Control System

The Company has an effective and reliable internal control system commensurate with the size of its operations. The internal control system provides for well-documented policies and procedures that are aligned with Bosch global standards and processes.

At the same time, it adheres to local statutory requirements for orderly and efficient conduct of business, safeguarding of assets, the detection and prevention of frauds and errors, adequacy and completeness of accounting records and timely preparation of reliable financial information. The efficacy of the internal checks and control systems is validated by self-audits and internal as well as statutory auditors.

The Audit Committee reviews the internal audit plan, adequacy and effectiveness of the internal control system, significant audit observations and monitors the sustainability of remedial measures. It also reviews functioning of the Whistle Blower mechanism and monitors the action taken on the cases reported.

3.7 Opportunities and Threats

The transition to BS VI emission norms will drive the need for low emission and fuel efficient sustainable technologies. Bosch supports the introduction of BS VI emission norms by 2020 and has the right technology, products, experience and testing infrastructure. Bosch's ambition is to make diesel engines into "air cleaning machines" according to our slogan "Invented for life".

The transition to BS VI from BS IV, skipping BS V is challenging and has associated risks. India will be the first country to skip one level of emission legislation and take two steps in four years, a time typically taken for one step.

There are important boundary conditions to be met like availability of BS VI fuel (10-ppm Sulphur fuel coming from the Indian refineries) in India two years prior to the implementation date for validation. Quality and safety are of utmost importance.

Due to the strong local development team supported by the international development network, the Company is ready to support OEMs for timely introduction of BS VI and is working closely with customers to define the strategy to achieve BS VI norms.

In general, the demand in the automotive sector may slow down in case of slackness in the implementation of infrastructure projects. Apart from the intensified competition, which puts pressure on sales prices, any increase in input costs may affect the profitability of the Company.

As regards the non-automotive businesses, the Company's presence across multiple businesses (industrial technology, consumer goods and energy and building technology) enables synergies for tapping the existing and prospective customer base with integrated solutions.

3.8 Risks and Concerns

The Company follows a specific, well-defined and comprehensive risk management process that is integrated with operations for identification, categorization and prioritization of operational, financial and strategic business risks. Across the organization, there are teams responsible for these processes who report to the senior management.

The Risk Management Committee reviews the effectiveness of the process at regular intervals.

Following are the major risks and mitigation measures:

1. Negative Diesel image:

The Company has significant dependence on Diesel Systems. Risk has arisen from recent developments such as the Supreme Court ban on registration of large diesel cars (>2000 cc) in Delhi and National Capital Region. It is currently unclear how this is being continued or even extended. These developments may lead to a shift from diesel to petrol or other fuels. Diesel is essential if India has to meet its commitment for CO₂ reduction made at 21st Annual Conference of Parties under United Nations Framework Convention on climate change.

The Company is closely monitoring the situation and continues to share insights and provide advice (when-ever requested) on "clean diesel" technologies. The Company is working closely with various industrial bodies for promoting clean diesel.

2. Competition:

The Company operates in a highly competitive environment and some customers have started adopting de-risking strategies to maintain more than one source for a product. Further, more competitors have entered the market with new or similar products.

Spurious parts and cheap imitations continue to put pressure on existing market share, primarily for Automotive Aftermarket and Power Tools.

Respective business unit teams undertake competitor analysis to discuss competitors' strategies and related insights. Effective legal and administrative steps have been taken and will continue to be taken to counter the spurious products.

3. Industrial Relations (IR):

IR-related risks continue. They include possible risks arising from stoppage of production and the uncertain result of settlement negotiations leading to unpredictable cost structure.

IR-related issues continue to be dealt in a fair and firm manner. Initiatives such as strengthening of the Front Line Managers are expected to reduce IR risks in the upcoming settlements.

4. Heavily auto sector dependent:

Around 89 percent of the business is dependent on the auto sector. Performance of the Company, therefore, is dependent on the sector's growth.

5. Economic:

5.1 General economic condition:

The economy continues to be affected by delay in policy reforms, decision-making, high interest rates and moderate GDP growth. Improvements is yet to be seen in domestic consumption. Overall even though macro-economic factors have improved, investor sentiment is yet not strong. All these factors could affect the growth and profitability of the Company.

5.2 Liquidity:

Prevailing liquidity tightness could lead to rise in receivables. However, the Company is closely monitoring these risks and is continuously taking appropriate action.

5.3 Forex:

With significant import of raw materials, the Company is always exposed to currency fluctuations. However, it has a well-defined forex hedging policy to mitigate the risks in the short to mid-term.

Other risk mitigation measures

Following are some of the measures or initiatives taken by the management to mitigate the risks other than those mentioned above:

- a) Enhance local engineering, development, testing and sourcing capabilities to further drive the "develop locally for the local market" concept.
- b) Implement cost reduction through budgetary control of operating expenses.
- c) Retain and motivate talent by focused employee development programs.
- d) Process improvement projects in both manufacturing and administration to sustain growth for the future to increase business competence.

3.9 Outlook

The management continues to be cautiously optimistic on the Indian economy. The positive sentiment has been supported by the Indian Meteorological Department (IMD) forecasting a better monsoon for 2016. The key factors that may determine the level of growth in 2016 would be a revival in consumer demand, improvements in the services sector and increased capital expenditure by the Government.

The Company expects a moderate growth in the automotive industry in 2016, with a continued strong upward trend in commercial vehicles and moderate

growth in passenger cars. This is supported by improved market sentiments, pickup in economic indicators, pent-up demand, new launches, relatively low fuel prices and political stability.

The Non-Automotive segment continues to be impacted by weak consumer demand and suppressed liquidity in the market. The Company plans to expand its market share through revamping its distribution strategy and developing the retail and e-tail channel in the Power Tools business.

The Company will continue to invest to meet the demands of the market.

4. Manufacturing Facilities

4.1 Bengaluru (Karnataka)

The Bengaluru Plant, established in 1953, is the pioneer in diesel system products. It caters to both domestic customers and export.

During the year under review, the Plant has implemented major strategic initiatives such as personnel restructuring, layout optimization and productivity improvement to optimize internal processes and inculcate lean manufacturing. In order to strengthen the journey, the Plant has rolled out a vision statement - "We shape the future" and a mission statement - "Benchmark Bosch Production System (BPS) Plant" which will help in improving the material and information flow, resulting in elimination of non-value added activities in the supply chain. This will enable the Plant to become a "Benchmark" by 2018 in the Global Bosch group.

4.2 Bidadi (Karnataka)

Manufacturing of new generation Diesel products along with Glow Plugs and Delivery Valves were relocated from the Bengaluru Plant to Bidadi during phase 1 of the shifting, which took place towards the end of 2015. About 72 Production Part Approval Processes (PPAP), 32 customer audits and 3 International Production Network audits were completed during this process. Currently, more than 500 employees work out of Bidadi plant.

4.3 Nashik (Maharashtra)

The Nashik Plant, which manufactures diesel injectors and components, successfully managed the unfavourable market situation and was prompt in meeting customer demands. Additionally, the Plant demonstrated competitive manufacturing to export to the international production network despite challenges like retirements of skilled workforce, end-of-life products and complexity in manufacturing. This is achieved by process innovation and continuous improvement.

Productivity and value engineering projects were undertaken to maintain cost competitiveness.

During the year under review, investments were made for capacity expansion of new generation products and installation of new coating equipment.

During the year under review, a 2.1 MW solar energy plant was commissioned. This has led to a CO₂ reduction of over 2,900 tons in the last one year of operation. The Plant also devised innovative solutions to optimize and sustain energy output over time.

4.4 Jaipur (Rajasthan)

The Jaipur Plant produces Distributor (VE) Mechanical and Electronic Diesel Control Pumps which are used in Light and Heavy Commercial Vehicles, Sports and Multi-Utility Vehicles (MUV) and tractors.

Growth in the domestic LCV and MUV markets resulted in high turnover despite export contraction. The Plant focusing on 'Fit for Future' programme, implemented various cost-reduction measures across the value chain.

The Plant won the Rajasthan Energy Conservation Award - 2015 from the State Government of Rajasthan.

Manufacturing facilities at Bengaluru, Nashik, Jaipur and Bidadi have adopted the 'Fit for Future' programme for ensuring sustainable growth.

4.5 Naganathapura (Karnataka)

The Naganathapura Plant is the third-oldest plant and produces Spark plugs, Starter Motors and Generators. The Plant improved its competitiveness by adopting lean manufacturing systems, improving productivity and optimizing resources across the value chain.

The sale and transfer of the Starter Motors and Generators business to a group company received an overwhelming consent of the shareholders. Necessary steps for completion of sale and transfer, subject to regulatory approvals, is underway.

4.6 Verna (Goa)

During the period under review, Bosch Packaging Technology division completed twenty years in India and three years in its state-of-the-art facility at Verna. The Plant is successfully catering to Indian as well as global markets with its standalone machines and system solutions. During the year under review, the plant ventured into Secondary Packaging solutions by adding a new product line.

4.7 Gangaikondan (Tamil Nadu)

Commercial operations at the Company's manufacturing unit set up at the State Industrial Promotion Corporation of Tamil Nadu, Gangaikondan, commenced during 2015. It focuses on manufacturing of Gasoline system products especially for domestic four and two-wheelers. The growing two-wheeler market in India and the proposed emission legislations (BS VI) provides positive growth prospects.

4.8 Chennai (Tamil Nadu)

The Power Tools facility built over 8,500 sq.mt. in Indospace Industrial Park, Orgadam, Tamil Nadu, was formally inaugurated on November 20, 2015. It has a state-of-the-art manufacturing facility, initially, catering to the Indian and SAARC markets. It mainly produces Small Angle grinders, Large Angle grinders, Marble cutters, Blowers, Drills and two-kg Hammers, along with their motors.

5. Information Technology (IT)

In order to make IT workplaces attractive and with the concept of 'work anywhere more efficiently', Project NGW ("Next Generation Workplace") was launched in 2015 in line with Bosch's worldwide roadmap. This solution will make it easier for IT users to collaborate and communicate while streamlining the IT landscape. In view of the impending roll out of GST, the Bosch region India SAP Systems are being upgraded and is planned to be completed by July 2016.

6. Change Initiatives

6.1 Continuous Improvement Process (CIP)

During the year under review, involvement of associates in CIP activities improved considerably through participation in Shop-Floor CIP, suggestion schemes, weekly presentations, etc. A new initiative, "Daily CIP", with a target of one suggestion per day was introduced in one value stream. Improvements are being made in the processing of employee suggestions to reduce the time taken to work on them.

6.2 Bosch Production System (BPS)

BPS Maturity Assessment methodology is being used to improve the maturity level in BPS implementation in the plants. System CIP review cycles, flow-oriented layout, levelling, upstream pull, internal milk run and 5S are being addressed within this methodology. Improvements in warehouse activities have been initiated to streamline these activities and enhance productivity.

7. Business Excellence

The Diesel Systems division has adopted the 'European Foundation for Quality Management' model for business excellence at its manufacturing locations in Bengaluru, Nashik, Jaipur and Bidadi. Development and deployment of structured processes such as strategy and risk management under the model have yielded sustained results. One of the 'Strategic focal points' of the new Bosch mission statement - 'We are Bosch' is 'Striving for Excellence'. To live this in spirit, Business Excellence is now being used across other business divisions.

8. Awards and Recognition

During the period under review, the Company won several awards for excellence. Few such examples are:

- Supplier Excellence Award from Mahindra & Mahindra for Best Cost Management Performance
- Best Supplier award in the category of spares, quality and reliability of original equipment services at Tractors and Farm Equipment Limited's Global Suppliers' Meet.
- Award for delivery from Tata Motors
- Winner in the 'Delivery and Performance' category at the Escorts Partner Meet.
- Quality award from Ford
- Dun & Bradstreet Corporate Award 2015 for the Auto Components sector
- 'Product Upgradation through Innovation' by SML Isuzu Ltd.
- For the second consecutive year, the Company won the Best Solar Project in India award in the category of Industrial & Commercial use for excellence in engineering and execution of commissioning of Solar Plant at Cochin International Airport.
- Teams from the Company's Jaipur and Bengaluru plants were adjudged as winners and runners-up respectively at AIMA Young Professional awards.

9. Corporate Social Responsibility (CSR) Policy and Initiatives

The CSR Committee comprises of four members. Mr. Prasad Chandran, Independent Director, is the Chairman of the Committee. The other members are Mr. Bhaskar Bhat, Independent Director, Dr. Steffen Berns, Managing Director and Mr. Soumitra Bhattacharya, Joint Managing Director. The CSR Committee oversees the Company's CSR initiatives.

The Board of Directors has adopted a CSR policy in line with the provisions of the Companies Act, 2013. The CSR policy, *inter-alia*, deals with the objectives of the Company's CSR initiatives, its guiding principles, thrust areas, responsibilities of the CSR Committee, implementation plan and reporting framework.

The thrust areas of the Company's CSR activities and some of the key initiatives during the year under review are as under:

- (i) Child health, hygiene and education: Medical camps for several Government School, etc.
- (ii) Vocational training focused on employable skills : Short term skill development and training programme for school dropouts ; and
- (iii) Neighbourhood projects as per the local needs identified by Company's Plants: Setting up Reverse Osmosis Plant in villages near Jaipur, Village development programmes near Nashik, etc.

Details of the meetings and attendance thereat forms part of the Corporate Governance Report.

Annual Report on Corporate Social Responsibility Activities of the Company is enclosed as Annexure 'A' and forms a part of this report.

10. Subsidiary and Associate Companies

10.1 Subsidiary

MICO Trading Private Limited (MTPL)

The Company has only one subsidiary viz., MICO Trading Private Limited. The financial performance of the Company is as under:-

(Amount in TINR)

	2015-16	2014-15
Total Revenue	86	113
Profit/(Loss) Before Tax	(20)	4
Profit/(Loss) After Tax	(20)	6

The Directors' Report along with the Audited Statement of Accounts of MTPL has been uploaded on the website of the Company at www.boschindia.com under the "Shareholder Information" section.

10.2 Associate Company

NewTech Filters India Private Limited (NTFI)

NewTech Filter India Private Limited (NTFI) (formerly known as MHB Filter India Private Limited) was incorporated as a Joint venture of Bosch Group and Mann and Hummel Filter India Private Limited (MHIN) in 2006. In Dec 2014, Robert Bosch Investment Nederland BV acquired the remaining 50 percent shares from MHIN. Presently the Company holds 25 percent and Robert Bosch Investment Nederland BV holds 75 percent of the paid-up share capital of NTFI. During the year under review, the registered office of NTFI was moved from the State of Karnataka to Himachal Pradesh with effect from November 09, 2015.

NTFI is the manufacturer of automotive filters, selling their products to the Company which further sells the same to end customers. Aftermarket contributed to 76 percent of the product sales while 24 percent were attributed to OEM and OES channels in 2015-16.

The turnover and results of NTFI are as follows:

(Mio INR)

	2015-16	2014-15	% Growth
Turnover	654	539	21.3
Profit/(Loss) Before Tax	15	(5)	NA
PBT % on Turnover	2.3	(1)	NA

The numbers given above are for April to March period.

A separate statement containing the salient features of the financial statement of the aforementioned subsidiary and associate is enclosed as Annexure 'B' to this report.

11. Directors

There was no change in the composition of the Board during the year under review.

Mr. Soumitra Bhattacharya is liable to retire by rotation, and being eligible, offers himself for re-election.

Dr. Steffen Berns and Mr. Soumitra Bhattacharya were appointed as Managing and Joint Managing Director respectively at the 61st Annual General Meeting held on June 05, 2013 for a period of four years ending December 31, 2016. The Board on the recommendation of Nomination & Remuneration Committee approved re-appointment of Dr. Berns for a term of two years and Mr. Bhattacharya for a term of 3 years and 6 months effective January 01, 2017. Approval of the members for the aforementioned re-appointment(s) is being sought at the forthcoming Annual General Meeting. Brief profiles of Dr. Berns and Mr. Bhattacharya form part of the Notice convening the 64th Annual General Meeting.

12. Board Meetings

During the year under review, five meetings of the Board of Directors were held.

The particulars of the meetings and attendance thereat are mentioned in the Corporate Governance Report.

13. Audit Committee

The Audit Committee comprises of five members. Mrs. Renu S Karnad, Independent Director, is the Chairperson of the Committee. The other members are Mr. V. K. Viswanathan, Non-Executive Non-Independent Director, Mr. Bernhard Steinruecke, Mr. Prasad Chandran and Mr. Bhaskar Bhat, Independent Directors.

During the year under review, the Board accepted all the recommendations of the Audit Committee.

The particulars of the meetings and attendance thereat are mentioned in the Corporate Governance Report.

14. Key Managerial Personnel

The following are the Key Managerial Personnel of the Company as on the date of this Report:

Dr. Steffen Berns (*Managing Director*)
 Mr. Soumitra Bhattacharya (*Joint Managing Director & Chief Financial Officer*)
 Dr. Andreas Wolf (*Whole-time Director*)
 Mr. S Karthik (*Company Secretary*)

15. Remuneration Policy

The Nomination and Remuneration Policy, *inter-alia*, provides for criteria and qualifications for appointment of Director, Key Managerial Personnel and Senior Management, Board diversity, remuneration to directors, key managerial personnel, etc. The policy is enclosed as Annexure 'C' to this Report. The policy can also be accessed at the following link:

http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Nomination_and_Remuneration_Policy.pdf

16. Declaration as to Independence

The Independent Directors have given a declaration to the Company that they meet the criteria of independence prescribed under section 149(6) of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. Performance Evaluation of Directors

In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of the Board as a whole, its Committees, the Chairman and the Directors.

A structured questionnaire was circulated to the Board Members in this connection. The feedback from the Directors was summarized and ideas for further improving effectiveness of the Board processes, etc. were discussed.

18. Particulars of Employees

Disclosures pertaining to remuneration of employees and other details, as required under Section 197(12) of the Act and rules framed thereunder is enclosed as Annexure 'D' to this Report.

Details of employees with annual remuneration of not less than INR 60 lakh or INR 5 lakh per month, during the year under review, forms a part of this report. In terms of Section 136 of the Act, the Reports and Accounts are being sent to the Members and others entitled thereto excluding the aforementioned particulars of employees, which is available for inspection by the Members at the Registered Office of the Company during business hours on any working day. Any member desirous of obtaining a copy of the same may write to the Company at investor@in.bosch.com.

19. Corporate Governance

A report on Corporate Governance in terms of the requirements of the Listing Regulations and a certificate from the Practicing Company Secretary, forms part of this Annual Report. The Company has fully complied with the Corporate Governance practices specified under the said Regulations.

20. Risk Management

The Company has a well-defined Risk Management policy. The policy has been developed after taking cognizance of the relevant statutory guidelines, Bosch Guidelines on risk management, empirical evidences, stakeholder feedback, forecast and expert judgment.

The policy, *inter-alia*, provides for the following:

1. Risk Management framework;
2. In-built pro-active processes within the Risk Management Manual for reporting, evaluating and resolving risks;
3. Identifying and assessing risks associated with various business decisions before they materialize. Take informed decisions at all levels of the organization in line with the Company's risk appetite;
4. Ensuring protection of shareholder's stake by establishing an integrated Risk Management Framework for identifying, assessing, mitigating, monitoring, evaluating and reporting all risks;
5. Strengthening Risk Management through constant learning and improvement;
6. Adoption and implementation of risk mitigation measures at every level in order to achieve long-term goals effectively and sustainably;
7. Regularly review Risk Tolerance levels of the Company as they may vary with change in the Company's strategy; and
8. Ensuring sustainable business growth with stability.

In the opinion of the Board, there are no risks that may threaten the existence of the Company.

21. Whistle Blower Policy

The Company has a Whistle Blower Policy which provides a vigil mechanism for dealing with instances of fraud and mismanagement.

Details of the Whistle Blower Policy have been mentioned in the Corporate Governance Report. The Whistle Blower Policy has also been uploaded on the website of the Company at www.boschindia.com under the "Shareholder Information" section.

22. Business Responsibility

In terms of the requirements of Regulation 34(2)(f) of the Listing Regulations a report on Business Responsibility forms part of this Annual Report in the format prescribed by Securities and Exchange Board of India.

23. Related Party Transactions

The Audit Committee and Board at their meeting held on February 05, 2016, approved the sale and transfer of the Starter Motors and Generators business of the Company to a group company. The said sale and transfer was approved by the shareholders through a Postal Ballot on April 02, 2016. The details of the aforementioned transaction with related party is enclosed as Annexure 'E' to this report.

24. Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

The report in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 is enclosed as Annexure 'F' to this Report.

25. Auditors

25.1 Statutory Auditors

The Shareholders at the 63rd Annual General Meeting of the Company held on August 28, 2015 appointed Price Waterhouse & Co Bangalore LLP as Statutory Auditors of the Company for a period of two years until the conclusion of the 65th Annual General Meeting of the Company.

Pursuant to the provisions of the Companies Act, 2013, the resolution ratifying appointment of Price Waterhouse & Co Bangalore LLP as Auditors to hold office until the conclusion of the 65th Annual General Meeting, forms a part of the Notice convening the 64th Annual General Meeting dated May 25, 2016.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark.

25.2 Cost Audit & Cost Auditors

The Board of Directors, on recommendation of the Audit Committee, appointed Messrs Rao, Murthy & Associates, Cost Accountants, Bengaluru (Regn. No.000065, PAN: AAAFR8892D) as Cost Auditors to audit the cost accounts of the Company for the financial year 2016-17 in terms of the provisions of Section 148 of the Companies Act, 2013. As per the requirements of the said section, remuneration payable to the Cost Auditors is required to be ratified by the shareholders at the General Meeting. Accordingly, resolution ratifying the remuneration payable to Messrs Rao, Murthy & Associates forms a part of the Notice convening the 64th Annual General Meeting dated May 25, 2016.

25.3. Secretarial Audit

The Company appointed Mr. Sachin Bhagwat, Practicing Company Secretary, to conduct Secretarial Audit as per the provisions of Companies Act, 2013 for the Financial Year 2015-16. The report of the Secretarial Audit is enclosed as Annexure 'G' to this report.

There was no qualification, reservation or adverse remark in the Report of the Secretarial Auditor.

25.4 Reporting of Fraud

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

26. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors report that:

- a. during the preparation of the annual accounts, the applicable accounting standards were followed along with proper explanation relating to material departures;
- b. they have selected and consistently applied accounting policies that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and the profit of the Company for that period;
- c. proper and sufficient care has been taken to maintain accounting records, following the provisions of this Act, which specifies necessary action to safeguard the Company's assets and preventing as well as detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a 'going concern' basis;
- e. proper internal financial controls are in place and that they are adequate and are operating effectively; and
- f. systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

27. Details of Loans, Guarantee and Investments

Details of loans, guarantee and investments covered under section 186 of the Act, are given in the Notes to the Financial Statements.

28. Deposits

During the year under review, there were no deposits as per the provisions of Companies Act, 2013.

29. Material Changes and Commitments

There were no material changes and commitments between the end of the year under review and the date of this report, which could have an impact on the Company's operation in the future or its status as a "going concern".

30. Significant and Material Orders passed by the Regulators or Courts

There are no significant or material orders passed by the Regulators/Courts, which would impact the 'going concern' status of the Company and its future operations.

31. Extract of Annual Return

In terms of the requirements of Section 134(3)(a) of the Act, an Extract of Annual Return as provided under Section 92(3) of the Act is enclosed as Annexure 'H' to this Report.

32. Acknowledgements

The Directors express their gratitude to the various Central and State Government Departments for their continued cooperation extended to the Company. The Directors also thank all customers, dealers, suppliers, banks, members and business partners for the excellent support received from them. The Directors would also like to acknowledge the exceptional contribution and commitment from the employees of the Company during the period under review.

33. Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objective, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement.

For and on behalf of the Board of Directors

V. K. Viswanathan
Chairman
Date: May 25, 2016

Annexure 'A' to the Report of the Directors

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Brief outline of the CSR Policy and overview of projects and programmes undertaken are given in the Directors Report.

The CSR Policy can be accessed at:

http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/CSRPolicy.pdf

2. Composition of the CSR Committee:

- (i) Mr. Prasad Chandran, Chairman (Independent Director)
- (ii) Mr. Bhaskar Bhat (Independent Director)
- (iii) Dr. Steffen Berns (Managing Director)
- (iv) Mr. Soumitra Bhattacharya (Joint Managing Director)

3. Average Net Profit of the Company for the last three financial years:

Average Net Profit: Mio INR 14,622

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above):

Mio INR 292.44

5. Details of CSR spent for the Financial Year:

- a. Total amount spent for the financial year: Mio INR 197.06
- b. Amount unspent, if any: Mio INR 95.38
- c. Manner in which amount spent in the financial year is detailed below:

(₹ in Million)

Sl. No	CSR Projects/Activities Identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where Projects or Programs was undertaken	Amount Outlay (Budget) Project or Program wise 2015-2016	Amount spent on the Projects or Programs wise 2015-2016 (a) Direct expenditure on Projects or Programs (b) Overheads	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency*
1.	Child Health Development Programme (CHDP) for Government school children	Health, Hygiene & Education	Bengaluru (Karnataka) Jaipur (Rajasthan) Nashik (Maharashtra)	25.00	8.97	18.38	Implementing Agency
2.	Primary Health Centre upgradation		Bengaluru (Karnataka)	4.00	0.71	0.71	Direct
3.	Science Education to Government school children		Bengaluru (Karnataka) Jaipur (Rajasthan) Nashik (Maharashtra)	10.00	5.73	9.83	Implementing Agency
4.	English, Computer and Value Education in Government Schools		Bengaluru (Karnataka)	8.40	4.68	10.63	Implementing Agency
5.	Model School Concept for upgrading infrastructure & Education quality in Government school		Bengaluru (Karnataka)	5.00	4.31	4.96	Implementing Agency

Sl. No	CSR Projects/Activities Identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where Projects or Programs was undertaken	Amount Outlay (Budget) Project or Program wise 2015-2016	Amount spent on the Projects or Programs wise 2015-2016 (a)Direct expenditure on Projects or Programs (b)Overheads	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency*
6.	Toilet construction in Government schools		Bengaluru (Karnataka) Jaipur (Rajasthan) Nashik (Maharashtra)	25.20	29.28	39.89	Direct
7.	BRIDGE Skill development and employability enhancement for underprivileged youth and capacity building and training	Vocational Training	All India	25.00	23.69	41.70	Direct
8.	Train the Trainers		All India	1.80	0.21	3.69	Direct
9.	Infrastructure development for Vocational Training in Govt. ITIs and Lab setup		Bengaluru (Karnataka)	20.00	8.13	24.92	Direct
10.	Support to special children and medical support (Nashik Run)	Neighbourhood Projects	Nashik (Maharashtra)	2.00	1.58	4.60	Direct
11.	Check Dams (Water conservation in drought - prone area)		Nashik (Maharashtra)	5.00	5.87	8.74	Direct
12.	Tribal school upgradation, Village development, Clean Air, Self Help Group and Tree Plantation		Nashik (Maharashtra)	2.00	4.86	21.96	Direct
13.	RO (Reverse Osmosis) Plants to provide clean drinking water facility to the Villagers		Jaipur (Rajasthan)	7.50	3.78	6.34	Direct
14.	Tree plantation		Jaipur (Rajasthan)	0.50	1.75	2.41	Direct
15.	Development of Rural Knowledge Centre for girls		Jaipur (Rajasthan)	0.00	0.65	3.21	Direct
16.	Waste management Project (War On Waste)		Bengaluru (Karnataka)	2.12	0.19	1.44	Implementing Agency
17.	Mid-day meal kitchen setup	Ramanagara (Karnataka)	71.00	21.14	21.14	Implementing Agency	

(₹ in Million)

Sl. No	CSR Projects/Activities Identified	Sector in which the Project is covered	Projects or Programs (1) Local area or other (2) Specify the State and district where Projects or Programs was undertaken	Amount Outlay (Budget) Project or Program wise 2015-2016	Amount spent on the Projects or Programs wise 2015-2016 (a)Direct expenditure on Projects or Programs (b)Overheads	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency*
18.	Administrative expenses		Bengaluru (Karnataka)	13.92	7.53	8.90	Direct
19.	CSR Awareness and Volunteers Promotional activities		Bengaluru (Karnataka)	0.00	0.00	1.97	Direct
20.	Contribution to the corpus of Bosch India Foundation		All India	64.00	64.00	64.00	NA
TOTAL				292.44	197.06	299.42	

*Details of Implementing Agencies:- (1) Karuna Trust, #686, 16th Main, 4 T Block, Jayanagar, Bengaluru - 560 041; (2) Agastya International Foundation, No. 101, Varsav Plaza, 12, Jayamahar Main Road, Bengaluru - 560 046; (3) Social Empowerment and Economic Development Society, D-114, Phase 1, Okhla Indl. Area, New Delhi - 110 020; (4) Akila Bharatha Mahila Seva Samaj, C-4, II Floor, Metro Business Centre, # 756, 80 Ft. Road, 4th Block, Koramangala, Bengaluru - 560 034; (5) Children's Movement for Civic Awareness, # 346, 3rd Cross, 8th A Main, IV Block, Koramangala, Bengaluru - 560 034; (6) Learning Links Foundation, 21, Brigade square, Cambridge Road, Ulsoor, Bengaluru - 560 008; (7) The Akshaya Patra Foundation, # 72, 3rd Floor, 3rd Main, 1st & 2nd Stage, Ward No 10, Yeswanthpur Industrial Suburb, Bengaluru - 560 022; (8) Jankalyayan Samiti, 3, Shri Nagar, Old Gangapur Naka Gangapur Road, Nashik - 422 013; (9) MICO Employees Forum, Manav Seva Kendra, Near Sambhaji Stadium, Sinhastha Nagar, Nashik - 422 009; (10) Shri Guruji Rugnalaya Nashik Anandvalli Chowk, Gangapur Road, Nashik - 422 013;

6. Reasons for not spending the amount specified in Point 5 (b) above:

Execution of few projects under Neighbourhood Projects, Child Health Development Program and Vocational training which were conceptualized to ensure long-term sustainability, could not be completed during the period under review on account of delay in regulatory clearances. The execution of these projects is planned to be completed during the coming financial years.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objective and Policy of the company:

The CSR projects were designed, implemented and periodically reviewed in accordance with the CSR Policy of the Company framed pursuant to the provisions of the Companies Act, 2013 and rules made thereunder.

Steffen Berns
Managing Director

Soumitra Bhattacharya
Joint Managing Director

Prasad Chandran
Chairman, CSR Committee

Annexure 'B' to the Report of the Directors

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

Part "A": Subsidiaries

Name of the subsidiary: MICO Trading Private Limited

(Amt in TINR)

1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
2.	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
3.	Share capital	1,000
4.	Reserves & surplus	9
5.	Total Assets	1,114
6.	Total Liabilities	105
7.	Investments	NIL
8.	Income / Turnover	86
9.	Profit/(Loss) before taxation	(20)
10.	Provision for taxation	NIL
11.	Profit/(Loss) after taxation	(20)
12.	Proposed Dividend	NIL
13.	% of shareholding	100

1. Names of subsidiaries which are yet to commence operations: MICO Trading Private Limited
2. Names of subsidiaries which have been liquidated or sold during the year: None

Part "B": Associates and Joint Ventures

Name of Associate: NewTech Filter India Private Limited

1.	Latest audited Balance Sheet Date	March 31, 2016*	December 31, 2014
2.	Shares of Associate/Joint Ventures held by the Company on the year end		
	• Nos.	17,500,000	17,500,000
	• Amount of Investment in Associates/Joint Venture (Amount in TINR)	175,000	175,000
	• Extent of Holding %	25%	25%
3.	Description of how there is significant influence	Voting Rights	Voting Rights
4.	Reason why the associate/joint venture is not consolidated	Consolidated*	The Financial Statements are of a different accounting period.
5.	Net-worth attributable to Shareholding as per latest audited Balance Sheet (Amount in TINR)	93,983	71,181
6.	Profit for the year (attributable to Shareholding – Amount in TINR)	21,823	4,066
	i. Considered in consolidation (Amount in TINR)	21,823	NA
	ii. Not considered in consolidation	NIL	NA

*These Financial Statements for the 12 months ended March 31, 2016 are unaudited and have been considered for the purpose of consolidation pursuant to section 129 of the Companies Act, 2013 for the year under review.

1. Names of associates or joint ventures which are yet to commence operations: Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board

V.K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Steffen Berns
Soumitra Bhattacharya
Andreas Wolf

Chairman

Directors

Managing Director

Joint Managing Director & CFO
Alternate Director

Place : Bengaluru
Date : May 25, 2016

S. Karthik
Company Secretary

Annexure 'C' to the Report of the Directors

NOMINATION AND REMUNERATION POLICY

1. Introduction:

In terms of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement (as amended from time to time), this policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management of Bosch Limited has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

This policy shall act as guidelines on matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management.

2. Definitions:

In this policy unless the context otherwise requires

- a) Act means The Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b) Company means Bosch Limited.
- c) Board means Board of Directors of Bosch Limited.
- d) Independent Director means a Director referred to in Section 149 (6) of The Companies Act, 2013 read with clause 49 of the listing agreement.
- e) Committee means Nomination and Remuneration Committee of the Company as constituted by the Board from time to time.
- f) M&SS means Managerial & Superintending Staff of the Company.
- g) Key Managerial Personnel or KMP means Managing Director, Joint Managing Director, Whole-time Director, Chief Financial Officer, Company Secretary and such other persons who may be deemed to be KMP under the Companies Act, 2013.
- h) Senior Management Personnel means personnel of the Company comprising of all members of management one level below the executive directors including the functional heads. The designation and categories of such Personnel will be determined by the Company based on the functional and reporting structure.
- i) ASR means Annual Salary Review.
- j) SLx means Salary Level.

The words and expressions used but not defined herein, but defined under the Companies Act, 2013 shall have the meaning assigned therein.

3. Constitution of the Nomination and Remuneration Committee:

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with Bosch policies and applicable statutory requirements. At present, the Nomination and Remuneration Committee of the Company comprises of the following members:

- a) Mr. Bernhard Steinruecke, Chairman, Independent Director
- b) Mr. V.K. Viswanathan, Non Executive Non Independent Director
- c) Mr. Prasad Chandran, Independent Director
- d) Mr. Bhaskar Bhat, Independent Director

Membership of the Committee shall be disclosed in the Annual Report. The terms of the Committee shall be continued unless terminated by the Board of Directors.

4. Key objectives of the Committee:

- a) To guide the Board in relation to the appointment and changes in Directors, Key Managerial Personnel and Senior Management including appointment of M&SS in KMP and Senior Management positions;
- b) To evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation;
- c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- d) To develop a succession plan for the Board and to regularly review the plan;
- e) To determine remuneration based on Company's financial position, trends and practices on remuneration prevailing in the industry;

- f) To retain, motivate and promote talent and to ensure long term sustainability of M&SS talent including KMPs & Senior Management Personnel and create competitive advantage; and
- g) Consider any other matters as may be requested by the Board.

5. Meetings:

The meeting of the Committee shall be held at regular intervals as deemed fit and appropriate.

The Company Secretary of the Company shall act as the Secretary of the Committee.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions, any /all of its powers to any of the Executive / Whole-time Directors and/or Senior M&SS of the Company, as deemed necessary for proper and expeditious execution.

The Chairman of the Committee or in his absence any other member of the Committee authorized by him on his behalf shall attend general meetings of the Company.

6. Committee members interest:

- a) A member of the Committee is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

7. Effective Date:

This policy is effective 03.12.2014.

8. Appointment of Director, Key Managerial Personnel & Senior Management - Criteria & Qualification:

The appointment of Director, Key Managerial Personnel and Senior Management will be based on the outcome of strategic planning.

The recruitment process for selection to these categories of personnel commences after the approval of manpower requisitions by the appointing authority (depending upon the SLx levels). Relevant approval of concerned is also obtained as part of the process, as deemed fit depending upon the level of hiring.

The Committee shall consider the standards of qualification, expertise and experience of the candidates

for appointment as Director, Key Managerial Personnel and Senior Management and accordingly recommend to the Board his/her appointment.

9. Remuneration to Directors, Key Managerial Personnel, Senior Management Personnel and other employees:

- a) The Key Managerial Personnel, Senior Management Personnel and other employees shall be paid remuneration as per the Compensation and Benefit policy of the Company as revised through the Annual Salary Review process from time to time.
- b) The Human Resource department will inform the Committee, the requisite details on the proposed increments for every ASR cycle / process including payouts for the variable part (Performance Incentive).
- c) The compensation structure will also be based on the market salary survey. The survey for total remuneration would be commissioned with external consultants. The Basket of Companies will be finalized by HR department after considering all the relevant aspects.
- d) The composition of remuneration so determined by the committee shall be reasonable and sufficient to attract, retain and motivate the Key Managerial Personnel and Senior Management of the quality required to meet high standards of performance. The relationship of remuneration to performance shall be clear and meet appropriate performance benchmarks. The Committee may review remuneration of identified senior management personnel from time to time.
- e) Remuneration to Non-Executive & Independent Directors:

Sitting Fees

The Non-executive Directors and Independent Directors of the Company are entitled to sitting fees as determined by Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Act.

Profit-linked Commission

The profit-linked commission shall be paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act. Profit linked commission would comprise of a fixed and variable component considering the overall performance of the Company, attendance at the meetings of Board / Committees, Membership / Chairmanship of Committees and responsibilities of Directors.

10. Policy on Board diversity:

The Board of Directors shall comprise of Directors having expertise in different areas / fields like Finance, Sales and Marketing, Banking, Engineering, etc. or as may be considered appropriate. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The Board shall have atleast one Board member who has accounting or related financial management expertise and atleast one woman director.

11. Changes amongst Directors, Key Managerial Personnel & Senior Management:

The Committee may recommend to the Board, changes in Board, Key Managerial Personnel or Senior Management Personnel subject to the provisions of the Act and applicable Company's policies i.e., Rules and Regulations of Service and Conduct for M&SS, Code of Business Conduct and Principles of legal compliance framed and adopted by the Company from time to time.

The Key Managerial Personnel and Senior Management Personnel shall superannuate as per the applicable provisions of the regulation and prevailing policy of the Company.

The Board of Directors will have the discretion to retain the Key Managerial Personnel and Senior Management Personnel in the same position / remuneration or revised remuneration after attaining the age of superannuation for organizational development reasons.

12. Amendments to the Nomination and Remuneration Policy:

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this policy, as deemed fit from time to time.

For and on behalf of the Board of Directors

V. K. Viswanathan

Chairman

Date: May 25, 2016

Annexure 'D' to the Report of the Directors

Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:

Sl. No	Name of the Director	Category	Ratio to median remuneration of employees*
1.	Mr. V. K. Viswanathan	Chairman, Non - Executive Non - Independent Director	1.82:1
2.	Mr. Bernhard Steinruecke	Independent Director	1.76:1
3.	Mrs. Renu S. Karnad	Independent Director	1.78:1
4.	Mr. Prasad Chandran	Independent Director	1.65:1
5.	Mr. Bhaskar Bhat	Independent Director	1.76:1
6.	Mr. Peter Tyroller	Non - Executive Director Non - Independent Director	NA [@]
7.	Dr. Steffen Berns	Managing Director	53:1
8.	Mr. Soumitra Bhattacharya	Joint Managing Director & Chief Financial Officer	35:1
9.	Dr. Andreas Wolf	Alternate Director	31:1

*Employees for the above purpose includes all employees excluding employees governed under collective bargaining.
[@]Mr. Peter Tyroller has waived his remuneration as Director.

II. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year

Sl. No	Name of the Director/ KMP	Category	% increase in the remuneration during the financial year
1.	Mr. V. K. Viswanathan	Chairman, Non - Executive Non - Independent Director	86.15%
2.	Mr. Bernhard Steinruecke	Independent Director	96.68%
3.	Mrs. Renu S. Karnad	Independent Director	115.83%
4.	Mr. Prasad Chandran	Independent Director	85.71%
5.	Mr. Bhaskar Bhat	Independent Director	124.81%
6.	Mr. Peter Tyroller	Non - Executive Director Non - Independent Director	NA
7.	Dr. Steffen Berns	Managing Director	28.08%
8.	Mr. Soumitra Bhattacharya	Joint Managing Director & Chief Financial Officer	58.36%
9.	Dr. Andreas Wolf*	Alternate Director	NA
10.	Mr. S Karthik	Company Secretary	27.72%

*Appointed as an Alternate Director with effect from March 01, 2015. Therefore, the increase in remuneration is not comparable.

III. The percentage increase in the median remuneration of employees in the Financial Year:

There was an increase of 11.78% in the median remuneration of employees.

IV. The number of permanent employees on the rolls of Company:

As at March 31, 2016, the Company had 9,134 permanent employees on its rolls.

V. The explanation on the relationship between average increase in remuneration and company performance:

The average increase in the remuneration was 12%. The revenue from operations for the financial year 2015-16 increased by 9.4% compared to corresponding 12 months period ended March 31, 2015. The corresponding increase in Profit before tax (PBT) was 18.8%.

The increase in salaries of employees is an outcome of Company's Annual Salary Review process which is based on performance of the individuals, job responsibilities associated with the position and benchmarking survey. Variable compensation is an integral part of the compensation and is linked to performance of an individual and the Company. The increase in salary during the period under review was in line with the Company's performance as well as Company's market competitiveness.

VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Total Remuneration to Key Managerial Personnel (KMP) for the Financial Year 2015-16 (Mio INR)	149.83
Income from Operations (Mio INR)	104,157
Total Remuneration to KMP as % to Revenue	0.14%
Profit before tax (PBT) (Mio INR)	18,591
Total Remuneration to KMP as a % PBT	0.81%

VII. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies:

	As at March 31, 2016	As at March 31, 2015	% change
Market Capitalization (Mio INR)	652,610	798,202	(18.24)
Price Earnings Ratio (INR)	52.35	59.67	(12.27)

The closing price of the Company's share at NSE on March 31, 2016, was INR 20,784.50 per equity share of face value of Rs. 10 each, representing a growth of 1222 times since the last public offer (offer for sale), which was made in the year 1969.

VIII. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year i.e. 2015-16 was 12% whereas the increase in the managerial remuneration for the Financial Year 2015-16 was 20.84%.

The increase in salaries of employees is an outcome of Company's Annual Salary Review process which is based on performance of the individuals, job responsibilities associated with the position and benchmarking survey.

IX. Comparison of each remuneration of Key Managerial Personnel against the performance of the Company:

Particulars	Amount (in Mio INR)
Income from Operations	104,157
Profit before tax (PBT)	18,591

Particulars	Dr. Steffen Berns (Managing Director)	Mr. Soumitra Bhattacharya (Joint Managing Director & Chief Financial Officer)	Dr. Andreas Wolf (Whole-time Director)*	Mr. S Karthik (Company Secretary)
Remuneration (Mio INR)	62.85	41.56	36.27	9.15
Remuneration as % of Income from Operations	0.06%	0.04%	0.03%	0.01%
Remuneration as % of PBT	0.34%	0.22%	0.20%	0.05%

*Alternate Director to Mr. Peter Tyroller and by virtue of being in employment of the Company, appointed as Whole-time Director.

X. The key parameters for any variable component of remuneration availed by the Directors:

Remuneration of Executive Director / Whole-time Director consists of a fixed salary and a variable bonus. The variable bonus is based on the economic results and individual performance. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, determines the variable bonus from year to year. It can amount up to 160% of the base salary.

XI. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not applicable.

XII. Affirmation that the remuneration is as per the remuneration policy of the company:

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy.

Annexure 'E' to the Report of the Directors

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions pursuant to section 188(1):

(a) Name(s) of the related party and nature of relationship	Robert Bosch Starter Motors Generators India Private Limited (RBSG) (incorporated on February 19, 2016). Nature of Relationship: Fellow Subsidiary Subsidiary of Robert Bosch Starter Motors Generators Holding GmbH which is a subsidiary of Robert Bosch Investment Nederland BV, which in turn is a subsidiary of Robert Bosch GmbH, Germany – holding company of the Company.
(b) Nature of contracts / arrangements / transactions	Sale of Starter Motors and Generators business of the Company (SG-IN) as a going concern and on a slump sale basis.
(c) Duration of the contracts / arrangements / transactions	Subject to regulatory approvals, if any, the sale is expected to be completed on or before the close of business hours on September 30, 2016.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	<p>(i) All assets, liabilities together with employees to be transferred as a “going concern” on a slump sale basis for a lumpsum consideration of Mio INR 4,862 subject to necessary adjustments in working capital values between November 30, 2015 (valuation date) and the effective date of transfer.</p> <p>(ii) In the event the global Starter Motors and Generators Business is sold to a third party (either partially or full), on or before 18 (eighteen) months from the date of approval of the Board for sale of SG-IN, resulting in the implicit price for SG-IN being higher than the price at which the Company is currently selling SG-IN, the Company shall then be entitled to an additional consideration equal to the difference between the implicit price agreed with the third party for the SG-IN and the current sale consideration.</p> <p>(iii) The land (admeasuring approximately 11 acres or 45,000 square meters) at Naganathapura, Bengaluru, on which Starter Motors and Generators Business is currently operating will be leased to RBSG at fair market value, initially for period of 15 years and on such other terms and conditions as may be mutually agreed between the Company and RBSG.</p>
(e) Justification for entering into such contracts or arrangements or transactions	Bosch Group world-wide intends to realign its Starter Motors and Generators division (“SG”). This re-alignment of the SG division will improve the division’s growth prospects in a market characterized by tough competition and cost pressure. The proposed re-alignment would enable the SG business to tap into additional growth opportunities in those regions in which it does not yet have such a broad presence. Finding a partner or buyer for the SG division will make it possible for the Bosch Group to devote more attention to other strategic areas.

		<p>SG Business in India (SG-IN) was established in 1989 and is engaged in the business of manufacturing and selling of Starter Motors and Generators. SG-IN achieved break-even in 2013 and is currently operating at low margins. SG-IN contributes only 1% to the Earnings Before Interest & Tax. Key SG-IN products are part of the global platform and SG-IN is highly dependent for product and process competence on Bosch globally. The other dependencies include intellectual properties associated with softwares, licences, IT infrastructure, proprietary tools and platforms. Exports contribute approximately 35 - 40% of SG-IN revenue mainly supported from Bosch group.</p> <p>In the event of discontinuation of support of the Bosch group, the business of SG-IN cannot be run profitably and may have adverse implications from the market rendering the business unsaleable to a third party. The sale of SG-IN business in line with global re-alignment would enable the Company to focus more on core powertrain technology areas in mobility solutions and other growth areas.</p>
(f)	Date(s) of approval by the Board	February 05, 2016
(g)	Amount paid as advances, if any	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	April 02, 2016 (through Postal Ballot) Date of declaration of result: April 04, 2016

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of related party and relationship:

Robert Bosch GmbH, Germany (Holding Company)

Salient Terms:

In Ordinary course of business and at Arm's length.

Date of approval by the Board, if any:

Approval of Audit Committee and shareholders have been obtained pursuant to the requirements of Listing Agreement with Stock Exchanges for an aggregate amount upto Mio INR 50,000 for each financial year.

Sl. No	Nature of Transaction	Duration	Amount utilised FY 15-16 (Mio INR)
1.	Purchase of goods (trade goods, components, tools, spares, etc.)	Ongoing	11,293
2.	Purchase of assets	Ongoing	455
3.	Sale of goods (products, components, etc.)	Ongoing	4,856
4.	Sale of services (development income, etc.)	Ongoing	648
5.	Miscellaneous income	Ongoing	84
6.	Services received (royalty, development charges, IT charges etc.)	Ongoing	1,456
	Total		18,792

For and on behalf of the Board of Directors

V. K. Viswanathan
Chairman
Date: May 25, 2016

Annexure 'F' to the Report of the Directors

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2015]

A. Conservation of energy

(i) The steps taken or impact on conservation of energy:

- Use of LED lighting system in place of conventional lighting
- Adoption of Auto Power Factor Control (APFC)
- Use of VFD Exhaust systems in ceramic areas
- Upgradation of chillers in bimetal welding
- Optimization of Loading/batch quantity
- Process temperature reduction
- Use of heat pumps for pre-washing & post washing processes
- Upgradation from timer based drains to level based drains
- Elimination of pressure boosters in machines
- Installation of Variable Frequency Drive for compressors
- Use of Pull cord switch for office lighting
- Use of Mobile controller for Air Conditioned package unit
- Use of Flat air nozzles in place of conventional nozzles for cleaning CR components

(ii) The steps taken by the Company for utilising alternate sources of energy:

- Solar Plants with a cumulative capacity of generating 6900MWh/year have been installed at the Company's manufacturing facilities at Nashik.
- Installation of Solar Thermal unit for generation of Hot Water at the Kitchen Block of the manufacturing facility situated at Bidadi.
- Use of LNG fuel for canteen boilers in place of conventional fuel.
- Installation of 3.5 MWp Solar Plant at the Bidadi Plant commenced in December 2015 and is expected to be completed in the year 2016. The Plant would have a 5000 MWh/year energy generation capacity.
- 1 MWh/Year Solar plant is being installed at the Company's manufacturing facilities at Jaipur.
- Use of Gas as fuel source for Air heaters instead of Diesel.

(iii) The capital investment on energy conservation equipments:

During the year under review, the Company focused on investments aiming to reduce usage of conventional energy and increase the production of Solar energy. Various manufacturing facilities of the Company have initiated installation of Solar Plant Equipment. Location wise details of investment on energy conservation/solar energy equipments:

	[Mio INR]
Bengaluru	3.90
Jaipur	63.00
Nashik	150.00
Naganathapura	0.30
Gangaikondan	0.32
TOTAL	217.52

B. Technology absorption

(i) The efforts made towards technology absorption:

- Introduction of Heat Pumps in place of Electrical heating
- Introducing lean manufacturing concept for energy efficiency projects through leveling and auto loading for increasing utilization of machines
- Introduction of Silan coating process as a part of CRI 2-20 Injector body manufacturing and setup changes in other process steps

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The initiatives have resulted in benefits for our customers and the end users as enumerated below:

- Reducing exhaust emissions
- Improving fuel economy and consequent reduction in CO₂
- Optimum cost/benefit ratio for system solutions

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

Details of technology imported	Year of import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
Packaging Machines of range Pack 201 Hand load infeed, Pack 301 inline feeder for compressible biscuits, SVI 2620 & SVI 4020; Crank Shaft Sensor 'DG-6' family and Accelerator Pedal Module	2012	Yes	NA
Flat Plate Collector Basis SKW (platform)	2013	Yes	NA
Packaging Machine FLC 3000 (Product Class: 0998); FSM-EM- Component Kit (first generation)	2014	Yes	NA
Rail including FDB (Product Class 0449)	2016	Yes	NA

(iv) *The expenditure incurred on Research and Development:*

	[Mio INR]
a) Capital	140
b) Revenue	1,606
c) Total	1,746
d) Total R&D expenditure as a percentage of Net Sales	1.7%

C. Foreign exchange earnings and outgo

	[Mio INR]
a) Export activities:	
Exports	10,947
b) Total foreign exchange used and earned:	
Foreign exchange used (including for capital assets)	32,983
Foreign Exchange Earned	12,256

For and on behalf of the Board of Directors

V. K. Viswanathan
Chairman
Date: May 25, 2016

Annexure 'G' to the Report of the Directors

SECRETARIAL AUDIT REPORT

For the financial year ended 31 March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Bosch Limited,
Hosur Road,
Adugodi,
Bengaluru - 560 030.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bosch Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, 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 authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2016, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March, 2016 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 framed thereunder to the extent of foreign direct investment. The provisions of external commercial borrowings and overseas direct investment were not applicable to the Company.
- (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, 1992 and 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, 2009; (Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

(vi) Other laws as may be applicable to the Company as per the representation made by the Company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with BSE Ltd. and the National Stock Exchange of India Ltd. and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, no specific events / actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Place: Pune
Date: 9 May, 2016

Sachin Bhagwat
ACS: 10189
CP: 6029

Annexure 'H' to the Report of the Directors

EXTRACT OF ANNUAL RETURN

(As on the financial year ended March 31, 2016)

Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended

I. REGISTRATION AND OTHER DETAILS:

Sl. No	Particulars	Details
1.	CIN	L85110KA1951PLC000761
2.	Registration Date	12.11.1951
3.	Name of the Company	Bosch Limited
4.	Category / Sub-Category of the Company	Public Limited Company having Share Capital
5.	Address of the Registered office and Contact details	P.B. No. 3000, Hosur Road, Adugodi, Bengaluru - 560 030 Tel : 080 41768626 Website : www.boschindia.com E-mail : investor@in.bosch.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Integrated Enterprises (India) Ltd 30, Ramana Residency 4th Cross, Malleswaram Bengaluru - 560003. Tel: 080 23460815- 818 E-mail : irg@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company are given below:-

Sl. No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Fuel Injection Equipment & Components	34107	42 %
2.	Injectors, Nozzles and Nozzle Holders	34107	23%
3.	Starter Motors and Generators	31901	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Robert Bosch GmbH, Postfach 10 60 50 70049 Stuttgart Germany	NA (Body Corporate Incorporated outside India)	Holding	71.18%	2(46) r/w 2(87)
2.	Mico Trading Private Limited, Hosur Road, Adugodi Bengaluru - 560030	U51109KA1992PTC013736	Subsidiary	100 %	2(87)
3.	NewTech Filter India Private Limited (formerly known as MHB Filter India Private Limited), C/o ESys Information Technologies Pvt Ltd., Shed No. 5 Industrial Area, Village: Bairsen (Manjholi) Nalagarh Solan HP 174101	U00291HP2006PTC001074	Associate	25%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A.Promoters									
(1) Indian									
(a) Individual/HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d) Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e) Banks/Fl	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (A)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(2) Foreign									
(a) NRI-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c) Bodies Corporate	22,349,420	Nil	22,349,420	71.18	22,349,420	Nil	22,349,420	71.18	Nil
(d) Banks/Fl	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (A)(2)	22,349,420	Nil	22,349,420	71.18	22,349,420	Nil	22,349,420	71.18	Nil
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	22,349,420	Nil	22,349,420	71.18	22,349,420	Nil	22,349,420	71.18	Nil
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds/UTI	598,110	150	598,260	1.91	720,339	150	720,489	2.29	0.38
(b) Banks/Fl	14,658	5,090	19,748	0.06	32,116	5,090	37,206	0.12	0.06
(c) Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d) State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f) Insurance Companies	2,683,308	250	2,683,558	8.55	2,893,189	250	2,893,439	9.22	0.67
(g) FIs	2,911,289	50	2,911,339	9.27	2,414,715	50	2,414,765	7.69	-1.58
(h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(1)	6,207,365	5,540	6,212,905	19.79	6,060,359	5,540	6,065,899	19.32	-0.47

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(2) Non - Institutions									
(a) Bodies Corporate									
i. Indian	473,744	19,050	492,794	1.57	495,989	19,050	515,039	1.64	0.07
ii. Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 1 lakh	1,608,249	204,550	1,812,799	5.77	1,733,950	194,509	1,928,459	6.14	0.37
ii. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	361,132	30,150	391,282	1.24	349,814	30,150	379,964	1.22	-0.02
(c) Others (specify)									
i. Shares held by Pakistan citizens vested with the Custodian of enemy property	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii. Other Foreign Nationals	Nil	1,000	1,000	Nil	Nil	1,000	1,000	0.00	Nil
iii. Foreign Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
iv. NRI/OCBs	91,207	1,480	92,687	0.30	105,602	1,480	107,082	0.34	0.04
v. Clearing Members/ Clearing House	44,293	Nil	44,293	0.14	35,865	Nil	35,865	0.11	-0.03
vi. Trusts	1,720	Nil	1,720	0.01	16,172	Nil	16,172	0.05	0.04
vii. Limited Liability Partnerships	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
viii. Foreign Portfolio Investor (Corporate)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ix. Qualified Foreign Investor	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (B)(2)	2,580,345	256,230	2,836,575	9.03	2,737,392	246,189	2,983,581	9.50	0.47
Total Public Shareholding (B)=(B)(1)+(B)(2)	8,787,710	261,770	9,049,480	28.82	8,797,751	251,729	9,049,480	28.82	0.00
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total(A+B+C)	31,137,130	261,770	31,398,900	100.00	31,147,171	251,729	31,398,900	100.0	Nil

ii) Shareholding of Promoters :

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
Robert Bosch GmbH	22,349,420	71.18	Nil	22,349,420	71.18	Nil	Nil
Total	22,349,420	71.18	Nil	22,349,420	71.18	Nil	Nil

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	No change during the year			
Date wise increase/decrease in promoter shareholding during the year specifying the reason for increase/decrease (e.g allotment/transfer/bonus/sweat equity etc)				
At the end of the year				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	General Insurance Corporation of India	981,142	3.12	981,142	3.12
2.	The New India Assurance Company Limited	887,194	2.83		
Date	Sale/ Purchase				
10.07.15	Sale	-250		886,944	2.82
17.07.15	Sale	-1,030		885,914	2.82
24.07.15	Sale	-290		885,624	2.82
31.07.15	Sale	-525		885,099	2.82
07.08.15	Sale	-900		884,199	2.82
14.08.15	Sale	-198		884,001	2.82
21.08.15	Sale	-425		883,576	2.81
28.08.15	Sale	-400		883,176	2.81
04.09.15	Sale	-600		882,576	2.81
06.11.15	Sale	-650		881,926	2.81

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
18.12.15	Sale	-654		881,272	2.81
25.12.15	Sale	-811		880,461	2.80
31.12.15	Sale	-627		879,834	2.80
01.01.16	Sale	-150		879,684	2.80
08.01.16	Sale	-758		878,926	2.80
				878,926	2.80
3.	Aberdeen Global Indian Equity Limited	690,865	2.20		
Date	Sale/ Purchase				
10.04.15	Sale	-11,637		679,228	2.16
24.04.15	Sale	-1,649		677,579	2.16
28.08.15	Sale	-30,000		647,579	2.06
04.09.15	Sale	-22,052		625,527	1.99
11.09.15	Sale	-15,527		610,000	1.94
25.09.15	Sale	-7,724		602,276	1.92
09.10.15	Sale	-32,276		570,000	1.82
20.11.15	Sale	-12,718		557,282	1.77
27.11.15	Sale	-7,282		550,000	1.75
15.01.16	Sale	-14,000		536,000	1.71
22.01.16	Sale	-16,093		519,907	1.66
18.03.16	Sale	-28,595		491,312	1.56
25.03.16	Sale	-6,405		484,907	1.54
				484,907	1.54
4.	Life Insurance Corporation of India	253,985	0.81		
Date	Sale/ Purchase				
20.11.15	Purchase	17,417		271,402	0.86
27.11.15	Purchase	25,978		297,380	0.95
04.12.15	Purchase	24,000		321,380	1.02
11.12.15	Purchase	14,327		335,707	1.07
31.12.15	Purchase	23,202		358,909	1.14
01.01.16	Purchase	1,435		360,344	1.15
08.01.16	Purchase	18,995		379,339	1.21
15.01.16	Purchase	22,890		402,229	1.28
22.01.16	Purchase	13,542		415,771	1.32
12.02.16	Purchase	8,817		424,588	1.35
19.02.16	Purchase	12,092		436,680	1.39
26.02.16	Purchase	3,043		439,723	1.40
04.03.16	Purchase	7,515		447,238	1.42
				447,238	1.42
5.	United India Insurance Company Limited	275,643	0.88		
Date	Sale/ Purchase				
13.11.15	Purchase	1,000		276,643	0.88
20.11.15	Purchase	1,451		278,094	0.89
27.11.15	Purchase	4,000		282,094	0.90

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
04.12.15	Purchase	2,477		284,571	0.91
11.12.15	Purchase	2,485		287,056	0.91
18.12.15	Purchase	1,513		288,569	0.92
25.12.15	Purchase	2,500		291,069	0.93
31.12.15	Purchase	1,000		292,069	0.93
15.01.16	Purchase	2,942		295,011	0.94
22.01.16	Purchase	1,228		296,239	0.94
12.02.16	Purchase	300		296,539	0.94
				296,539	0.94
6.	UTI Mutual Fund Various Schemes	225,231	0.72		
Date	Sale/ Purchase				
17.04.15	Sale	-1,450		223,781	0.71
24.04.15	Sale	-2,100		221,681	0.71
01.05.15	Sale	-2,300		219,381	0.70
08.05.15	Sale	-500		218,881	0.70
15.05.15	Purchase	900		219,781	0.70
22.05.15	Purchase	500		220,281	0.70
29.05.15	Sale	-700		219,581	0.70
05.06.15	Purchase	524		220,105	0.70
12.06.15	Purchase	1,997		222,102	0.71
19.06.15	Purchase	7,273		229,375	0.73
26.06.15	Purchase	1,306		230,681	0.73
30.06.15	Sale	-1		230,680	0.73
03.07.15	Purchase	900		231,580	0.74
10.07.15	Sale	-109		231,471	0.74
17.07.15	Sale	-38		231,433	0.74
24.07.15	Sale	-146		231,287	0.74
31.07.15	Purchase	45		231,332	0.74
07.08.15	Purchase	30		231,362	0.74
14.08.15	Sale	-925		230,437	0.73
21.08.15	Sale	-695		229,742	0.73
28.08.15	Purchase	4,264		234,006	0.75
04.09.15	Purchase	614		234,620	0.75
11.09.15	Purchase	591		235,211	0.75
18.09.15	Purchase	4,166		239,377	0.76
25.09.15	Sale	-353		239,024	0.76
30.09.15	Purchase	4,092		243,116	0.77
02.10.15	Purchase	2,300		245,416	0.78
09.10.15	Purchase	2,288		247,704	0.79
16.10.15	Sale	-1		247,703	0.79
23.10.15	Sale	-19		247,684	0.79
30.10.15	Purchase	5		247,689	0.79
06.11.15	Purchase	2,700		250,389	0.80
13.11.15	Purchase	1,028		251,417	0.80
20.11.15	Purchase	6,002		257,419	0.82
27.11.15	Purchase	1		257,420	0.82
04.12.15	Purchase	2		257,422	0.82
11.12.15	Purchase	6		257,428	0.82

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
18.12.15	Sale	-697		256,731	0.82
31.12.15	Sale	-4		256,727	0.82
08.01.16	Purchase	3		256,730	0.82
15.01.16	Purchase	306		257,036	0.82
22.01.16	Purchase	328		257,364	0.82
29.01.16	Purchase	6		257,370	0.82
05.02.16	Sale	-14		257,356	0.82
12.02.16	Purchase	10		257,366	0.82
19.02.16	Purchase	15		257,381	0.82
26.02.16	Purchase	83		257,464	0.82
04.03.16	Purchase	14		257,478	0.82
11.03.16	Purchase	279		257,757	0.82
18.03.16	Purchase	99		257,856	0.82
25.03.16	Sale	-1,597		256,259	0.82
31.03.16	Purchase	67		256,326	0.82
				256,326	0.82
7.	Birla Sun Life Trustee Company Private Limited	132,477	0.42		
Date	Sale/ Purchase				
10.04.15	Sale	-2,999		129,478	0.41
17.04.15	Sale	-100		129,378	0.41
24.04.15	Purchase	875		130,253	0.41
01.05.15	Purchase	1,900		132,153	0.42
08.05.15	Purchase	1,500		133,653	0.43
15.05.15	Sale	-105		133,548	0.43
22.05.15	Sale	-23		133,525	0.43
05.06.15	Purchase	253		133,778	0.43
12.06.15	Purchase	8		133,786	0.43
19.06.15	Purchase	500		134,286	0.43
26.06.15	Purchase	16,177		150,463	0.48
30.06.15	Purchase	2,464		152,927	0.49
03.07.15	Purchase	3,900		156,827	0.50
10.07.15	Purchase	2,568		159,395	0.51
17.07.15	Purchase	6,162		165,557	0.53
24.07.15	Purchase	3,383		168,940	0.54
31.07.15	Purchase	2,250		171,190	0.55
07.08.15	Purchase	2,250		173,440	0.55
14.08.15	Purchase	2,700		176,140	0.56
21.08.15	Purchase	6,300		182,440	0.58
28.08.15	Purchase	3,500		185,940	0.59
04.09.15	Purchase	11,688		197,628	0.63
11.09.15	Purchase	8,100		205,728	0.66
18.09.15	Purchase	2		205,730	0.66
25.09.15	Purchase	5,850		211,580	0.67
30.09.15	Purchase	6,300		217,880	0.69
01.10.15	Purchase	1,800		219,680	0.70
09.10.15	Purchase	3,600		223,280	0.71
16.10.15	Sale	-192		223,088	0.71

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
23.10.15	Purchase	108		223,196	0.71
30.10.15	Purchase	200		223,396	0.71
06.11.15	Purchase	1,135		224,531	0.72
13.11.15	Purchase	78		224,609	0.72
20.11.15	Purchase	6,239		230,848	0.74
27.11.15	Purchase	216		231,064	0.74
04.12.15	Purchase	335		231,399	0.74
11.12.15	Purchase	48		231,447	0.74
18.12.15	Purchase	4,129		235,576	0.75
25.12.15	Purchase	360		235,936	0.75
22.01.16	Purchase	2,660		238,596	0.76
05.02.16	Purchase	450		239,046	0.76
12.02.16	Purchase	1,600		240,646	0.77
19.02.16	Purchase	200		240,846	0.77
26.02.16	Sale	-100		240,746	0.77
04.03.16	Purchase	232		240,978	0.77
11.03.16	Sale	-175		240,803	0.77
18.03.16	Sale	-1,050		239,753	0.76
25.03.16	Sale	-2,819		236,934	0.75
31.03.16	Sale	-1,207		235,727	0.75
				235,727	0.75
8.	The Oriental Insurance Company Limited	177,841	0.57	177,841	0.57
9.	Abu Dhabi Investment Authority	222,944	0.71		
Date	Sale/ Purchase				
24.04.15	Sale	-6,291		216,653	0.69
22.05.15	Sale	-1,100		215,553	0.69
29.05.15	Sale	-11,987		203,566	0.65
05.06.15	Sale	-3,435		200,131	0.64
12.06.15	Sale	-45		200,086	0.64
19.06.15	Purchase	500		200,586	0.64
14.08.15	Purchase	200		200,786	0.64
28.08.15	Sale	-949		199,837	0.64
04.09.15	Sale	-2,070		197,767	0.63
18.09.15	Sale	-450		197,317	0.63
25.09.15	Sale	-3,114		194,203	0.62
30.10.15	Sale	-4,993		189,210	0.60
06.11.15	Sale	-554		188,656	0.60
13.11.15	Sale	-1,911		186,745	0.59
20.11.15	Sale	-458		186,287	0.59
27.11.15	Sale	-1,529		184,758	0.59
04.12.15	Sale	-4,307		180,451	0.57
04.03.16	Sale	-1,343		179,108	0.57
18.03.16	Sale	-11,336		167,772	0.53

Sl. No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
25.03.16	Sale	-405		167,367	0.53
				167,367	0.53
10.	Vanguard Emerging Markets Stock Index Fund	135,797	0.43		
Date	Sale/ Purchase				
01.05.15	Purchase	286		136,083	0.43
08.05.15	Purchase	325		136,408	0.43
14.08.15	Sale	-475		135,933	0.43
21.08.15	Sale	-1,140		134,793	0.43
28.08.15	Sale	-2,223		132,570	0.42
04.09.15	Sale	-3,040		129,530	0.41
11.09.15	Sale	-1596		127,934	0.41
25.09.15	Sale	-418		127,516	0.41
30.09.15	Sale	-1,254		126,262	0.40
18.12.15	Sale	-612		125,650	0.40
25.12.15	Sale	-288		125,362	0.40
15.01.16	Sale	-784		124,578	0.40
22.01.16	Sale	-384		124,194	0.40
05.02.16	Sale	-1,360		122,834	0.39
12.02.16	Sale	-560		122,274	0.39
26.02.16	Sale	-781		121,493	0.39
04.03.16	Sale	-845		120,648	0.38
11.03.16	Sale	300		120,948	0.39
18.03.16	Sale	-657		120,291	0.38
25.03.16	Sale	-1,295		118,996	0.38
				118,996	0.38

v) Shareholding of Directors and Key Managerial Personnel:

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	None of the Directors and Key Managerial Personnel hold shares in the Company			
Date wise increase/decrease in shareholding during the year specifying the reason for increase/decrease (e.g allotment/transfer/bonus/sweat equity etc.)				
At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

[Mio INR]

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1,109	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	1,109	Nil	Nil
Change in Indebtedness during the financial year • Addition/ (Deletion)	-	(567)	-	-
Net Change	Nil	(567)	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	-	542	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	542	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-time Directors (WTD) and/or Manager:

[Mio INR]

Sl. no.	Particulars of Remuneration	Managing Director	Joint Managing Director & CFO	Executive Director*	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.01	13.98	18.95	58.94
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	13.21	7.45	4.95	25.61
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - As a % of profit - Others, specify	22.49	16.89	11.24	50.62
5.	Others –Contribution to funds	1.14	3.23	1.14	5.51
	TOTAL (A)	62.85	41.55	36.28	140.68
	Ceiling as per the Companies Act, 2013				1625.80
		(being 10% of the net profits of the Company as per Section 198 of the Companies Act, 2013)			

*Dr. Wolf appointed as Alternate Director to Mr. Peter Tyroller with effect from 01.03.15 and by virtue of being in employment of the Company, appointed as Whole-time Director/Executive Director.

B. Remuneration to other directors:

							[Mio INR]	
Sl. No	Particulars of Remuneration	Mr. Bhaskar Bhat	Mr. Bernhard Steinruecke	Mrs. Renu Karnad	Mr. Prasad Chandran	Mr. V. K. Viswanathan	Total	
1. Independent Directors								
	Fee for attending board/committee meetings	0.15	0.15	0.15	0.12	-	0.57	
	Commission	1.92	1.92	1.95	1.83	-	7.62	
	Others specify	-	-	-	-	-	-	
	Total (1)	2.07	2.07	2.10	1.95	-	8.19	
2 Other Non-Executive Directors								
	Fee for attending board/committee meetings	-	-	-	-	0.15	0.15	
	Commission	-	-	-	-	2.00	2.00	
	Others specify	-	-	-	-	-	-	
	Total (2)	-	-	-	-	-	2.15	
	Total (B) =(1)+ (2)	2.07	2.07	2.10	1.95	2.15	10.34	
	Total Managerial Remuneration #						151.02	
	Over all Ceiling as per the Companies Act, 2013	(being 1% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)						162.58

Note: Mr. Peter Tyroller, Non - Executive director has waived his remuneration as a director

Total remuneration to Managing Director, Whole-time Director and other Directors (being the total of A and B)

C. Remuneration to key managerial personnel other than Managing Director/Manager/Whole-time Director

			[Mio INR]
Sl. No	Particulars of Remuneration	Company Secretary	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	8.31	8.31
		0.43	0.43
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil
5.	Others –Contribution to funds	0.41	0.41
	Total (C)	9.15	9.15

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			None		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			None		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			None		
Compounding					

For and on behalf of the Board of Directors

V. K. Viswanathan

Chairman

Date: May 25, 2016

Independent Auditors' Report

To The Members of Bosch Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Bosch Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 March 31, 2016, and of its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of Section 143(11) of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its standalone financial statements;

- ii. The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 40; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Place : Bengaluru
Date : May 25, 2016

Subramanian Vivek
Partner
Membership Number: 100332

Annexure A to Independent Auditors' Report

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of Bosch Limited on the standalone financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Bosch Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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.
5. 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting 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 control over financial reporting includes 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 Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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 ICAI.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Bosch Limited on the standalone financial statements as of and for the year ended March 31, 2016.

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 11 on fixed assets to the financial statements, are held in the name of the Company, except for 1 immovable property amounting to Gross book value of ₹ 29 million and Net book value of ₹ 2 million whose title deeds are not held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause (iii)(a), (iii)(b) and (iii)(c) of the Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of tax deducted at source under Income Tax Act, service tax, entry tax, value added tax and sales tax, though there has been a slight delay in a few cases and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, service tax, duty of customs and excise duty, entry tax and value added tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Disputed Amount (₹ in millions)	Payment made in the normal course of appeal proceedings (₹ in millions)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944/ Finance Act, 1994	Excise duty, Service Tax, interest and penalty	29.01	-	1985-88, 1994-95	Supreme Court
		6.47	-	2002-04	High Court
		58.82	14.94	1998-01, 2003-13	Customs, Excise and Service Tax Appellate Tribunal
		23.70	-	1992-94, 2002-04, 2009-14	Upto commissioner Level
Customs Act, 1962	Customs duty and interest	1.50	-	2009-10	Customs, Excise and Service Tax Appellate Tribunal
		63.57	5.46	1991-92, 2008-13	Upto commissioner Level
Income Tax Act, 1961 (net of payment)	Income Tax and Interest	3.37	-	2001-03	High Court
		0.01	-	2011-12	Income Tax Appellate Tribunal
		53.26	-	1979-80, 1983-84, 2008-11, 2012-13	Upto Commissioner level
Entry Tax Acts	Entry Tax and Interest	3.36	-	1991-92, 1999 -01	Upto commissioner Level
State and Central Sales Tax Acts	Sales Tax, Interest and Penalty	157.00	34.19	1993-94, 1995-2016	Upto commissioner's Level
		87.22	23.35	1996-97, 1998-99, 2000-01, 2002-14	Sales Tax Appellate Tribunals of various states

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any noncash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Place : Bengaluru
Date : May 25, 2016

Subramanian Vivek
Partner
Membership Number: 100332

Balance Sheet

[₹ in Millions (Mio INR)]

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
Equity and Liabilities :			
Shareholders' funds			
Share capital	3	314	314
Reserves and surplus	4	82,574	73,156
Non-current liabilities			
Long-term borrowings	5	191	542
Other long-term liabilities	6	553	483
Long-term provisions	7	3,775	4,302
Current liabilities			
Trade payables	8		
Total outstanding dues of micro enterprises and small enterprises		159	259
Total outstanding dues of creditors other than micro enterprises and small enterprises		12,970	11,807
Other current liabilities	9	4,336	4,435
Short-term provisions	10	10,165	9,010
Total		115,037	104,308
Assets :			
Non-current assets			
Fixed assets	11		
(i) Tangible assets		11,362	9,675
(ii) Intangible assets		-	1
(iii) Capital work-in-progress		1,507	2,760
Non-current investments	12	37,397	26,246
Deferred tax assets (net)	13	4,528	4,172
Long-term loans and advances	14	1,708	2,189
Other non-current assets	15	100	-
Current assets			
Current investments	16	-	2,650
Inventories	17	11,991	12,762
Trade receivables	18	13,162	11,877
Cash and bank balances	19	18,315	18,960
Short-term loans and advances	20	13,432	11,417
Other current assets	21	1,535	1,599
Total		115,037	104,308
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place: Bengaluru
Date: May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan } *Chairman*
Bernhard Steinruecke }
Prasad Chandran } *Directors*
Bhaskar Bhat }
Steffen Berns } *Managing Director*
Soumitra Bhattacharya } *Joint Managing Director & CFO*
Andreas Wolf } *Alternate Director*

Statement of Profit and Loss

[₹ in Millions (Mio INR)]

Particulars	Note No.	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Revenue from operations :			
Gross sale of product	43	110,209	125,594
Less : Excise duty		(8,069)	(8,180)
Net sale of product		102,140	117,414
Sale of services	22	2,017	2,000
Other operating revenue	23	1,971	1,441
Other income	24	3,826	5,653
Total Revenue		109,954	126,508
Expenses :			
Cost of materials consumed	25	32,185	38,719
Purchase of stock-in-trade	26	23,455	26,520
Changes in inventories of finished goods, work-in-progress and stock-in-trade	27	589	(669)
Employee benefit expenses	28	13,932	16,631
Finance cost	29	42	143
Depreciation and amortisation expenses	30	3,950	5,484
Other expenses	31	17,210	19,841
Total Expenses		91,363	106,669
Profit before exceptional items and tax		18,591	19,839
Exceptional items	54	-	(280)
Profit before tax		18,591	19,559
Tax expense :			
Current tax			
(i) for the year/period		6,582	7,463
(ii) relating to earlier years		(94)	(98)
Deferred tax charge/ (credit)		(356)	(1,183)
Profit for the year/ period		12,459	13,377
Earnings per share - Basic and Diluted of nominal value of ₹10/- each	38	397	426
Summary of significant accounting policies	2		
Details of R&D expenses/ (income)	32		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date: May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan

Bernhard Steinruecke

Prasad Chandran

Bhaskar Bhat

Steffen Berns

Soumitra Bhattacharya

Andreas Wolf

Chairman

Directors

Managing Director

Joint Managing Director & CFO

Alternate Director

Cash Flow Statement

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
A. Cash flow from operating activities		
Profit before tax	18,591	19,559
Adjustments for :		
Depreciation and amortisation expenses	3,950	5,484
Unrealised exchange loss (net)	32	3
(Profit)/ Loss on sale of fixed assets	(22)	(12)
(Profit)/ Loss on sale/ redemption of non trade investments (net)	(119)	(1,545)
Premium paid on investments amortised	0	1
Provision for doubtful debts	154	91
Bad debts written off	33	38
Provision/ Liabilities no longer required written back	(827)	(236)
Rent	(493)	(556)
Profit on sale of business	(18)	-
Dividend income	(57)	(66)
Interest income	(3,135)	(3,474)
Interest expense	42	143
Operating profit before working capital changes	18,131	19,430
Changes in working capital:		
(Increase)/ decrease in inventories	768	(784)
(Increase)/ decrease in trade receivables	(1,472)	(1,458)
(Increase)/ decrease in other current assets	126	153
(Increase)/ decrease in long-term loans and advances	231	(63)
(Increase)/ decrease in short-term loans and advances	(615)	(433)
Increase/ (decrease) in trade payables	1,031	1,596
Increase/ (decrease) in current liabilities and provisions	1,962	507
Increase/ (decrease) in non-current liabilities and provisions	(457)	1,926
Net Cash generated from operations	19,705	20,874
Direct taxes paid (net of refunds)	(6,446)	(6,911)
Net cash from operating activities	13,259	13,963
B. Cash flow from investing activities		
Additions to tangible fixed assets	(4,336)	(4,121)
Additions to investment properties	(457)	(909)
Proceeds from sale of tangible fixed assets	44	35
Purchase of investments	(17,314)	(30,077)
Sale of investments	9,320	25,613
Inter corporate deposit given	(6,150)	(7,750)
Inter corporate deposit repayment received	5,250	6,350
Loan to related party given	(950)	-
Loan to related party repayment received	700	-
Fixed deposit investment (original maturity of more than 3 months)	(18,580)	(21,600)
Fixed deposit maturity (original maturity of more than 3 months)	18,910	16,822
Fixed deposit investment (original maturity of more than 12 months)	(100)	-
Purchase consideration received towards sale of business	22	6
Dividend received	57	66
Rental income received	493	556
Interest received	3,073	3,179
Net cash from/ (used in) investing activities	(10,018)	(11,830)
C. Cash flow from financing activities		
Repayment of long-term borrowings and current maturities of long-term debts	(567)	(695)
Dividends paid	(2,669)	(1,727)
Dividend distribution tax	(543)	(294)
Capital subsidy received [refer note 4(a)]	261	434
Interest paid	(42)	(86)
Net cash from/ (used in) financing activities	(3,560)	(2,368)
Net cash flows during the year (A+B+C)	(319)	(235)
Unrealised exchange gain/(loss) on cash and cash equivalents	0	0
Cash and cash equivalents (Opening balance)	1,304	1,539
Cash and cash equivalents (Closing balance)	985	1,304
	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents comprises of :		
Cash on hand	0	0
Cheques on hand	313	369
Bank balances		
Current accounts	384	345
Deposit accounts (original maturity of less than 3 months)	288	590

Notes:

- (a) Above Cash Flow Statement has been prepared under indirect method in accordance with the Accounting Standard 3 on "Cash Flow Statements".
(b) Mutual Fund dividend reinvested has not been considered above as there was no cash inflow/ outflow.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place: Bengaluru
Date: May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Steffen Berns
Soumitra Bhattacharya
Andreas Wolf

Chairman
Directors
Managing Director
Joint Managing Director & CFO
Alternate Director

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 1: General Information

Bosch Limited (the "Company") is the flagship company of Robert Bosch Group in India. Headquartered out of Bengaluru, the Company has its key manufacturing facilities in Bengaluru, Nashik, Naganathapura, Jaipur, Goa, Gangaikondan, Chennai and Bidadi. The Company has presence across automotive technology, industrial technology, consumer goods and energy and building technology. It manufactures and trades in products such as diesel and gasoline fuel injection systems, automotive aftermarket products, starters and generators, industrial equipments, packaging machines, electrical power tools, security systems and industrial and consumer energy products and solutions. The Company's shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

Note 2: Summary of Significant Accounting Policies

(a) Basis of preparation:

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the 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 realisation 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.

(b) Revenue recognition:

Sale of products is recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer and is recorded net of trade discounts, sales tax, excise duty, claims, etc., as considered appropriate.

Sale of services is recognised upon rendering of services based on agreements/ arrangements with the concerned parties using the proportionate completion method.

Interest on investments and bank deposits is recognised on a time proportion basis. Dividend income is accounted when the right to receive the dividend is established.

(c) Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date on which investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value. Long term investments are carried at cost. A provision for diminution, if any, is made to recognise a decline, other than temporary, in the value of long term investments. Investment in land and buildings that are not intended to be occupied substantially for use by, or in the operations of the Company, have been classified as investment property. Investment properties are carried at cost less accumulated depreciation.

(d) Fixed assets:

(i) Tangible assets

Tangible assets are stated at cost of acquisition or construction less accumulated depreciation.

(ii) Intangible assets

Intangible assets are stated at cost of acquisition less accumulated amortisation.

(e) Depreciation/ Amortisation:

(i) Depreciation/amortisation on tangible and intangible assets is provided using the written down value method. As required under Schedule II to the Companies Act 2013, the Company has reassessed the estimated useful life of its fixed assets based on the technical evaluation done by management considering anticipated technological changes and actual usage of the assets. Consequently, useful life for Office Equipment has been changed from 8 years to 5 years. The estimated useful life for other assets is either equal to or lower than those prescribed under Part C of Schedule II to the Companies Act, 2013 and have not undergone a change on account of transition to Companies Act, 2013. The estimated useful life for various fixed assets is given below:

Notes to the Standalone Financial Statements for the year ended March 31, 2016

<u>Tangible assets</u>	Useful life (in years)
Buildings :	
Residential :	59
Factory/ Office :	29
Plant and machinery:	
General :	6
Data processing equipment :	3
Furniture and fixtures :	8
Office equipment :	5
Vehicles :	5
<u>Intangible assets</u>	
Know-how, business :	3
Dealership and networking :	3

In respect of specific assets including second hand plant and machinery which are estimated to have a lower residual life than envisaged above, depreciation is provided based on the estimated lower residual life, where required.

(ii) Low value assets not exceeding ₹15,000/- per unit and Research and Development assets (except for Buildings) which are not directly connected with the production activity are depreciated at 100% in the quarter of addition.

(iii) Cost of application software is expensed off on purchase.

(iv) In respect of additions, depreciation is provided on pro-rata basis from the quarter of addition and in respect of disposals, the same is provided upto the quarter prior to disposal.

(v) Cost of leasehold land (other than those which will be converted to freehold after a certain period upon satisfying prescribed conditions) is amortised over the lease term.

(f) **Inventories:**

Inventories are valued at lower of cost and net realisable value. Cost is generally ascertained on weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Obsolete/ slow moving inventories are adequately provided for. Excise duty on finished goods lying in factories are considered for valuation of inventories, as applicable.

(g) **Employee benefits:**

(i) **Short term employee benefits:**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include salaries, wages, short term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

(ii) **Post-employment benefits:**

Contributions towards Superannuation Fund, Pension Fund and government administered Provident Fund are treated as defined contribution schemes. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. Such contributions are recognised as expense in the period in which the employee renders related service. Provident Fund contributions made to Trusts administered by the Company are treated as defined benefit plan. The interest payable to the members of these Trusts shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The Company also provides for post employment defined benefit in the form of Gratuity. The cost of defined benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses in respect of the same are charged to the Statement of Profit and Loss.

(iii) **Other long term employee benefits:**

All employee benefits other than post-employment benefits and termination benefits, which do not fall due wholly within twelve months after the end of the period in which the employees render the related service, including long term compensated absences, service awards, death relief benefits and ex-gratia are determined based on actuarial valuation carried out at each balance sheet date. Estimated liability on account of long-term employee benefits is discounted to the present value using the yield on government bonds as the discounting rate for the term of obligations as on the date of the balance sheet. Actuarial gains and losses in respect of the same are charged to the Statement of Profit and Loss.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(iv) Termination benefits:

Expenses incurred towards voluntary retirement scheme are charged to the Statement of Profit and Loss immediately.

(h) Foreign currency transactions:

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. At the year end, all the monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences resulting from the settlement of such transactions and from the translation of such monetary assets and liabilities at the year end are recognised in the Statement of Profit and Loss.

The Company uses derivative financial instruments such as forward exchange contracts and currency option contracts to hedge its risks associated with foreign currency fluctuations.

Forward exchange contracts outstanding as at the year end on account of firm commitments/ highly probable forecast transactions and currency option contracts are marked to market and the resultant loss, if any, is recognised in the Statement of Profit and Loss.

(i) Leases:

(i) Finance leases

Leases in which the Company has significant portion of the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are capitalised at the lower of the fair value of the leased assets at the inception of the lease term and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

(ii) Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease expense/ income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

(j) Income tax :

(i) Current tax:

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax:

Deferred income tax is recognised on all timing differences at the balance sheet date between taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax.

(k) Impairment of assets:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent the carrying amount exceeds recoverable amount.

(l) Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

Contingent liabilities are disclosed 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 or a reliable estimate of the amount cannot be made.

(m) Research and development:

Expenditure incurred in research phase is expensed as incurred. Development related expenditure is capitalised as an internally generated intangible asset only if it meets the recognition criteria under Accounting Standard 26 on Intangible Assets, which inter-alia includes demonstration of technical feasibility, generation of future economic benefits etc. Expenditure that cannot be distinguished between research phase and development phase is expensed as and when incurred.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(n) Grants Received:

Grants and subsidies from the government are recognised if the following conditions are satisfied, (i) there is reasonable assurance that the Company will comply with the conditions attached to it, and (ii) such benefits are earned and reasonable certainty exists of the collection.

Government grants or subsidies given with reference to the total investment in an undertaking or setting up of new industrial undertaking is treated as grant in the nature of promoters' contribution and hence credited directly to capital reserve. The said capital reserve is not available for distribution of dividend.

Government grants that are receivable as compensation for expenses or losses or for the purpose of giving financial support to the Company with no further related cost are treated as revenue in nature. Such grants are recognised in the Statement of Profit and Loss when they become receivable.

(o) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses/income".

(p) Cash and cash equivalents:

Cash and cash equivalents includes cash and cheques on hand, demand deposits with banks, fixed deposits and other short-term highly liquid investments with original maturities of three months or less.

Note 3 : Share capital

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
<i>Authorised</i>				
Equity shares of ₹10/- each	38,051,460	381	38,051,460	381
<i>Issued, Subscribed and fully Paid up</i>				
Equity shares of ₹10/- each	31,398,900	314	31,398,900	314

(a) Reconciliation of the number of shares:

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year/period	31,398,900	314	31,398,900	314
Balance at the end of the year/period	31,398,900	314	31,398,900	314

(b) Rights, preferences and restrictions attached to shares:

The Equity shares of the Company, having nominal value of ₹10/- per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

(c) Equity shares held by the holding company:

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Robert Bosch GmbH, Federal Republic of Germany, the holding company	22,349,420	223	22,349,420	223

(d) Details of Equity shares held by shareholders holding more than 5% of the aggregate equity share in the Company:

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	% of shareholding	Number of shares	% of shareholding
Robert Bosch GmbH, Federal Republic of Germany, the holding company	22,349,420	71.18%	22,349,420	71.18%

(e) There are no shares reserved for issue under options and contracts/commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash, or by way of bonus shares or shares bought back.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 4 : Reserves and surplus

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Capital Reserve		
Balance at the beginning of the year/period	1,859	1,497
Additions during the year/period [refer note (a) below]	171	362
Balance at the end of the year/period	2,030	1,859
Share Premium		
Balance at the beginning and at the end of the year/period	8	8
Capital Redemption Reserve		
Balance at the beginning and at the end of the year/period	67	67
General Reserve		
Balance at the beginning of the year/period	42,060	40,723
Add: Transfer from surplus in statement of profit and loss	-	1,337
Balance at the end of the year/period	42,060	42,060
Surplus in Statement of Profit and Loss		
Balance at the beginning of the year/period	29,162	20,334
Add: Profit for the year/period	12,459	13,377
Less: Appropriations		
Proposed final dividend on equity share [₹ 85/- (2014-15: ₹ 85/-) per equity share]	(2,669)	(2,669)
Dividend distribution tax on proposed dividend	(543)	(543)
Transfer to General reserve	-	(1,337)
Balance at the end of the year/period	38,409	29,162
	82,574	73,156

(a) Addition to capital reserve represents subsidy received/ accrued during the year/period (net of taxes) under the Package Scheme of Incentives, 2001 from the Government of Maharashtra.

Note 5 : Long-term borrowings

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Unsecured:		
Sales tax deferral loan [refer note (a) below]	191	542
	191	542

(a) Terms of repayment for unsecured borrowings :

Borrowings

- Interest free Sales tax deferral loan
 - State Government of Maharashtra
 - State Government of Rajasthan

Terms of repayment

Repayable in 5 equal annual installments for various schemes starting January 2009 onwards.

Repayable in 10 half-yearly equal installments starting January 2012 onwards.

Note 6 : Other long-term liabilities

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Other liabilities (indirect taxes, retention money, etc.)	553	483
	553	483

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 7 : Long-term provisions		[₹ in Millions (Mio INR)]	
	As at March 31, 2016	As at March 31, 2015	
Provision for employee benefits	3,773	4,300	
Trade demand and others [refer note 10(a)]	2	2	
	3,775	4,302	

Note 8 : Trade payables		[₹ in Millions (Mio INR)]	
	As at March 31, 2016	As at March 31, 2015	
Dues of Micro Enterprises and Small Enterprises [refer note (a) below]	159	259	
Other trade payables	12,970	11,807	
	13,129	12,066	

(a) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006.

		[₹ in Millions (Mio INR)]	
	As at March 31, 2016 and for the year ended March 31, 2016	As at March 31, 2015 and for the fifteen months period ended March 31, 2015	
(i) The amount due and remaining unpaid as at the balance sheet date			
- Principal	118	229	
- Interest thereon	1	3	
(ii) The amount of principal and interest paid beyond due date during the year/period			
- Principal	961	570	
- Interest thereon	-	-	
(iii) Interest due on principal amounts paid beyond the due date during the year/period but without interest	10	8	
(iv) Interest accrued and remaining unpaid as at balance sheet date	41	30	
(v) Total interest due but not paid for the earlier years	30	19	

Note 9 : Other current liabilities		[₹ in Millions (Mio INR)]	
	As at March 31, 2016	As at March 31, 2015	
Current maturities of long-term debt [refer note 5 (a)]	351	567	
Unpaid dividend [refer note (a) below]	30	25	
Advance from customers	251	357	
Statutory dues	706	605	
Book overdraft	26	13	
Other payables (include employee dues, towards purchase of fixed assets, etc.)	2,972	2,868	
	4,336	4,435	

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year/period end.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 10 : Short-term provisions

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Provision for employee benefits	2,575	1,936
Trade demand and others [refer note (a) below]	2,332	1,874
Warranty [refer note (a) below]	1,284	1,358
Provision for tax [net of advance tax paid Mio INR 20,293 (2014-15: Mio INR 19,073)]	762	630
Proposed final dividend [refer note (b) below]	2,669	2,669
Dividend distribution tax	543	543
	10,165	9,010

(a) Disclosure under Accounting Standard(AS) 29 on “Provisions, Contingent Liabilities and Contingent Assets” :

[₹ in Millions (Mio INR)]

Description	As at April 1, 2015	Additions during the year/period	Utilised/ Reversed during the year/ period	As at March 31, 2016
Trade demand and others [note (i) below]	1,876	1,537	1,079	2,334
	(1,519)	(1,379)	(1,022)	(1,876)
Warranty [note (ii) below]	1,358	524	598	1,284
	(1,165)	(1,278)	(1,085)	(1,358)

(i) Nature of the provision has not been given on the grounds that it can be expected to prejudice the interests of the Company. Due to the very nature of such provisions, it is not possible to estimate the timing/ uncertainties relating to their outflows.

(ii) Warranty estimates are established using historical information on the nature, frequency and average cost of warranty claims and also management estimates regarding possible future outflow on servicing the customers for any corrective action in respect of product failure which is generally expected to be settled within a period of 1 to 3 years.

(iii) Figures in bracket relate to previous period.

(b) Proposed final dividend :

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Proposed final dividend for the year/period on Equity share of ₹10/- each		
Amount of dividend proposed	2,669	2,669
Dividend per Equity share (₹)	85	85

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 11 : Fixed assets

[₹ in Millions (Mio INR)]

Particulars	Gross Block			Depreciation/ Amortisation				Net Block		
	As at April 1, 2015	Additions	Deductions / Adjustments	As at March 31, 2016	As at April 1, 2015	For the year/period	Deductions / Adjustments	As at March 31, 2016	As at March 31, 2015	
(i) Tangible assets:										
Land - Freehold	127	-	-	127	-	-	-	-	127	127
	(65)	(62)	(-)	(127)	(-)	(-)	(-)	(-)	(127)	(65)
- Leasehold	1,522	176	-	1,698	45	10	-	55	1,643	1,477
	(1,479)	(43)	(-)	(1,522)	(33)	(12)	(-)	(45)	(1,477)	(1,446)
Buildings [refer note (a) below]	3,895	1,715	5	5,605	1,571	388	1	1,958	3,647	2,324
	(2,686)	(1,218)	(9)	(3,895)	(1,304)	(273)	(6)	(1,571)	(2,324)	(1,382)
Buildings - R & D*	205	5	-	210	205	0	-	205	5	-
	(187)	(12)	(-6)	(205)	(187)	(12)	(-6)	(205)	(-)	(-)
Plant and machinery	37,618	3,350	797	40,171	32,183	3,150	783	34,550	5,621	5,435
	(34,341)	(4,100)	(823)	(37,618)	(28,205)	(4,785)	(807)	(32,183)	(5,435)	(6,136)
Plant and machinery - R & D*	2,445	133	3	2,575	2,445	133	3	2,575	-	-
	(2,345)	(126)	(26)	(2,445)	(2,345)	(126)	(26)	(2,445)	(-)	(-)
Office equipment	712	53	49	716	620	67	47	640	76	92
	(695)	(40)	(23)	(712)	(589)	(54)	(23)	(620)	(92)	(106)
Office equipment - R & D*	56	1	-	57	56	1	-	57	-	-
	(36)	(5)	(-15)	(56)	(36)	(5)	(-15)	(56)	(-)	(-)
Furniture and fixtures	611	80	52	639	527	49	52	524	115	84
	(592)	(45)	(26)	(611)	(493)	(59)	(25)	(527)	(84)	(99)
Furniture and fixtures - R & D*	34	0	2	32	34	0	2	32	-	-
	(59)	(2)	(27)	(34)	(59)	(2)	(27)	(34)	(-)	(-)
Vehicles	586	75	31	630	450	81	29	502	128	136
	(506)	(103)	(23)	(586)	(376)	(94)	(20)	(450)	(136)	(130)
Vehicles - R & D*	30	1	0	31	30	1	0	31	-	-
	(28)	(1)	(-1)	(30)	(28)	(1)	(-1)	(30)	(-)	(-)
Total	47,841	5,589	939	52,491	38,166	3,880	917	41,129	11,362	9,675
	(43,019)	(5,757)	(935)	(47,841)	(33,655)	(5,423)	(912)	(38,166)	(9,675)	(9,364)
(ii) Intangible assets (acquired) :										
Know-how, business	65	-	-	65	64	1	-	65	-	1
	(65)	(-)	(-)	(65)	(49)	(15)	(-)	(64)	(1)	(16)
Dealership and networking	2	-	-	2	2	-	-	2	-	-
	(2)	(-)	(-)	(2)	(1)	(1)	(-)	(2)	(-)	(1)
Total	67	-	-	67	66	1	-	67	-	1
	(67)	(-)	(-)	(67)	(50)	(16)	(-)	(66)	(-)	(17)
(iii) Capital work-in-progress									1,507	2,760
									12,869	12,436

* Relating to certain DSIR approved R&D facilities, considered eligible for Income tax benefit.

- (a) Buildings include Mio INR 0 (2014-15: Mio INR 0) being the value of shares in co-operative housing societies.
- (b) As required under Schedule II to the Companies Act 2013, the Company has reassessed the useful life of its fixed assets. Consequently, for certain categories of fixed assets, useful lives have been revised. The impact of such change in useful lives for the year is not considered material.
- (c) Figures in brackets relate to previous period.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated)

[₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
A. Investment property :				
Land and buildings			2,385	851
Add: Capital work-in-progress			6	1,083
Less: Accumulated depreciation			(605)	(536)
Net block (Total - A)			1,786	1,398
B. Trade investments :				
Investment in equity instruments :				
Associate (also a fellow subsidiary):				
Newtech Filter India Private Limited				
Equity shares of ₹10/- each fully paid	17,500,000	17,500,000	175	175
Subsidiary :				
MICO Trading Private Limited				
Equity shares of ₹10/- each fully paid	100,000	100,000	1	1
Total - B			176	176
C. Non-trade investments :				
(a) Investment in equity instruments :				
ICICI Bank Limited (Quoted)				
Equity shares of ₹2/- each fully paid	2,185,550	2,185,550	16	16
Housing Development Finance Corporation Limited (Quoted)				
Equity shares of ₹2/- each fully paid	3,404,800	3,404,800	14	14
HDFC Bank Limited (Quoted)				
Equity shares of ₹2/- each fully paid	188,500	188,500	0	0
(b) Investment in bonds (Quoted) :				
India Infrastructure Finance Corporation Limited				
8.41% Tax Free secured bonds of ₹1,000/- each	100,000	100,000	101	101
8.16% Tax Free secured bonds of ₹1,000/- each	850,000	850,000	850	850
Indian Railway Finance Corporation Limited				
7.55% Tax Free secured bonds of ₹100,000/- each	200	200	19	19
8.00% Tax Free secured bonds of ₹1,000/- each	54,445	54,445	54	54
8.23% Tax Free secured bonds of ₹1,000/- each	1,500,000	1,500,000	1,500	1,500
6.70% Tax Free secured bonds of ₹100,000/- each	5,000	5,000	497	496
7.07% Tax Free secured bonds of ₹1,000/- each	90,600	-	91	-
Power Finance Corporation Limited				
8.20% Tax Free secured bonds of ₹1,000/- each	71,197	71,197	71	71
National Highway Authority of India Limited				
8.20% Tax Free secured bonds of ₹1,000/- each	433,981	433,981	432	432
7.14% Tax Free secured bonds of ₹1,000/- each	85,709	-	86	-
National Thermal Power Corporation Limited				
8.19% Tax Free secured bonds of ₹1,000,000/- each	400	400	400	400
7.11% Tax Free secured bonds of ₹1,000/- each	37,474	-	37	-
National Housing Bank				
8.25% Tax Free secured bonds of ₹5,000/- each	63,843	63,843	319	319
Rural Electrification Corporation Limited				
8.19% Tax Free secured bonds of ₹1,000/- each	750,000	750,000	750	750

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated)[Contd.]

[₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
(c) Investment in Mutual Funds (Quoted) :				
ICICI Prudential Mutual Fund				
ICICI Prudential FMP Series 75 - 1100 Days Plan N Growth Option of ₹10/- each	25,000,000	25,000,000	250	250
ICICI Prudential FMP Series 76 - 1100 Days Plan G Growth Option of ₹10/- each	20,000,000	20,000,000	200	200
ICICI Prudential FMP Series 76 - 1142 Days Plan M Growth Option of ₹10/- each	15,000,000	15,000,000	150	150
ICICI Prudential FMP Series 76 - 1100 Days Plan T Growth Option of ₹10/- each	30,000,000	30,000,000	300	300
ICICI Prudential FMP Series 76 - 1108 Days Plan V Growth Option of ₹10/- each	5,000,000	5,000,000	50	50
ICICI Prudential FMP Series 76 - 1127 Days Plan W Growth Option of ₹10/- each	25,000,000	-	250	-
ICICI Prudential FMP Series 76 - 1135 Days Plan Z Growth Option of ₹10/- each	25,000,000	-	250	-
ICICI Prudential FMP Series 77 - 1132 Days Plan A Growth Option of ₹10/- each	10,000,000	-	100	-
ICICI Prudential FMP Series 77 - 1130 Days Plan D Growth Option of ₹10/- each	30,000,000	-	300	-
ICICI Prudential FMP Series 77 - 1134 Days Plan H Growth Option of ₹10/- each	10,000,000	-	100	-
ICICI Prudential FMP Series 77 - 1151 Days Plan S Growth Option of ₹10/- each	15,000,000	-	150	-
ICICI Prudential FMP Series 78 - 1212 Days Plan A Growth Option of ₹10/- each	20,000,000	-	200	-
ICICI Prudential FMP Series 78 - 1190 Days Plan E Growth Option of ₹10/- each	15,000,000	-	150	-
ICICI Prudential FMP Series 78 - 1185 Days Plan F Growth Option of ₹10/- each	20,000,000	-	200	-
ICICI Prudential FMP Series 78 - 1170 Days Plan I Growth Option of ₹10/- each	20,000,000	-	200	-
ICICI Prudential FMP Series 78 - 1168 Days Plan J Growth Option of ₹10/- each	15,000,000	-	150	-
ICICI Prudential Flexible Income - Regular Plan - Growth Units of ₹100/- each of Liquid Fund	2,334,094	2,334,094	450	450
ICICI Prudential Flexible Income Plan - Direct Plan - Growth Units of ₹100/- each of Liquid Fund	2,791,471	2,791,471	650	650
ICICI Prudential Short Term - Direct Plan - Growth Option Units of ₹10/- each	30,952,115	30,952,115	800	800
HDFC Mutual Fund				
HDFC FMP 367 days April 2014 (1) - Series 31 - Regular - Growth Units of ₹10/- each	18,000,000	-	180	-
HDFC FMP 366 days May 2014 (1) - Series 31 - Direct - Growth Units of ₹10/- each	20,000,000	-	200	-
HDFC FMP 1157 days February 2015 (1) - Growth Option of ₹10/- each	35,000,000	35,000,000	350	350
HDFC FMP 1112 days June 2015 (1) - Direct - Growth Series 33 Units of ₹10/- each	20,000,000	-	200	-
HDFC FMP 1108 days September 2015 (1) - Direct - Growth Series 34 Units of ₹10/- each	10,000,000	-	100	-
HDFC FMP 1111 days November 2015 (1) - Direct - Growth - Series 34 Units of ₹10/- each	15,000,000	-	150	-

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated)[Contd.]

[₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
HDFC FMP 1105 days December 2015 (1) - Direct - Growth - Series 35 Units of ₹10/- each	10,000,000	-	100	-
HDFC FMP 1183 days January 2016 (1) - Direct - Growth - Series 35 Units of ₹10/- each	10,000,000	-	100	-
HDFC FMP 1167 days January 2016 (1) - Direct - Growth - Series 35 Units of ₹10/- each	10,000,000	-	100	-
HDFC FMP 1155 days February 2016 (1) - Direct - Growth - Series 35 Units of ₹10/- each	15,000,000	-	150	-
HDFC FMP 1132 days February 2016 (1) - Direct - Growth - Series 35 Units of ₹10/- each	10,000,000	-	100	-
HDFC Cash Management - Treasury Advantage Plan - Growth Units of ₹10/- each of Liquid Fund	12,452,990	12,452,990	250	250
HDFC Floating Rate Income Fund - Short Term Plan - Growth - Direct Plan Units of ₹10/- each	16,821,282	16,821,282	400	400
HDFC Short Term Plan - Direct Plan - Growth Option units of ₹10/- each	4,433,056	4,433,056	100	100
HDFC High Interest Fund - Direct Plan - Short Term Plan - Growth Option units of ₹10/- each	23,986,704	23,986,704	650	650
HDFC Medium Term opportunities Fund - Growth - Regular - Units of ₹10/- each	56,862,363	56,862,363	800	800
DHFL Pramerica Mutual Fund				
DHFL Pramerica FMP Series 87 - Direct Plan - Growth option Units of ₹10/- each	35,000,000	35,000,000	350	350
DHFL Pramerica FMP Series 91 - Direct Plan - Growth option Units of ₹10/- each	25,000,000	-	250	-
DHFL Pramerica Ultra short term Fund - Growth option Units of ₹10/- each	23,219,095	23,219,095	250	250
DHFL Pramerica Short Maturity Fund - Direct Plan - Growth Option Units of ₹10/- each	32,558,404	32,558,404	800	800
DHFL Premier Bond Fund - Direct Plan - Growth Option units of ₹10 each	12,493,004	12,493,004	250	250
State Bank Mutual Fund				
SBI Debt Fund Series - A18 - 366 Days - Direct - Growth Option of ₹10/- each	11,916,548	-	119	-
SBI Debt Fund Series - A24 - 366 Days - Direct - Growth Option of ₹10/- each	10,000,000	-	100	-
SBI Debt Fund Series- A28 - 367 Days - Direct - Growth Option of ₹10/- each	10,000,000	-	100	-
SBI Debt Fund Series B - 8 (1105 Days) Growth Option of ₹10/- each	25,000,000	25,000,000	250	250
SBI Debt Fund Series B - 9 (1105 Days) Growth Option of ₹10/- each	50,000,000	50,000,000	500	500
SBI Debt Fund Series B - 16 (1100 Days) - Direct Plan - Growth of ₹10/- each	20,000,000	-	200	-
SBI Debt Fund Series B - 17 (1100 Days) - Direct Plan - Growth of ₹10/- each	10,000,000	-	100	-
SBI Debt Fund Series B - 18 (1100 Days) - Direct Plan - Growth of ₹10/- each	15,000,000	-	150	-
SBI Debt Fund Series B - 19 (1100 Days) - Direct Plan - Growth of ₹10/- each	10,000,000	-	100	-

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated)[Contd.]

[₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
SBI Debt Fund Series B - 20 (1100 Days) - Direct Plan - Growth of ₹10/- each	10,000,000	-	100	-
SBI Debt Fund Series B - 26 (1100 Days) - Direct Plan - Growth of ₹10/- each	25,000,000	-	250	-
SBI Debt Fund Series B - 28 (1100 Days) - Direct Growth of ₹10/- each	12,000,000	-	120	-
SBI Debt Fund Series B - 31 (1200 Days) - Direct Growth of ₹10/- each	15,000,000	-	150	-
SBI ultra Short Term Debt Fund - Direct Plan - Growth Units of ₹1,000/- each of Liquid Fund	659,506	659,506	1,050	1,050
SBI Short Term Debt Fund - Direct Plan - Growth Units of ₹10/- each	78,767,786	78,767,786	1,161	1,162
UTI Mutual Fund				
UTI Fixed Term Income Fund Series XVIII - XII - Direct Growth Plan Option of ₹10/- each	25,000,000	-	250	-
UTI Fixed Term Income Fund Series - XVIII - XIII - Direct Growth Plan Option of ₹10/- each	30,000,000	-	300	-
UTI Fixed Term Income Fund Series XIX - IV - Direct Growth Plan Option of ₹10/- each	15,000,000	-	150	-
UTI Fixed Term Income Fund Series XXII - III (1099 days) - Direct Growth Plan Option of ₹10/- each	20,000,000	-	200	-
UTI Fixed Term Income Fund Series XXII - IX (1098 days) - Direct Growth Plan Option of ₹10/- each	65,000,000	-	650	-
UTI Fixed Term Income Fund Series - XXIII - VII (1098 days) - Direct Growth Plan Option of ₹10/- each	50,000,000	-	500	-
UTI Fixed Term Income Fund Series XXIII - XI (1100 days) - Direct Growth Plan Option of ₹10/- each	13,000,000	-	130	-
UTI Fixed Term Income Fund Series XXIV - VI (1181 days) - Direct Growth Plan Option of ₹10/- each	10,000,000	-	100	-
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Growth Units of ₹1,000/- each of Liquid Fund	879,403	879,403	1,500	1,500
UTI Treasury Advantage Fund - Institutional Plan - Growth - Regular Units of ₹1,000/- each of Liquid Fund	181,942	-	350	-
UTI Short Term Income Fund - Growth - Institutional Option - Direct Plan - Growth Units of ₹10/- each	25,684,642	25,684,642	400	400
DSP BlackRock Mutual Fund				
DSP BlackRock Money Manager Fund - Growth - Direct Units of ₹1,000/- each	515,761	515,761	950	950
IDFC Mutual Fund				
IDFC Fixed Term Plan - Series 108 (1144 Days) Units of ₹10/- each of Liquid Fund	15,000,000	-	150	-
IDFC Ultra Short Term Fund - Growth - Direct units of ₹10/- each of Liquid Fund	24,662,395	24,662,395	450	450
IDFC Ultra Short Term Fund - Growth - Regular units of ₹10/- each of Liquid Fund	7,804,289	7,804,289	150	150
IDFC Super Saver Income Fund - Short Term - Direct Plan - Growth units of ₹10/- each	69,508,942	66,286,524	1,820	1,720
IDFC Dynamic Bond Fund - Growth - Direct Plan units of ₹10/- each	37,675,248	37,675,248	550	550

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated)[Contd.]

[₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
IDFC Super Saver Income Fund - Medium Term - Direct Plan - Growth units of ₹10/- each	13,118,625	13,118,625	300	300
Tata Mutual Fund				
Tata Floater Fund - Direct Plan - Growth Units of ₹1,000/- each of Liquid Fund	521,988	287,320	1,100	600
Tata Short Term Bond Fund - Growth - Direct Units of ₹10/- each	52,754,903	52,754,903	1,350	1,350
Birla Mutual Fund				
Birla Sun Life Fixed Term Plan - Series MP (1141 days) - Growth Direct Units of ₹10/- each	35,000,000	-	350	-
Birla Sun Life Fixed Term Plan - Series MR (1153 days) - Growth Direct Units of ₹10/- each	20,000,000	-	200	-
Birla Sun Life Fixed Term Plan - Series MX(1128 days) - Growth Regular Units of ₹10/- each	35,000,000	-	350	-
Birla Sun Life Fixed Term Plan - Series MY (1107 days) - Growth Direct Units of ₹10/- each	30,000,000	-	300	-
Birla Sun Life Fixed Term Plan - Series NI (1163 days) - Growth Regular Units of ₹10/- each	25,000,000	-	250	-
Birla Sun Life Short Term Fund - Growth - Regular Plan Units of ₹10/- each	25,803,104	22,950,683	1,218	1,068
Birla Sun Life Short Term Fund - Direct - Growth - Plan Units of ₹10/- each	16,354,997	9,142,383	850	450
Birla Sunlife Treasury Optimizer Plan - Growth - Direct Plan units of ₹100 each	891,278	891,278	150	150
Total - C			35,435	24,672
Total (A + B + C)			37,397	26,246
Aggregate amount of quoted investments			35,435	24,672
Market value of quoted investments			44,645	32,210
Aggregate amount of unquoted investments			176	176
Aggregate value of investment property			1,786	1,398
Aggregate provision for diminution in the value of investments			-	-

Note 13 : Deferred tax assets (net)

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Difference between books and Income tax written down value of depreciable fixed asset	2,995	2,832
Expenses debited to the Statement of Profit and Loss in a year but allowable as deductible expenses for tax purposes in the subsequent years as reduced by the claims allowable in the current year in respect of such expenses on a payment basis	1,533	1,340
	4,528	4,172

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 14 : Long-term loans and advances (Unsecured, considered good)

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Capital advances	109	297
Security deposits	409	394
Loans to related parties (refer note 35)	700	950
Others (employee advances, etc.) (refer note 42)	490	548
	1,708	2,189

Note 15 : Other non-current assets

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Bank Deposit accounts (original maturity of more than 12 months)	100	-
	100	-

Note 16 : Current investments (valued at cost and fair value, whichever is less)

[₹ in Millions (Mio INR)]

Description	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
A. Non-trade investments:				
(a) Investment in bonds: (Quoted)				
Indian Railway Finance Corporation Limited (Quoted) 6.05% Tax Free secured bonds of ₹100,000/- each	-	200	-	20
(b) Investment in mutual funds: (Quoted)				
Birla Sunlife Mutual Fund				
Birla Sunlife Fixed Term Plan - Series KZ - Growth Option of ₹10/- each	-	20,000,000	-	200
Birla Sunlife Cash Plus Fund - Growth - Direct Option of ₹100/- each	-	446,191	-	100
DSP BlackRock Mutual Fund				
DSP BlackRock Fixed Maturity Plan - Series 154 (12.5Months) - Growth Option of ₹10/- each	-	20,000,000	-	200
HDFC Mutual Fund				
HDFC Fixed Maturity Plan - Series 31 (367 Days) - Growth Option of ₹10/- each	-	18,000,000	-	180
HDFC Fixed Maturity Plan - Series 31 (366 Days) May 2014 (1) - Growth Option of ₹10/- each	-	20,000,000	-	200
State Bank of India Mutual Fund				
SBI Debt Fund - Series A 14 (380 Days) - Growth Option of ₹10/- each	-	15,000,000	-	150
SBI Debt Fund - Series A 18 (366 Days) - Growth Option of ₹10/- each	-	20,000,000	-	200
SBI Debt Fund - Series A 24 (366 Days) - Growth Option of ₹10/- each	-	10,000,000	-	100
SBI Debt Fund - Series A 28 (367 Days) - Growth Option of ₹10/- each	-	10,000,000	-	100
Tata Mutual Fund				
Tata Fixed Maturity Plan - Series 46 Scheme R (379 days maturity) - Growth Option of ₹10/- each	-	25,000,000	-	250
Tata Fixed Maturity Plan - Series 47 Scheme J (368 days maturity) - Growth Option of ₹10/- each	-	25,000,000	-	250

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 16 : Current investments (valued at cost and fair value, whichever is less)[Contd.]

[₹ in Millions (Mio INR)]

Description	Number		Amount	
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
UTI Mutual Fund				
UTI Fixed Income Fund - Series XVIII - XII (366 days) - Growth Option of ₹10/- each	-	25,000,000	-	250
UTI Fixed Income Fund - Series XVIII - XIII (366 days) - Growth Option of ₹10/- each	-	30,000,000	-	300
UTI Fixed Income Fund - Series XIX - IV (366 days) - Growth Option of ₹10/- each	-	15,000,000	-	150
Total			-	2,650
Aggregate amount of quoted investments			-	2,650
Market value of quoted investments			-	2,866

Note 17 : Inventories (at lower of cost and net realisable value)

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Raw materials	2,688	2,927
Work-in-progress (refer note 46)	1,321	1,407
Finished goods (refer note 45)	3,307	4,126
Stock-in-trade (refer note 45)	3,989	3,673
Stores and spares	284	267
Loose tools	402	362
	11,991	12,762

(a) Inventory includes the following as goods-in-transit

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Raw materials	834	670
Stock-in-trade	1,119	1,074
Loose tools	12	36
	1,965	1,780

Note 18 : Trade receivables

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
<i>Unsecured, considered good</i>		
Outstanding for a period exceeding six months from the date they are due for payment	688	621
Others (refer note (a) below)	12,474	11,256
	13,162	11,877
<i>Unsecured, considered doubtful</i>		
Outstanding for a period exceeding six months from the date they are due for payment	558	404
Others	-	-
	558	404
	13,720	12,281
Less: Provision for doubtful debts	(558)	(404)
	13,162	11,877

(a) Includes dues from private companies where directors are interested amounting to Mio INR 114 (2014-15: Mio INR 92)

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 19 : Cash and bank balances

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents		
Cash on hand	0	0
Cheques on hand	313	369
Bank balances		
Current accounts	384	345
Deposit accounts (original maturity of less than 3 months)	288	590
Other bank balances		
Deposit accounts (original maturity of more than 3 months but less than 12 months)	17,300	17,631
Unpaid dividend accounts	30	25
	18,315	18,960

Note 20 : Short-term loans and advances (Unsecured, considered good)

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Loan to related parties (refer note 35)	2,600	2,100
Inter corporate deposits	6,150	5,250
Balance with customs, excise and sales tax authorities, etc	2,916	2,397
Others (include employee advances, vendor advances, etc.) (refer note 42)	1,766	1,670
	13,432	11,417

Note 21 : Other current assets (Unsecured, considered good)

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Interest accrued on investments	188	184
Interest accrued on bank and inter corporate deposits	1,014	956
Other (include non-trade receivables, etc.)	333	459
	1,535	1,599

Note 22 : Sale of services

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Research and development income	1,352	1,478
Others	665	522
	2,017	2,000

Note 23 : Other operating revenue

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Scrap sales	190	288
Export incentives	469	513
Provision/ Liabilities no longer required written back	827	236
Miscellaneous income	485	404
	1,971	1,441

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 24 : Other income

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Interest income		
Bank and inter corporate deposits	2,090	2,449
Loans to related parties	352	414
Non-trade investments - long term	409	431
Others	284	180
Dividend from investments - long term	57	66
Profit on sale/ redemption of non trade investments (net)		
Long term	107	1,534
Current	12	11
Rent	493	556
Profit on sale of fixed assets (net)	22	12
	3,826	5,653

Note 25 : Cost of materials consumed

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Raw materials consumed (refer note 47)	32,312	38,796
Less: Issues capitalised	(127)	(77)
	32,185	38,719

(a) Cost of materials consumed is based on derived values.

Note 26 : Purchase of stock-in-trade

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Purchase of goods (refer note 44)	23,455	26,520
	23,455	26,520

Note 27 : Changes in inventories of finished goods, work-in-progress and stock-in-trade

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Opening stock		
Finished goods	4,126	3,800
Work-in-progress	1,407	1,250
Stock-in-trade	3,673	3,487
Closing stock		
Finished goods	3,307	4,126
Work-in-progress	1,321	1,407
Stock-in-trade	3,989	3,673
	589	(669)

(a) Includes excise duty on increase/ (decrease) of finished goods Mio INR (79) (2014-15: Mio INR 65)

Note 28 : Employee benefit expenses

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Salary, wages, bonus etc.	12,232	13,843
Contributions to provident and other funds	790	1,669
Staff welfare	910	1,119
	13,932	16,631

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 29 : Finance cost

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Interest - others	42	143
	42	143

Note 30 : Depreciation and amortisation expenses

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Depreciation expenses		
- Tangible assets [refer note 11 (i)]	3,880	5,423
- Intangible assets [refer note 11 (ii)]	1	16
- Investment property [refer note 12]	69	45
	3,950	5,484

Note 31 : Other expenses

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Consumption of stores and spares	850	1,029
Consumption of tools	1,954	1,989
Power and fuel	1,105	1,317
Repairs to plant and machinery	1,045	1,112
Repairs to building	426	608
Royalty and technical service fee	1,601	1,862
Rent	541	554
Rates and taxes	287	258
Insurance	131	118
Expenditure towards Corporate Social Responsibility [refer note (b) below]	197	103
Packing, freight and forwarding	1,699	2,178
Warranty and service expenses	332	488
Travelling and conveyance	973	1,045
Professional and consultancy charges	1,392	1,466
Advertisement and sales promotion expenses	1,154	1,317
Miscellaneous expenses [Refer note (a) below]	3,659	4,467
Less: Expenses capitalised	(136)	(70)
	17,210	19,841

(a) Miscellaneous expenses include :

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
(i) Remuneration to auditors (excluding service tax):		
Statutory audit fee [including relating to prior year Nil (2014-15: Mio INR 3)]	12	13
Tax account and audit fees [including relating to prior year Nil (2014-15: Mio INR 1)]	2	4
Other services [including relating to prior year Nil (2014-15: Mio INR 1)]	12	10
Reimbursement of expenses	0	1
(ii) Provision for doubtful debts	154	91
(iii) Bad debts written off	33	38
(iv) Premium paid on investment amortised	0	1
(v) Exchange loss [including exchange loss of Mio INR 4 (2014-15: Mio INR 10) on account of mark-to-market valuation of outstanding forward and option contracts]	153	250

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(b) Expenditure towards Corporate Social Responsibility :

- Gross amount required to be spent by the Company during the year is Mio INR 292.
- Amount spent during the year is Mio INR 197.

[₹ in Millions (Mio INR)]

Sr. No.	Particulars	In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	133	64	197

Note 32 : R & D expenses / (income) *

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
R & D Expenses :		
Cost of materials consumed	42	45
Employee benefit expenses	649	855
Other expenses	704	734
	1,395	1,634
R & D Income :		
Sale of services	(1,352)	(1,478)
Other income	0	(0)
	(1,352)	(1,478)

* Relating to certain DSIR approved R & D facilities, considered eligible for Income Tax benefit.

Note 33: Employee Retirement Benefits:

Disclosure on Retirement Benefits as required in Accounting Standard (AS) 15 on "Employee Benefits" are given below:

(a) Post Employment Benefit - Defined Contribution Plans

The Company has recognised an amount of Mio INR 315 (2014-15: Mio INR 355) as expense under the defined contribution plans in the Statement of Profit and Loss.

(b) Post Employment Benefit - Defined Benefit Plans

The Company makes annual contributions to the Bosch Employees' Gratuity Fund and makes monthly contributions to Bosch Employees (Bangalore) Provident Fund Trust and Bosch Workmen's (Nashik) Provident Fund Trust, funded defined benefit plans for qualifying employees. The Gratuity Scheme provides for lumpsum payment to vested employees at retirement/ death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs only upon completion of five years of service, except in case of death or permanent disability. The Provident Fund Scheme provides for lumpsum payment/ transfer to the member employees at retirement/ death while in employment or on termination of employment of an amount equivalent to the credit standing in his account maintained by the Trusts. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

[₹ in Millions (Mio INR)]

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Obligation at the beginning of the year/period	7,062	6,120	3,711	2,693
Service cost	346	350	158	270
Contributions from plan participants	831	789	-	-
Interest cost	564	711	276	288
Benefits paid	(884)	(1,072)	(341)	(391)
Actuarial (gains)/losses	(21)	114	(32)	851
Change in the reserves	-	-	-	-
Transfer In	53	50	-	-
Obligation at the end of the year/period	7,951	7,062	3,772	3,711

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(ii) Change in fair value of plan assets :

[₹ in Millions (Mio INR)]

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Plan assets at fair value at the beginning of the year/period	7,246	6,137	2,946	2,848
Expected return on plan assets	649	677	246	309
Actuarial gains/ (losses)	(272)	315	28	136
Transfer In	53	50	-	-
Contributions	1,177	1,139	763	44
Benefits paid	(884)	(1,072)	(341)	(391)
Plan assets at fair value at the end of the year/ period	7,969	7,246	3,642	2,946

(iii) Assets and Liabilities recognised in the Balance Sheet :

[₹ in Millions (Mio INR)]

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Present value of obligation at the end of the year/ period	7,951	7,062	3,772	3,711
Fair value of plan assets at the end of the year/ period	7,969	7,246	3,642	2,946
(Surplus)/ Deficit recognised in balance sheet (*)	(18)	(184)	130	765

(*) Surplus relating to Provident Fund is not recognised in the balance sheet as the plan assets belong to the Trusts.

(iv) Expenses recognised in the Statement of Profit and Loss :

[₹ in Millions (Mio INR)]

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Current service cost	346	350	158	270
Interest cost	564	711	276	288
Expected return on plan assets	(649)	(677)	(246)	(309)
Actuarial (gain)/ loss	251	(201)	(59)	715
Past service cost	-	-	-	-
Net cost	512	183	129	964

(v) Investment details :

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
	% Invested	% Invested	% Invested	% Invested
Government Securities (Central and State)	52	52	53	52
Corporate Bonds (including Public Sector bonds)	44	44	33	30
Mutual Funds	0	-	0	-
Cash and bank balances (including Special Deposits Scheme, 1975)	4	4	14	18
Others	-	-	-	-
Total	100	100	100	100

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(vi) Assumptions :

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Discount factor [refer note (a) below]	7.55%	7.80%	7.55%	7.80%
Estimated rate of return on plan assets [refer note (b) below]	7.55%	7.80%	7.55%	7.80%

(vii) Actual rate of return on plans assets :

	Provident Fund		Gratuity	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Actual rate of return on plan assets	8.81%	8.78%	9.16%	8.93%

(viii) Contribution expected to be paid to the Bosch Employees' Gratuity Fund within next year is Mio INR 225 (2014-15: Mio INR 249). Contribution expected to be paid to the Bosch Workmen (Bangalore) Provident Fund Trust and Bosch Workmen's (Nashik) Provident Fund Trust within the next year is Mio INR 397 (2014-15: Mio INR 379).

(ix) Net (asset)/ liability recognised in balance sheet in respect of Gratuity (including experience adjustment impact):

[₹ in Millions (Mio INR)]

	March 31, 2016	March 31, 2015	December 31, 2013	December 31, 2012	December 31, 2011
Present value of defined benefit obligation	3,772	3,711	2,693	2,944	2,583
Fair value of plan assets	3,642	2,946	2,848	2,623	2,313
(Surplus)/ Deficit recognised in balance sheet	130	765	(155)	321	270
Experience adjustment on plan assets [gain/ (loss)]	28	136	(25)	(13)	18
Experience adjustment on plan obligation [(gain)/ loss]	(32)	851	(445)	21	(4)

(x) Net (asset)/ liability in respect of Provident Fund (including experience adjustment impact):

[₹ in Millions (Mio INR)]

	March 31, 2016	March 31, 2015	December 31, 2013	December 31, 2012	December 31, 2011
Present value of defined benefit obligation	7,951	7,062	6,120	5,503	4,783
Fair value of plan assets	7,969	7,246	6,137	5,585	4,989
(Surplus)/ Deficit	(18)	(184)	(17)	(82)	(206)
Experience adjustment on plan assets [gain/ (loss)]	(272)	315	(55)	38	0
Experience adjustment on plan obligation [(gain)/ loss]	(21)	114	(180)	169	46

Notes:

- The discount rate is based on the prevailing market yield on Government Bonds as at the balance sheet date for the estimated term of obligations.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
- The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 34: Segmental Reporting :

The Company's operations predominantly relate to manufacturing and trading of automotive products. The Company is also manufacturing and/ or trading in industrial technology products, consumer goods and energy and building technology products which are non-automotive products. The risks and rewards associated with these two businesses are significantly different. Therefore, the primary segment consists of "Automotive Products" and "Others" which are essentially non-automotive products. Secondary segmental reporting is organised in two geographical segments, namely "India" and "Outside India".

The Accounting principles and policies adopted in the preparation of the financial statements are also consistently applied to record income/ expenditure and assets/liabilities in individual segments. The inter-segment sales are recorded at cost.

(a) Details of Primary Segment

[₹ in Millions (Mio INR)]

Business Segment	Automotive Products		Others		Eliminations		Consolidated Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Revenue								
Net sale of product	89,030	102,979	13,110	14,435	-	-	102,140	117,414
Sale of services	1,942	1,940	75	60	-	-	2,017	2,000
Other operating revenue	1,870	1,317	101	124	-	-	1,971	1,441
Inter-segment revenue	-	-	196	287	(196)	(287)	-	-
Total Revenue	92,842	106,236	13,482	14,906	(196)	(287)	106,128	120,855
Result								
Segment result	15,716	15,162	805	1,017	-	-	16,521	16,179
Less: Unallocated corporate expenses							(1,714)	(2,130)
Add: Other income							3,826	5,653
Less: Finance costs							(42)	(143)
Less: Tax expense (net)							(6,132)	(6,182)
Net Profit							12,459	13,377
Other Information								
Segment assets	36,897	36,094	5,581	5,381	-	-	42,478	41,475
Unallocated corporate assets							72,559	62,833
Total assets	36,897	36,094	5,581	5,381	-	-	115,037	104,308
Segment liabilities	23,608	22,825	3,277	3,321	-	-	26,885	26,146
Unallocated corporate liabilities							5,264	4,692
Total liabilities	23,608	22,825	3,277	3,321	-	-	32,149	30,838
Capital expenditure	3,426	3,860	303	228				
Depreciation and amortisation	3,571	5,097	155	143				

(b) Details of Secondary Segment

Revenue from geographical segment is based on location of its customers. Total carrying amount of assets and total cost incurred during the year/period to acquire fixed assets is based on geographical locations of the assets.

[₹ in Millions (Mio INR)]

Geographical Segment	Segment revenue		Carrying cost of assets		Capital expenditure	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
India	93,703	104,808	113,007	101,800	4,793	5,030
Outside India	12,425	16,047	2,030	2,508	-	-
Total	106,128	120,855	115,037	104,308	4,793	5,030

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 35: Related Party Disclosure :

(a) List of related parties

Holding Company : Robert Bosch GmbH, Federal Republic of Germany

Other related parties where transactions have taken place during the year/period :**Fellow Subsidiary Companies:**

Beissbarth GmbH, Germany
 Bosch (China) Investment Ltd., China
 Bosch (Zhuhai) Security Systems Co., Ltd., China
 Bosch Automotive Components (Changchun) Co., Ltd., China
 Bosch Automotive Diagnostics Equipment (Shenzhen) Ltd., China
 Bosch Automotive Diesel Systems Co., Ltd., China
 Bosch Automotive Electronics India Private Ltd., India
 Bosch Automotive Products (Changsha) Co., Ltd., China
 Bosch Automotive Products (Nanjing) Co., Ltd., China
 Bosch Automotive Products (Suzhou) Co., Ltd., China
 Bosch Automotive Service Solutions (Suzhou) Co., Ltd., China
 Bosch Automotive Service Solutions Corporation, Japan
 Bosch Automotive Service Solutions GmbH, Germany
 Bosch Automotive Service Solutions Inc., United States
 Bosch Automotive Service Solutions Ltd., United Kingdom
 Bosch Automotive Service Solutions Pty. Ltd., Australia
 Bosch Automotive Service Solutions S.A. de C.V., Mexico
 Bosch Automotive Service Solutions S.R.L., Italy
 Bosch Automotive Service Solutions SARL, France
 Bosch Automotive Thailand Co. Ltd., Thailand
 Bosch Car Multimedia Portugal, S.A., Portugal
 Bosch Chassis Systems India Ltd., India
 Bosch Corporation, Japan
 Bosch Diesel s.r.o., Czech Republic
 Bosch Electrical Drives Co., Ltd., Korea
 Bosch Electrical Drives India Private Ltd., India
 Bosch Energy and Building Solutions GmbH, Germany
 Bosch Engineering GmbH, Germany
 Bosch Fren Sistemleri Sanayi ve Ticaret A.S., Turkey
 Bosch Industriekessel GmbH, Germany
 Bosch Lawn and Garden Ltd., United Kingdom
 Bosch Packaging Services AG, Switzerland
 Bosch Packaging Systems AG, Switzerland
 Bosch Packaging Technology (Chengdu) Co., Ltd., China
 Bosch Packaging Technology (Hangzhou) Co., Ltd., China
 Bosch Packaging Technology (Singapore) PTE Ltd., Singapore
 Bosch Packaging Technology B.V., Netherlands
 Bosch Packaging Technology K.K., Japan
 Bosch Packaging Technology Limited, United Kingdom
 Bosch Packaging Technology, Inc., United States
 Bosch Power Tools (China) Ltd., China
 Bosch Rexroth (India) Private Ltd., India
 Bosch Rexroth AG, Germany
 Bosch Rexroth Ltd., United Kingdom
 Bosch Sanayi ve Ticaret A.S., Turkey
 Bosch Security Systems B.V., Netherlands
 Bosch Security Systems Inc., United States
 Bosch Sicherheitssysteme GmbH, Germany
 Bosch Sistemas De Frenado, S.L.U., Spain
 Bosch Software Innovations GmbH, Germany
 Bosch Solar Energy AG, Germany
 Bosch Solarthermie GmbH, Germany
 Bosch Solutions Serviços Automotivos Ltda., Brazil
 Bosch Termotecnologia, S.A., Portugal
 Bosch Technology Licensing Administration GmbH, Germany
 Bosch Thermotechnology (Beijing) Co., Ltd., China
 Bosch Trading (Shanghai) Co., Ltd., China
 Bosch Transmission Technology B.V., Netherlands
 Bosch Vietnam Co., Ltd., Vietnam
 BSH Home Appliances Private Limited, India
 BSH Household Appliances Manufacturing Private Ltd., India
 Centro Studi Componenti per Veicoli S.p.A., Italy
 DECA SRL, Italy
 ETAS Automotive India Private Ltd., India
 ETAS GmbH, Germany
 Freud S.p.A., Italy
 Guangzhou sia Abrasives Company Ltd., China
 Hüttlin GmbH, Germany
 Koller + Schwemmer GmbH, Germany
 Matra-Werke GmbH, Germany
 MIVIN Engineering Technologies Private Ltd., India
 Moehwald GmbH, Germany
 Moeller & Devicon A/S, Denmark
 Nippon Injector Corporation, Japan
 OOO Robert Bosch Saratow, Russian Federation
 OOO Robert Bosch, Russian Federation
 P.T. Robert Bosch, Indonesia
 Pharmatec GmbH, Germany
 Robert Bosch (Australia) Pty. Ltd., Australia
 Robert Bosch (Bangladesh) Ltd., Bangladesh
 Robert Bosch (France) S.A.S., France
 Robert Bosch (Malaysia) Sdn. Bhd., Malaysia
 Robert Bosch (Pty.) Ltd., South Africa
 Robert Bosch (South East Asia) Pte. Ltd., Singapore
 Robert Bosch A/S, Denmark
 Robert Bosch AG, Austria
 Robert Bosch Argentina Industrial S.A., Argentina
 Robert Bosch Automotive Steering LLC, United States
 Robert Bosch Automotive Steering Private Limited, India
 Robert Bosch Automotive Technologies (Thailand) Co., Ltd., Thailand
 Robert Bosch Battery Systems GmbH, Germany
 Robert Bosch Car Multimedia GmbH, Germany
 Robert Bosch Car Multimedia Holding GmbH, Germany
 Robert Bosch Company Ltd., China
 Robert Bosch d.o.o., Slovenia
 Robert Bosch Elektronik GmbH, Germany
 Robert Bosch Elektronika Gyártó Kft., Hungary
 Robert Bosch Elektrowerkzeuge GmbH, Germany
 Robert Bosch Energy and Body Systems Kft., Hungary
 Robert Bosch Engineering and Business Solutions Private Ltd., India
 Robert Bosch Engineering and Business Solutions Vietnam Co. Ltd., Vietnam
 Robert Bosch España Fábrica Castellet S.A.U., Spain
 Robert Bosch España Fábrica Madrid S.A.U., Spain
 Robert Bosch España Fábrica Treto S.A.U., Spain
 Robert Bosch España Gasoline Systems S.A.U., Spain
 Robert Bosch Fahrzeugelektrik Eisenach GmbH, Germany
 Robert Bosch Fuel Systems LLC, United States
 Robert Bosch Inc., Philippines
 Robert Bosch Korea Diesel Ltd., Korea
 Robert Bosch Korea Ltd., Korea
 Robert Bosch Licensing Administration C.V., Netherlands
 Robert Bosch LLC, United States
 Robert Bosch Ltd., Thailand
 Robert Bosch Ltda., Brazil
 Robert Bosch México S.A. de C.V., Mexico
 Robert Bosch México Sistemas Automotrices, S.A. de C.V., Mexico
 Robert Bosch Middle East FZE, United Arab Emirates
 Robert Bosch Packaging Technology B.V., Netherlands
 Robert Bosch Packaging Technology Inc., United States
 Robert Bosch Panama S.A., Panama
 Robert Bosch Power Tools Sdn. Bhd., Malaysia
 Robert Bosch Produktie N.V., Belgium
 Robert Bosch S. A., Chile
 Robert Bosch S.R.L., Romania
 Robert Bosch Sdn. Bhd., Malaysia
 Robert Bosch Sp. z o.o., Poland
 Robert Bosch Taiwan Co., Ltd., Taiwan
 Robert Bosch Tecnologia de Embalagem Ltda., Brazil
 Robert Bosch Tool Corporation, United States
 Robert Bosch, S. de R.L. de C.V., Mexico
 Robert Bosch, spol. s.r.o., Czech Republic
 SBM Schoeller-Bleckmann-Medizintechnik GmbH, Austria
 Scintilla AG, Switzerland
 sia Abrasives Industries AG, Switzerland
 sia Abrasives Inc. USA, United States
 Technologie Diesel e Sistemi Frenanti S.p.A., Italy
 Unipoint Electric MFG Co., Ltd., Taiwan
 United Automotive Electronic Systems Co., Ltd., China
 Weifu High Technology Co., Ltd., China

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Subsidiary Company : MICO Trading Private Limited, India

Associate (also a fellow subsidiary) : Newtech Filter India Private Limited, India

Other entity under the control of the company : Bosch India Foundation, India

Key Management Personnel: Dr. Steffen Berns, Mr. Soumitra Bhattacharya, Dr. Andreas Wolf (from March 1, 2015) and Mr. Franz Hauber (upto February 28, 2015)

Employees' Benefit Plans where there is significant influence: Bosch Employees' Gratuity Fund and Bosch Superannuation Fund Trust

Note : The information disclosed is based on the names of the parties as identified by the management.

(b) Related Party transactions/ balances - summary:

[₹ in Millions (Mio INR)]

Particulars	Holding Company	Fellow Subsidiary	Subsidiary/ Employees' Benefit plans where there is significant influence	Associate	Key Management Personnel	Other entity under the control of the company	Total
Net sale of product	4,856	3,147		2			8,005
	(5,153)	(4,526)		(-)			(9,679)
Sale of services	648	651		0			1,299
	(531)	(511)		(-)			(1,042)
Rent income		493					493
		(556)					(556)
Consideration towards sale of business	22	-					22
	(-)	(13)					(13)
Miscellaneous income (including reimbursements received)	84	512	-	22			618
	(118)	(461)	(0)	(33)			(612)
Interest earned		352					352
		(414)					(414)
Purchases of : Tangible assets	455	242					697
	(144)	(267)					(411)
Goods	11,293	10,082		571			21,946
	(12,216)	(11,419)		(703)			(24,338)
Dividend paid (cash basis)	1,900						1,900
	(1,229)						(1,229)
Services received: Royalty and technical service fee	-	1,597					1,597
	(255)	(1,607)					(1,862)
Professional, consultancy and other charges	1,456	1,099		-			2,555
	(1,610)	(1,055)		(13)			(2,678)
Liability written back		-					-
		(4)					(4)
Guarantees given on behalf of other entities		-					-
		(38)					(38)
Donation expense						64	64
						(33)	(33)
Loan given during the year/period (*)		950					950
		(-)					(-)
Loan repaid during the year/period		700					700
		(-)					(-)

(*) Against guarantee given by Robert Bosch GmbH, Federal Republic of Germany, the holding company.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

[₹ in Millions (Mio INR)]

Particulars	Holding Company	Fellow Subsidiary	Subsidiary/ Employees' Benefit plans where there is significant influence	Associate	Key Management Personnel	Other entity under the control of the company	Total
Loan to related parties (*)		3,300					3,300
		(3,050)					(3,050)
Trade receivables	621	991		2			1,614
	(648)	(1,409)		(-)			(2,057)
Non-trade receivables	10	264		3			277
	(62)	(305)		(2)			(369)
Contributions made to Employees' Benefit plans where there is significant influence			901				901
			(187)				(187)
Trade payables	2,875	4,851		66			7,792
	(3,502)	(3,590)		(35)			(7,127)
Other payables	71	45				64	180
	(30)	(4)				(33)	(67)
Managerial Remuneration: Dr. Steffen Berns					63		63
					(60)		(60)
Mr. Soumitra Bhattacharya					42		42
					(32)		(32)
Dr. Andreas Wolf (from March 1, 2015)					36		36
					(6)		(6)
Mr. Franz Hauber (upto February 28, 2015)					-		-
					(43)		(43)
Unpaid Bonus/ Commission as at year/period end					35		35
					(30)		(30)
Loan and Advances transactions : Loan/Advances given during the year/period					3		3
					(4)		(4)
Recovery during the year/period					4		4
					(4)		(4)
Amount outstanding at the year/period end					3		3
					(4)		(4)

Figures in brackets relate to previous period

(*) Against guarantee given by Robert Bosch GmbH, Federal Republic of Germany, the holding company.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(c) Names and details of fellow subsidiaries having transaction value in excess of 10% in line transactions during the year/period:
[₹ in Millions (Mio INR)]

Particulars	Name of the fellow Subsidiary	March 31, 2016	March 31, 2015
Rent income	Robert Bosch Engineering and Business Solutions Private Ltd., India	402	442
	Bosch Automotive Electronics India Private Ltd., India	91	114
Interest earned	Bosch Rexroth (India) Private Ltd., India	306	400
Purchase of goods	Bosch Automotive Electronics India Private Ltd., India	3,488	4,193
Professional, consultancy and other charges received	Robert Bosch Engineering and Business Solutions Private Ltd., India	803	577
Sale of services	Robert Bosch Automotive Steering LLC, United States	151	-
Miscellaneous income (including reimbursements received)	Bosch Automotive Diesel Systems Co., Ltd., China	70	-
	Robert Bosch Engineering and Business Solutions Private Ltd., India	101	141
	Bosch Automotive Electronics India Private Ltd., India	125	125
Royalty and Technical Service fee	Bosch Technology Licensing Administration GmbH., Germany	1,081	1,102
	Robert Bosch Licensing Administration C.V., Netherlands	502	468
Loan given	BSH Household Appliances Manufacturing Private Ltd., India	400	-
	Bosch Rexroth (India) Private Ltd., India	500	-
Loan repaid	Bosch Rexroth (India) Private Ltd., India	700	-
Contributions made	Bosch Employees' Gratuity Fund	763	44
	Bosch Superannuation Fund Trust	138	143

Note 36: Leases

Information on leases as per Accounting Standard(AS) 19 on "Accounting for Leases":

(a) Operating Lease Expense :

The Company has various operating leases for office facilities, guest houses and residential premises for employees that are renewable on a periodic basis. Rental expenses for operating leases recognised in the Statement of Profit and Loss for the year/period is Mio INR 541 (2014-15: Mio INR 554).

Disclosure in respect of Non-cancellable lease is as given below

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Future minimum lease payments		
- Not later than 1 year	123	90
- Later than 1 year and not later than 5 years	314	136
- Later than 5 years	61	5

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(b) Operating Lease Income :

The Company has leased out certain office spaces that are renewable on a periodic basis. All leases are cancellable with 3 months notice. Rental income received during the year/period in respect of operating lease is Mio INR 493 (2014-15: Mio INR 556). Details of assets given on operating lease as on March 31, 2016 are as below: [₹ in Millions (Mio INR)]

Particulars	Gross Block		Accumulated Depreciation		Written down value		Depreciation for the year/period	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Land	3	3	-	-	3	3	-	-
Buildings	2,382	848	605	536	1,777	312	69	45
Plant and machinery	749	501	497	443	252	58	56	63
Furniture and fixtures	49	51	49	50	0	1	0	0
Office equipment	35	36	35	34	0	2	1	1
Total	3,218	1,439	1,186	1,063	2,032	376	126	109

Note 37: Research and Development expenses

Total gross Research and Development expenditure recognised in the Statement of Profit and Loss (including amounts shown under Note 11 and Note 32 to the Financial Statements) amounts to Mio INR 1,746 (2014-15: Mio INR 2,152)

Note 38: Earnings Per Share

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Profit attributable to Equity Shareholders	12,459	13,377
Weighted average number of Equity Shares outstanding during the year/period	31,398,900	31,398,900
Nominal value of Equity Shares (₹)	10	10
Basic and Diluted earnings per Share (₹)	397	426

Note 39: Contingent liabilities

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Claims against the Company not acknowledged as debts:		
(a) Excise/ Customs		
Net of tax	0	0
Gross	0	0
(b) Income Tax	85	-

Note 40:

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of accounts.

Note 41: Capital commitment

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances)	2,280	2,524

Note 42:

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Advances include dues from directors and an officer of the Company	4	4

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 43: Particulars of Gross Sales

[₹ in Millions (Mio INR)]

Products	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Fuel Injection Equipment	45,912	49,297
Injectors, Nozzles and Nozzle holders	25,825	32,601
Starters and Generators	13,196	14,448
Portable Electric Power tools	7,879	9,951
Others	17,397	19,297
	110,209	125,594

Note 44: Purchase of stock-in-trade

[₹ in Millions (Mio INR)]

Products	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Fuel Injection Equipment	10,541	11,781
Injectors, Nozzles and Nozzle holders	1,020	1,537
Portable Electric Power Tools	4,425	5,101
Filter and Filter Inserts	2,218	2,813
Others	5,251	5,288
	23,455	26,520

Note 45: Closing stock of finished goods and stock-in-trade

[₹ in Millions (Mio INR)]

Products	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Fuel Injection Equipment	3,234	3,911
Injectors, Nozzles and Nozzle holders	758	1,014
Portable Electric Power Tools	1,377	1,274
Starters and Generators	808	602
Others	1,119	998
	7,296	7,799

Note 46: Closing stock of work-in-progress

[₹ in Millions (Mio INR)]

Products	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Fuel Injection Equipment	400	562
Injectors, Nozzles and Nozzle holders	331	403
Starters and Generators	88	86
Special Purpose Machinery	206	124
Packaging machines	188	113
Others	108	119
	1,321	1,407

Note 47: Cost of materials consumed

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Components [refer note (a) below]	32,185	38,719
	32,185	38,719

(a) No individual component is more than 10% of the total cost of materials consumed.

Notes to the Standalone Financial Statements for the year ended March 31, 2016

Note 48: Value of imported and indigenous raw materials, spares and components consumed [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016		For the fifteen months period ended March 31, 2015	
	%	Value	%	Value
Imported	38	13,426	37	14,924
Indigenous	62	21,905	63	25,411
	100	35,331	100	40,335

Note 49: C.I.F. value of imports [₹ in Millions (Mio INR)]

Products	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Raw materials	12,662	13,820
Components, spare parts, etc.,	991	1,104
Capital goods	1,365	649
Stock-in-trade	12,285	14,574
	27,303	30,147

Note 50: Expenditure in foreign currencies [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Royalty and Technical service fee	1,601	1,862
Professional fees, travelling, trainees' expenses etc.	2,179	2,316
	3,780	4,178

Note 51: Earnings in foreign currencies [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
F.O.B. value of exports	10,711	13,681
Sale of service and others	1,545	1,217
	12,256	14,898

Note 52: Remittances in foreign currency on account of dividends to non-resident shareholders [₹ in Millions (Mio INR)]

Particulars	No. of shareholders	No. of shares	Face Value (₹)	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Final 2013	1	22,349,420	10	-	1,229
Final 2014-15	1	22,349,420	10	1,900	-
				1,900	1,229

Note 53: Derivative instruments

The Company uses forward exchange and currency option contracts to hedge against its foreign currency exposures relating to firm commitments/ highly probable forecast transactions. The Company does not enter into derivative instruments for trading or speculative purposes.

(a) The foreign exchange contracts outstanding as at period end are as follows: [₹ in Millions (Mio INR)]

Import payments	As at March 31, 2016	As at March 31, 2015
Number of forward exchange contracts	9	14
INR/USD (value in Mio INR)	616	1,021
Number of currency option contracts	12	14
INR/USD (value in Mio INR)	831	902

Notes to the Standalone Financial Statements for the year ended March 31, 2016

(b) The net foreign currency receivable/ (payable) unhedged as at the year/period end are as follows:

[₹ in Millions (Mio INR)]

Currency	As at March 31, 2016	As at March 31, 2015
CHF	(6)	(7)
CNY	(74)	(1)
EUR	(2,373)	(1,937)
GBP	-	(2)
HKD	(1)	(5)
JPY	(53)	(65)
SEK	-	(1)
SGD	(362)	(336)
USD	(1,530)	(991)

Note 54: Exceptional items

Exceptional items represent one time changes in retirement benefits consequent to wage settlement during the previous period.

Note 55: Subsequent event

The Board of directors at its meeting held on February 5, 2016, approved in principle the transfer by way of sale of the Starter Motors and Generators business under the automotive products segment of the Company on a slump sale basis to a 100% subsidiary of Robert Bosch Starter Motor Generators Holding GmbH for a lump sum consideration of Mio INR 4,862 (to be adjusted for working capital changes) subject to approval of the shareholders.

Subsequent to the year end, the resolution in favour of the sale was passed by the shareholders by way of postal ballot and e-voting and the results were communicated to the stock exchange on April 4, 2016. The business transfer agreement is yet to be executed by the Company as on date. Sales for the business during the period is Mio INR 8,929 (2014-15: Mio INR 11,035) and the profits before tax is Mio INR 262 [2014-15: Mio INR (128)].

Note 56: Change in the financial year

During the previous year, the company has changed its accounting year to commence from April 1 of every year and to end on March 31 of following year to comply with the requirement of the Companies Act, 2013. Consequently, the previous accounting period was for fifteen months. Hence, the current year's figures are not comparable to those of the previous period.

Note 57: Previous period figures

Previous period's figures have been regrouped/ reclassified, wherever necessary, to conform to current year classification.

Note 58: Rounding off

Amounts mentioned as "0" in the financial statements denote amounts rounded off being less than Rupees one million.

Notes to the financial statements 1 to 58

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Steffen Berns
Soumitra Bhattacharya
Andreas Wolf

Chairman

Directors

Managing Director

Joint Managing Director & CFO

Alternate Director

Independent Auditors' Report

To The Members of Bosch Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Bosch Limited ("hereinafter referred to as the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and associate company; (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 consolidated state of affairs of the Group and its associate as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

8. The consolidated financial statements also include the Group's share of net profit of ₹ 22 million for the year ended March 31, 2016 as considered in the consolidated financial statements, in respect of an associate company whose financial statements have not been audited by us. These financial statements for the 12 months ended March 31, 2016 are unaudited and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of the associate company and our report in terms of sub-sections (3) of Section 143 of the Act insofar as it relates to the aforesaid associate company, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
9. Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to the financial statements/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiary and associate company incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiary included in the Group and associate company incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A. Reporting under Section 143 (3) (i) of the Act is not applicable to the associate company whose statutory accounts are for the 15 months period beginning January 1, 2015 to March 31, 2016.
- (g) With respect to the other matters to be included in the Auditors' 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:
 - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group and its associate.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as at March 31, 2016– Refer (a) Note 39 to the consolidated financial statements in respect of such items as it relates to the Group, and (b) the Group's share of net profit in respect of its associate.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company and associate company incorporated in India during the year ended March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Bosch Limited on the consolidated financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Bosch Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting 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 (ICAI). 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 the respective 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

3. Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting 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 control over financial reporting includes 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 Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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 ICAI.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/ S- 200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

Consolidated Balance Sheet

[₹ in Millions (Mio INR)]

Particulars	Note No.	As at March 31, 2016
Equity and Liabilities :		
Shareholders' funds		
Share capital	3	314
Reserves and surplus	4	82,493
Non-current liabilities		
Long-term borrowings	5	191
Other long-term liabilities	6	553
Long-term provisions	7	3,775
Current liabilities		
Trade payables	8	13,129
Other current liabilities	9	4,336
Short-term provisions	10	10,165
Total		114,956
Assets :		
Non-current assets		
Fixed assets	11	
(i) Tangible assets		11,362
(ii) Intangible assets		-
(iii) Capital work-in-progress		1,507
Non-current investments	12	37,315
Deferred tax assets (net)	13	4,528
Long-term loans and advances	14	1,708
Other non-current assets	15	100
Current assets		
Inventories	16	11,991
Trade receivables	17	13,162
Cash and bank balances	18	18,316
Short-term loans and advances	19	13,432
Other current assets	20	1,535
Total		114,956
Summary of significant accounting policies	2	

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Steffen Berns
Soumitra Bhattacharya
Andreas Wolf

Chairman

Directors

Managing Director
Joint Managing Director & CFO
Alternate Director

Consolidated Statement of Profit and Loss

[₹ in Millions (Mio INR)]

Particulars	Note No.	For the year ended March 31, 2016
Revenue from operations :		
Gross sale of product		110,209
Less : Excise duty		(8,069)
Net sale of product		102,140
Sale of services	21	2,017
Other operating revenue	22	1,971
Other income	23	3,826
Total Revenue		109,954
Expenses :		
Cost of materials consumed	24	32,185
Purchase of stock-in-trade	25	23,455
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	589
Employee benefit expenses	27	13,932
Finance cost	28	42
Depreciation and amortisation expenses	29	3,950
Other expenses	30	17,210
Total Expenses		91,363
Profit before tax		18,591
Tax expense :		
Current tax		
(i) for the year		6,582
(ii) relating to earlier years		(94)
Deferred tax charge/ (credit)		(356)
Profit for the year		12,459
Share of net profit of Associate		22
Profit for the year after share of profit of Associate		12,481
Earnings per share - Basic and Diluted of nominal value of ₹10/- each	37	397
Summary of significant accounting policies	2	

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date: May 25, 2016

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V.K. Viswanathan
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Directors

Managing Director

Joint Managing Director & CFO

Alternate Director

Consolidated Cash Flow Statement

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
A. Cash flow from operating activities	
Profit before tax	18,591
Adjustments for :	
Depreciation and amortisation expenses	3,950
Unrealised exchange loss (net)	32
(Profit)/ Loss on sale of fixed assets	(22)
(Profit)/ Loss on sale/ redemption of non trade investments (net)	(119)
Premium paid on investments amortised	0
Provision for doubtful debts	154
Bad debts written off	33
Provision/ Liabilities no longer required written back	(827)
Rent	(493)
Profit on sale of business	(18)
Dividend income	(57)
Interest income	(3,135)
Interest expense	42
Operating profit before working capital changes	18,131
Changes in working capital:	
(Increase)/ decrease in inventories	768
(Increase)/ decrease in trade receivables	(1,472)
(Increase)/ decrease in other current assets	126
(Increase)/ decrease in long-term loans and advances	231
(Increase)/ decrease in short-term loans and advances	(615)
Increase/ (decrease) in trade payables	1,031
Increase/ (decrease) in current liabilities and provisions	1,962
Increase/ (decrease) in non-current liabilities and provisions	(457)
Net Cash generated from operations	19,705
Direct taxes paid (net of refunds)	(6,446)
Net cash from operating activities	13,259
B. Cash flow from investing activities	
Additions to tangible fixed assets	(4,336)
Additions to investment properties	(457)
Proceeds from sale of tangible fixed assets	44
Purchase of investments	(17,314)
Sale of investments	9,320
Inter corporate deposit given	(6,150)
Inter corporate deposit repayment received	5,250
Loan to related party given	(950)
Loan to related party repayment received	700
Fixed deposit investment (original maturity of more than 3 months)	(18,580)
Fixed deposit maturity (original maturity of more than 3 months)	18,910
Fixed deposit investment (original maturity of more than 12 months)	(100)
Purchase consideration received towards sale of business	22
Dividend received	57
Rental income received	493
Interest received	3,073
Net cash from/ (used in) investing activities	(10,018)
C. Cash flow from financing activities	
Repayment of long-term borrowings and current maturities of long-term debt	(567)
Dividends paid	(2,669)
Dividend distribution tax	(543)
Capital subsidy received [refer note 4(a)]	261
Interest paid	(42)
Net cash from/ (used in) financing activities	(3,560)
Net cash flows during the year (A+B+C)	(319)
Unrealised exchange gain/(loss) on cash and cash equivalents	0
Cash and cash equivalents (Opening balance)	1,304
Cash and cash equivalents (Closing balance)	985
	As at March 31, 2016
Cash and cash equivalents comprises of :	
Cash on hand	0
Cheques on hand	313
Bank balances	
Current accounts	384
Deposit accounts (original maturity of less than 3 months)	288

Notes:

- (a) Above Cash Flow Statement has been prepared under indirect method in accordance with the Accounting Standard 3 on "Cash Flow Statements".
(b) Mutual Fund dividend reinvested has not been considered above as there was no cash inflow/ outflow.

As per our report of even date
For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place: Bengaluru
Date: May 25, 2016

S. Karthik
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}

Chairman

Directors

Managing Director

Joint Managing Director & CFO

Alternate Director

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 1: Group Information

Bosch Limited (the “Company”) is the flagship company of Robert Bosch Group in India. Headquartered out of Bengaluru, the Company has its key manufacturing facilities in Bengaluru, Nashik, Naganathapura, Jaipur, Goa, Gangaikondan, Chennai and Bidadi. The Company has presence across automotive technology, industrial technology, consumer goods and energy and building technology. It manufactures and trades in products such as diesel and gasoline fuel injection systems, automotive aftermarket products, starters and generators, industrial equipments, packaging machines, electrical power tools, security systems and industrial and consumer energy products and solutions. The Company’s shares are listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

The Company, its subsidiary and its associate (jointly referred to as the “Group” herein under) considered in these consolidated financial statements are:

	Name of the Company	Country of Incorporation	% voting power held as at March 31, 2016
Subsidiary	MICO Trading Private Limited	India	100
Associate	Newtech Filter India Private Limited	India	25

Note 2: Summary of Significant Accounting Policies

(a) Basis of preparation:

The consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these consolidated financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

The assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the 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 realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(b) Basis of consolidation:

In respect of subsidiary company, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits / losses on intra-group transactions as per Accounting Standard - AS 21 “Consolidated Financial Statements”.

Investment in associate company has been accounted under the equity method as per Accounting Standard (AS) 23 “Accounting for Investments in Associates in Consolidated Financial Statements”, whereby the investment is initially recorded at cost, identifying any goodwill/capital reserve arising at the time of acquisition. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the Company’s share of net assets of the associate company.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances, except in case of depreciation and grants for the associate company as mentioned in note 34.

(c) Revenue recognition:

Sale of products is recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer and is recorded net of trade discounts, sales tax, excise duty, claims, etc., as considered appropriate.

Sale of services is recognised upon rendering of services based on agreements/ arrangements with the concerned parties using the proportionate completion method.

Interest on investments and bank deposits is recognised on a time proportion basis. Dividend income is accounted when the right to receive the dividend is established.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(d) Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date on which investments are made, are classified as current investments. All other investments are classified as long term investments.

Current investments are carried at lower of cost and fair value. Long term investments are carried at cost. A provision for diminution, if any, is made to recognise a decline, other than temporary, in the value of long term investments.

Investment in land and buildings that are not intended to be occupied substantially for use by, or in the operations of the Group, have been classified as investment property. Investment properties are carried at cost less accumulated depreciation.

(e) Fixed assets:

(i) Tangible assets:

Tangible assets are stated at cost of acquisition or construction less accumulated depreciation.

(ii) Intangible assets:

Intangible assets are stated at cost of acquisition less accumulated amortisation.

(f) Depreciation/ Amortisation:

- (i) Depreciation/amortisation on tangible and intangible assets is provided using the written down value method. As required under Schedule II to the Companies Act 2013, the Group has reassessed the estimated useful life of its fixed assets based on the technical evaluation done by management considering anticipated technological changes and actual usage of the assets. Consequently, useful life for Office Equipment has been changed from 8 years to 5 years. The estimated useful life for other assets either equal to or lower than those prescribed under Part C of Schedule II to the Companies Act, 2013 and have not undergone a change on account of transition to Companies Act, 2013. The estimated useful life for various fixed assets is given below:

<u>Tangible assets</u>	Useful life (in years)
<u>Buildings :</u>	
Residential :	59
Factory/ Office :	29
<u>Plant and machinery:</u>	
General :	6
Data processing equipment :	3
Furniture and fixtures :	8
Office equipment :	5
Vehicles :	5
<u>Intangible assets</u>	
Know-how, business :	3
Dealership and networking :	3

In respect of specific assets including second hand plant and machinery which are estimated to have a lower residual life than envisaged above, depreciation is provided based on the estimated lower residual life, where required.

- (ii) Low value assets not exceeding ₹15,000/- per unit and Research and Development assets (except for Buildings) which are not directly connected with the production activity are depreciated at 100% in the quarter of addition.
- (iii) Cost of application software is expensed off on purchase.
- (iv) In respect of additions, depreciation is provided on pro-rata basis from the quarter of addition and in respect of disposals, the same is provided upto the quarter prior to disposal.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

- (v) Cost of leasehold land (other than those which will be converted to freehold after a certain period upon satisfying prescribed conditions) is amortised over the lease term.
- (g) Inventories:
Inventories are valued at lower of cost and net realisable value. Cost is generally ascertained on weighted average basis. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads. Obsolete/ slow moving inventories are adequately provided for. Excise duty on finished goods lying in factories are considered for valuation of inventories, as applicable.
- (h) Employee benefits:
- (i) Short term employee benefits:
All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include salaries, wages, short term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.
- (ii) Post-employment benefits:
Contributions towards Superannuation Fund, Pension Fund and government administered Provident Fund are treated as defined contribution schemes. In respect of contributions made to government administered Provident Fund, the Group has no further obligations beyond its monthly contributions. Such contributions are recognised as expense in the period in which the employee renders related service. Provident Fund contributions made to Trusts administered by the Group are treated as defined benefit plan. The interest payable to the members of these Trusts shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. The Group also provides for post employment defined benefit in the form of Gratuity. The cost of defined benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Actuarial gains and losses in respect of the same are charged to the Statement of Profit and Loss.
- (iii) Other long term employee benefits:
All employee benefits other than post-employment benefits and termination benefits, which do not fall due wholly within twelve months after the end of the period in which the employees render the related service, including long term compensated absences, service awards, death relief benefits and ex-gratia are determined based on actuarial valuation carried out at each balance sheet date. Estimated liability on account of long term employee benefits is discounted to the present value using the yield on government bonds as the discounting rate for the term of obligations as on the date of the balance sheet. Actuarial gains and losses in respect of the same are charged to the Statement of Profit and Loss.
- (iv) Termination benefits:
Expenses incurred towards voluntary retirement scheme are charged to the Statement of Profit and Loss immediately.
- (i) Foreign currency transactions:
Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. At the period end, all the monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences resulting from the settlement of such transactions and from the translation of such monetary assets and liabilities at the period end are recognised in the Statement of Profit and Loss.

The Group uses derivative financial instruments such as forward exchange contracts and currency option contracts to hedge its risks associated with foreign currency fluctuations.

Forward exchange contracts outstanding as at the period end on account of firm commitments/ highly probable forecast transactions and currency option contracts are marked to market and the resultant loss, if any, is recognised in the Statement of Profit and Loss.
- (j) Leases:
- (i) Finance leases:
Leases in which the Group has significant portion of the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are capitalised at the lower of the fair value of the leased assets at the inception of the lease term and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.
- (ii) Operating Leases:

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease expense/ income is recognised in the Statement of Profit and Loss on a straight line basis over the lease term.

(k) Income tax :

(i) Current tax:

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax:

Deferred income tax is recognised on all timing differences at the balance sheet date between taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax.

(l) Impairment of assets:

At each balance sheet date, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent the carrying amount exceeds recoverable amount.

(m) Provisions and Contingent Liabilities:

Provisions are recognised when the Group has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made.

Contingent liabilities are disclosed 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 Group 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 or a reliable estimate of the amount cannot be made.

(n) Research and development:

Expenditure incurred in research phase is expensed as incurred. Development related expenditure is capitalized as an internally generated intangible asset only if it meets the recognition criteria under Accounting Standard 26 on Intangible Assets, which inter-alia includes demonstration of technical feasibility, generation of future economic benefits etc. Expenditure that cannot be distinguished between research phase and development phase is expensed as and when incurred.

(o) Grants Received:

Grants and subsidies from the government are recognized if the following conditions are satisfied, (i) there is reasonable assurance that the Group will comply with the conditions attached to it, and (ii) such benefits are earned and reasonable certainty exists of the collection.

Government grants or subsidies given with reference to the total investment in an undertaking or setting up of new industrial undertaking is treated as grant in the nature of promoters' contribution and hence credited directly to capital reserve. The said capital reserve is not available for distribution of dividend.

Government grants that are receivable as compensation for expenses or losses or for the purpose of giving financial support to the Group with no further related cost are treated as revenue in nature. Such grants are recognised in the Statement of Profit and Loss when they become receivable.

(p) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate expenses/income".

(q) Cash and cash equivalents:

Cash and cash equivalents includes cash and cheques on hand, demand deposits with banks, fixed deposits and other short-term highly liquid investments with original maturities of three months or less.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 3 : Share capital

[₹ in Millions (Mio INR)]

	As at March 31, 2016	
	Number of shares	Amount
<i>Authorised</i>		
Equity shares of ₹10/- each	38,051,460	381
<i>Issued, Subscribed and fully Paid up</i>		
Equity shares of ₹10/- each	31,398,900	314

(a) Reconciliation of the number of shares:

[₹ in Millions (Mio INR)]

	As at March 31, 2016	
	Number of shares	Amount
Balance at the beginning of the year	31,398,900	314
Balance at the end of the year	31,398,900	314

(b) Rights, preferences and restrictions attached to shares:

The Equity shares of the Company, having face value of ₹10/- per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

(c) Equity shares held by the holding company:

[₹ in Millions (Mio INR)]

	As at March 31, 2016	
	Number of shares	Amount
Robert Bosch GmbH, Federal Republic of Germany, the holding company	22,349,420	223

(d) Details of Equity shares held by shareholders holding more than 5% of the aggregate equity share in the Company:

	As at March 31, 2016	
	Number of shares	% of shareholding
Robert Bosch GmbH, Federal Republic of Germany, the holding company	22,349,420	71.18%

(e) There are no shares reserved for issue under options and contracts/commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash, or by way of bonus shares or shares bought back.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 4 : Reserves and surplus

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Capital Reserve	
Balance at the beginning of the year	1,859
Additions during the year [refer note (a) below]	171
Balance at the end of the year	2,030
Share Premium	
Balance at the beginning and at the end of the year	8
Capital Redemption Reserve	
Balance at the beginning and at the end of the year	67
General Reserve	
Balance at the beginning of the year	42,060
Less: Share of loss of Associate for earlier years [refer note (b) below]	(103)
Balance at the end of the year	41,957
Surplus in Statement of Profit and Loss	
Balance at the beginning of the year	29,162
Add: Profit for the year	12,481
Less: Appropriations	
Proposed final dividend on equity share [₹ 85/- per equity share]	(2,669)
Dividend distribution tax on proposed dividend	(543)
Balance at the end of the year	38,431
	82,493

(a) Addition to capital reserve represents subsidy received/ accrued during the year (net of tax) under the Package Scheme of Incentives, 2001 from the Government of Maharashtra.

(b) Adjustment relating to first occasion accounting of the carrying amount of investment in the associate under the equity method in the Consolidated financial statements.

Note 5 : Long-term borrowings

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Unsecured:	
Sales tax deferral loan [refer note (a) below]	191
	191

(a) Terms of repayment for unsecured borrowings :

Borrowings

Interest free Sales tax deferral loan
 - State Government of Maharashtra

 - State Government of Rajasthan

Terms of repayment

Repayable in 5 equal annual installments for various schemes starting January 2009 onwards.

Repayable in 10 half-yearly equal installments starting January 2012 onwards.

Note 6 : Other long-term liabilities

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Other liabilities (indirect taxes, retention money, etc.)	553
	553

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 7 : Long-term provisions		[₹ in Millions (Mio INR)]
		As at March 31, 2016
Provision for employee benefits		3,773
Trade demand and others [refer note 10(a)]		2
		3,775

Note 8 : Trade payables		[₹ in Millions (Mio INR)]
		As at March 31, 2016
Trade payables		13,129
		13,129

Note 9 : Other current liabilities		[₹ in Millions (Mio INR)]
		As at March 31, 2016
Current maturities of long-term debt [refer note 5 (a)]		351
Unpaid dividend [refer note (a) below]		30
Advance from customers		251
Statutory dues		706
Book overdraft		26
Other payables (include employee dues, towards purchase of fixed assets, etc.)		2,972
		4,336

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the year end.

Note 10 : Short-term provisions		[₹ in Millions (Mio INR)]
		As at March 31, 2016
Provision for employee benefits		2,575
Trade demand and others [refer note (a) below]		2,332
Warranty [refer note (a) below]		1,284
Provision for tax [net of advance tax paid Mio INR 20,293]		762
Proposed final dividend [refer note (b) below]		2,669
Dividend distribution tax		543
		10,165

(a) Disclosure under Accounting Standard(AS) 29 on "Provisions, Contingent Liabilities and Contingent Assets":

[₹ in Millions (Mio INR)]				
Description	As at April 1, 2015	Additions during the year	Utilised/ Reversed during the year	As at March 31, 2016
Trade demand and others [note (i) below]	1,876	1,537	1,079	2,334
Warranty [note (ii) below]	1,358	524	598	1,284

(i) Nature of the provision has not been given on the grounds that it can be expected to prejudice the interests of the Group. Due to the very nature of such provisions, it is not possible to estimate the timing/ uncertainties relating to their outflows.

(ii) Warranty estimates are established using historical information on the nature, frequency and average cost of warranty claims and also management estimates regarding possible future outflow on servicing the customers for any corrective action in respect of product failure which is generally expected to be settled within a period of 1 to 3 years.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(b) Proposed final dividend :

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Proposed final dividend for the year on Equity share of ₹ 10/- each	
Amount of dividend proposed	2,669
Dividend per Equity share (₹)	85

Note 11 : Fixed assets

[₹ in Millions (Mio INR)]

Particulars	Gross Block			Depreciation/ Amortisation				Net Block	
	As at April 1, 2015	Additions	Deductions / Adjustments	As at March 31, 2016	As at April 1, 2015	For the year	Deductions/ Adjustments	As at March 31, 2016	As at March 31, 2016
(i) Tangible assets:									
Land - Freehold	127	-	-	127	-	-	-	-	127
- Leasehold	1,522	176	-	1,698	45	10	-	55	1,643
Buildings [refer note (a) below]	3,895	1,715	5	5,605	1,571	388	1	1,958	3,647
Buildings - R & D*	205	5	-	210	205	0	-	205	5
Plant and machinery	37,618	3,350	797	40,171	32,183	3,150	783	34,550	5,621
Plant and machinery - R & D*	2,445	133	3	2,575	2,445	133	3	2,575	-
Office equipment	712	53	49	716	620	67	47	640	76
Office equipment - R & D*	56	1	-	57	56	1	-	57	-
Furniture and fixtures	611	80	52	639	527	49	52	524	115
Furniture and fixtures - R & D*	34	0	2	32	34	0	2	32	-
Vehicles	586	75	31	630	450	81	29	502	128
Vehicles - R & D*	30	1	0	31	30	1	0	31	-
Total	47,841	5,589	939	52,491	38,166	3,880	917	41,129	11,362
(ii) Intangible assets (acquired) :									
Know-how, business	65	-	-	65	64	1	-	65	-
Dealership and networking	2	-	-	2	2	-	-	2	-
Total	67	-	-	67	66	1	-	67	-
(iii) Capital work-in-progress									1,507
									12,869

* Relating to certain DSIR approved R&D facilities, considered eligible for Income tax benefit.

(a) Buildings include Mio INR 0 being the value of shares in co-operative housing societies.

(b) As required under Schedule II to the Companies Act 2013, the Group has reassessed the useful life of its fixed assets. Consequently, for certain categories of fixed assets, useful lives have been revised. The impact of such change in useful lives for the year is not considered material.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 12 : Non-current investments (valued at cost, unless otherwise stated) [₹ in Millions (Mio INR)]

Description (Long term, unquoted, unless otherwise stated)	As at March 31, 2016
A. Investment property	1,786
B. Trade investments :	
Investment in equity instruments :	
Associate (also a fellow subsidiary):	
Newtech Filter India Private Limited (Equity shares of ₹10/- each fully paid)	175
Less: Share of loss for earlier years in Associate	(103)
Add: Share of profit for current year in Associate	22
Total (B)	94
C. Non-trade investments :	
(i) Investment in equity instruments	30
(ii) Investment in bonds (Quoted)	5,207
(iii) Investment in Mutual Funds (Quoted)	30,198
Total (C)	35,435
Total (A + B + C)	37,315

Aggregate amount of quoted investments	35,435
Market value of quoted investments	44,645
Aggregate amount of unquoted investments	94
Aggregate value of investment property	1,786
Aggregate provision for diminution in the value of investments	-

Note 13 : Deferred tax assets (net) [₹ in Millions (Mio INR)]

	As at March 31, 2016
Difference between books and Income tax written down value of depreciable fixed asset	2,995
Expenses debited to the Statement of Profit and Loss in a year but allowable as deductible expenses for tax purposes in the subsequent years as reduced by the claims allowable in the current year in respect of such expenses on a payment basis	1,533
	4,528

Note 14 : Long-term loans and advances (Unsecured, considered good) [₹ in Millions (Mio INR)]

	As at March 31, 2016
Capital advances	109
Security deposits	409
Loans to related parties (refer note 33)	700
Others (employee advances, etc.) (refer note 41)	490
	1,708

Note 15 : Other non-current assets [₹ in Millions (Mio INR)]

	As at March 31, 2016
Bank Deposit accounts (original maturity of more than 12 months)	100
	100

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 16 : Inventories (at lower of cost and net realisable value)

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Raw materials	2,688
Work-in-progress	1,321
Finished goods	3,307
Stock-in-trade	3,989
Stores and spares	284
Loose tools	402
	11,991

(a) Inventories includes the following as goods-in-transit

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Raw materials	834
Stock-in-trade	1,119
Loose tools	12
	1,965

Note 17 : Trade receivables

[₹ in Millions (Mio INR)]

	As at March 31, 2016	
<i>Unsecured, considered good</i>		
Outstanding for a period exceeding six months from the date they are due for payment	688	
Others (refer note (a) below)	12,474	
		13,162
<i>Unsecured, considered doubtful</i>		
Outstanding for a period exceeding six months from the date they are due for payment	558	
Others	-	
		558
		13,720
Less: Provision for doubtful debts		(558)
		13,162

(a) Includes dues from private companies where directors are interested amounting to Mio INR 114

Note 18 : Cash and bank balances

[₹ in Millions (Mio INR)]

	As at March 31, 2016
Cash and cash equivalents	
Cash on hand	0
Cheques on hand	313
Bank balances	
Current accounts	384
Deposit accounts (original maturity of less than 3 months)	288
Other bank balances	
Deposit accounts (original maturity of more than 3 months but less than 12 months)	17,301
Unpaid dividend accounts	30
	18,316

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 19 : Short-term loans and advances (Unsecured, considered good) [₹ in Millions (Mio INR)]

	As at March 31, 2016
Loan to related parties (refer note 33)	2,600
Inter corporate deposits	6,150
Balance with customs, excise and sales tax authorities, etc	2,916
Others (include employee advances, vendor advances, etc.) (refer note 41)	1,766
	13,432

Note 20 : Other current assets (Unsecured, considered good) [₹ in Millions (Mio INR)]

	As at March 31, 2016
Interest accrued on investments	188
Interest accrued on bank and inter corporate deposits	1,014
Others (include non-trade receivables, etc.)	333
	1,535

Note 21 : Sale of services [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Research and development income	1,352
Others	665
	2,017

Note 22 : Other operating revenue [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Scrap sales	190
Export incentives	469
Provision/ Liabilities no longer required written back	827
Miscellaneous income	485
	1,971

Note 23: Other income [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Interest income	
Bank and inter corporate deposits	2,090
Loans to related parties	352
Non-trade investments - long term	409
Others	284
Dividend from investments - long term	57
Profit on sale/ redemption of non trade investments (net)	
Long term	107
Current	12
Rent	493
Profit on sale of fixed assets (net)	22
	3,826

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 24 : Cost of materials consumed		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Raw materials consumed		32,312
Less: Issues capitalised		(127)
		32,185

(a) Cost of materials consumed is based on derived values.

Note 25 : Purchase of stock-in-trade		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Purchase of goods		23,455
		23,455

Note 26 : Changes in inventories of finished goods, work-in-progress and stock-in-trade		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Opening stock		
Finished goods		4,126
Work-in-progress		1,407
Stock-in-trade		3,673
Closing stock		
Finished goods		3,307
Work-in-progress		1,321
Stock-in-trade		3,989
		589

(a) Includes excise duty on increase/ (decrease) of finished goods Mio INR (79)

Note 27 : Employee benefit expenses		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Salary, wages, bonus etc.		12,232
Contributions to provident and other funds		790
Staff welfare		910
		13,932

Note 28 : Finance cost		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Interest - others		42
		42

Note 29 : Depreciation and amortisation expenses		[₹ in Millions (Mio INR)]
		For the year ended March 31, 2016
Depreciation expenses		
- Tangible assets [refer note 11 (i)]		3,880
- Intangible assets [refer note 11 (ii)]		1
- Investment property		69
		3,950

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 30 : Other expenses

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Consumption of stores and spares	850
Consumption of tools	1,954
Power and fuel	1,105
Repairs to plant and machinery	1,045
Repairs to building	426
Royalty and technical service fee	1,601
Rent	541
Rates and taxes	287
Insurance	131
Expenditure towards Corporate Social Responsibility [refer note (b) below]	197
Packing, freight and forwarding	1,699
Warranty and service expenses	332
Travelling and conveyance	973
Professional and consultancy charges	1,392
Advertisement and sales promotion expenses	1,154
Miscellaneous expenses [Refer note (a) below]	3,659
Less: Expenses capitalised	(136)
	17,210

(a) Miscellaneous expenses include :

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
(i) Remuneration to auditors (excluding service tax):	
Statutory audit fee	12
Tax account and audit fees	2
Other services	12
Reimbursement of expenses	0
(ii) Provision for doubtful debts	154
(iii) Bad debts written off	33
(iv) Premium paid on investment amortised	0
(v) Exchange loss [including exchange loss of Mio INR 4 on account of mark-to-market valuation of outstanding forward and option contracts]	153

(b) Expenditure towards Corporate Social Responsibility :

- Gross amount required to be spent by the Group during the year is Mio INR 292.
- Amount spent during the year is Mio INR 197.

[₹ in Millions (Mio INR)]

Sr. No.	Particulars	In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	133	64	197

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 31: Employee Retirement Benefits:

Disclosure on Retirement Benefits as required in Accounting Standard (AS) 15 on "Employee Benefits" are given below:

(a) Post Employment Benefit - Defined Contribution Plans

The Group has recognised an amount of Mio INR 315 as expense under the defined contribution plans in the Statement of Profit and Loss.

(b) Post Employment Benefit - Defined Benefit Plans

The Group makes annual contributions to the Bosch Employees' Gratuity Fund and makes monthly contributions to Bosch Employees (Bangalore) Provident Fund Trust and Bosch Workmen's (Nashik) Provident Fund Trust, funded defined benefit plans for qualifying employees. The Gratuity Scheme provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs only upon completion of five years of service, except in case of death or permanent disability. The Provident Fund Scheme provides for lumpsum payment/transfer to the member employees at retirement, death while in employment or on termination of employment of an amount equivalent to the credit standing in his account maintained by the Trusts. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

(i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

[₹ in Millions (Mio INR)]

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Obligation at the beginning of the year	7,062	3,711
Service cost	346	158
Contributions from plan participants	831	-
Interest cost	564	276
Benefits paid	(884)	(341)
Actuarial (gains)/losses	(21)	(32)
Change in the reserves	-	-
Transfer In	53	-
Obligation at the end of the year	7,951	3,772

(ii) Change in fair value of plan assets :

[₹ in Millions (Mio INR)]

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Plan assets at fair value at the beginning of the year	7,246	2,946
Expected return on plan assets	649	246
Actuarial gains/ (losses)	(272)	28
Transfer In	53	-
Contributions	1,177	763
Benefits paid	(884)	(341)
Plan assets at fair value at the end of the year	7,969	3,642

(iii) Assets and Liabilities recognised in the Balance Sheet :

[₹ in Millions (Mio INR)]

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Present value of obligation at the end of the year	7,951	3,772
Fair value of plan assets at the end of the year	7,969	3,642
(Surplus)/ Deficit recognised in balance sheet (*)	(18)	130

(*) Surplus relating to Provident Fund is not recognised in the Balance sheet as the plan assets belong to the Trusts.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(iv) Expenses recognised in the Statement of Profit and Loss : [₹ in Millions (Mio INR)]

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Current service cost	346	158
Interest cost	564	276
Expected return on plan assets	(649)	(246)
Actuarial (gain)/ loss	251	(59)
Past service cost	-	-
Net cost	512	129

(v) Investment details :

	Provident Fund March 31, 2016 % Invested	Gratuity March 31, 2016 % Invested
Government Securities (Central and State)	52	53
Corporate Bonds (including Public Sector bonds)	44	33
Mutual Funds	0	0
Cash and bank balances (including Special Deposits Scheme, 1975)	4	14
Others	-	-
Total	100	100

(vi) Assumptions :

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Discount factor [refer note (a) below]	7.55%	7.55%
Estimated rate of return on plan assets [refer note (b) below]	7.55%	7.55%

(vii) Actual rate of return on plans assets :

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Actual rate of return on plan assets	8.81%	9.16%

(viii) Contribution expected to be paid to the Bosch Employees' Gratuity Fund within next year is Mio INR 225. Contribution expected to be paid to the Bosch Workmen (Bangalore) Provident Fund Trust and Bosch Workmen's (Nashik) Provident Fund Trust within the next year is Mio INR 397.

(ix) Net (asset)/ liability recognised in balance sheet in respect of Gratuity (including experience adjustment impact): [₹ in Millions (Mio INR)]

	Provident Fund March 31, 2016	Gratuity March 31, 2016
Present value of defined benefit obligation	7,951	3,772
Fair value of plan assets	7,969	3,642
(Surplus)/ Deficit recognised in balance sheet	(18)	130
Experience adjustment on plan assets [gain/ (loss)]	(272)	28
Experience adjustment on plan obligation [(gain)/ loss]	(21)	(32)

Notes:

(a) The discount rate is based on the prevailing market yield on Government Bonds as at the balance sheet date for the estimated term of obligations.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

- (b) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Group's policy for plan asset management.
- (c) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Note 32: Segmental Reporting :

The Group's operations predominantly relate to manufacturing and trading of automotive products. The Group is also manufacturing and/ or trading in industrial technology products, consumer goods and energy and building technology products which are non-automotive products. The risks and rewards associated with these two businesses are significantly different. Therefore, the primary segment consists of "Automotive Products" and "Others" which are essentially non-automotive products. Secondary segmental reporting is organised in two geographical segments, namely "India" and "Outside India".

The Accounting principles and policies adopted in the preparation of the financial statements are also consistently applied to record income/ expenditure and assets/liabilities in individual segments. The inter-segment sales are recorded at cost.

(a) Details of Primary Segment

[₹ in Millions (Mio INR)]

Business Segment	Automotive Products	Others	Eliminations	Consolidated Total
	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016
Revenue				
Net sale of product	89,030	13,110	-	102,140
Sale of services	1,942	75	-	2,017
Other operating revenue	1,870	101	-	1,971
Inter-segment revenue		196	(196)	-
Total Revenue	92,842	13,482	(196)	106,128
Result				
Segment result	15,716	805	-	16,521
Less: Unallocated corporate expenses				(1,714)
Add: Other income				3,826
Less: Finance costs				(42)
Less: Tax expense (net)				(6,132)
Net Profit before Share of Profit of Associate				12,459
Other Information				
Segment assets	36,897	5,581	-	42,478
Unallocated corporate assets				72,478
Total assets	36,897	5,581	-	114,956
Segment liabilities	23,608	3,277	-	26,885
Unallocated corporate liabilities				5,264
Total liabilities	23,608	3,277	-	32,149
Capital expenditure	3,426	303		
Depreciation and amortisation	3,571	155		

(b) Details of Secondary Segment

Revenue from geographical segment is based on location of its customers. Total carrying amount of assets and total cost incurred during the year to acquire fixed assets is based on geographical locations of the assets.

[₹ in Millions (Mio INR)]

Geographical Segment	Segment revenue March 31, 2016	Carrying cost of assets March 31, 2016	Capital expenditure March 31, 2016
India	93,703	112,926	4,793
Outside India	12,425	2,030	-
Total	106,128	114,956	4,793

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 33: Related Party Disclosure :

(a) List of related parties:

Holding Company : Robert Bosch GmbH, Federal Republic of Germany

Other related parties where transactions have taken place during the year :

Fellow Subsidiary Companies:

Beissbarth GmbH, Germany
 Bosch (China) Investment Ltd., China
 Bosch (Zhuhai) Security Systems Co., Ltd., China
 Bosch Automotive Components (Changchun) Co., Ltd., China
 Bosch Automotive Diagnostics Equipment (Shenzhen) Ltd., China
 Bosch Automotive Diesel Systems Co., Ltd., China
 Bosch Automotive Electronics India Private Ltd., India
 Bosch Automotive Products (Changsha) Co., Ltd., China
 Bosch Automotive Products (Nanjing) Co., Ltd., China
 Bosch Automotive Products (Suzhou) Co., Ltd., China
 Bosch Automotive Service Solutions (Suzhou) Co., Ltd., China
 Bosch Automotive Service Solutions Corporation, Japan
 Bosch Automotive Service Solutions GmbH, Germany
 Bosch Automotive Service Solutions Inc., United States
 Bosch Automotive Service Solutions Ltd., United Kingdom
 Bosch Automotive Service Solutions Pty. Ltd., Australia
 Bosch Automotive Service Solutions S.A. de C.V., Mexico
 Bosch Automotive Service Solutions S.R.L., Italy
 Bosch Automotive Service Solutions SARL, France
 Bosch Automotive Thailand Co. Ltd., Thailand
 Bosch Car Multimedia Portugal, S.A., Portugal
 Bosch Chassis Systems India Ltd., India
 Bosch Corporation, Japan
 Bosch Diesel s.r.o., Czech Republic
 Bosch Electrical Drives Co., Ltd., Korea
 Bosch Electrical Drives India Private Ltd., India
 Bosch Energy and Building Solutions GmbH, Germany
 Bosch Engineering GmbH, Germany
 Bosch Fren Sistemleri Sanayi ve Ticaret A.S., Turkey
 Bosch Industriekessel GmbH, Germany
 Bosch Lawn and Garden Ltd., United Kingdom
 Bosch Packaging Services AG, Switzerland
 Bosch Packaging Systems AG, Switzerland
 Bosch Packaging Technology (Chengdu) Co., Ltd., China
 Bosch Packaging Technology (Hangzhou) Co., Ltd., China
 Bosch Packaging Technology (Singapore) PTE Ltd., Singapore
 Bosch Packaging Technology B.V., Netherlands
 Bosch Packaging Technology K.K., Japan
 Bosch Packaging Technology Limited, United Kingdom
 Bosch Packaging Technology, Inc., United States
 Bosch Power Tools (China) Ltd., China
 Bosch Rexroth (India) Private Ltd., India
 Bosch Rexroth AG, Germany
 Bosch Rexroth Ltd., United Kingdom
 Bosch Sanayi ve Ticaret A.S., Turkey
 Bosch Security Systems B.V., Netherlands
 Bosch Security Systems Inc., United States
 Bosch Sicherheitssysteme GmbH, Germany
 Bosch Sistemas De Frenado, S.L.U., Spain
 Bosch Software Innovations GmbH, Germany
 Bosch Solar Energy AG, Germany
 Bosch Solarthermie GmbH, Germany
 Bosch Solutions Serviços Automotivos Ltda., Brazil
 Bosch Termotechnologia, S.A., Portugal
 Bosch Technology Licensing Administration GmbH, Germany
 Bosch Thermotechnology (Beijing) Co., Ltd., China
 Bosch Trading (Shanghai) Co., Ltd., China
 Bosch Transmission Technology B.V., Netherlands
 Bosch Vietnam Co., Ltd., Vietnam
 BSH Home Appliances Private Limited, India
 BSH Household Appliances Manufacturing Private Ltd., India
 Centro Studi Componenti per Veicoli S.p.A., Italy
 DECA SRL, Italy
 ETAS Automotive India Private Ltd., India
 ETAS GmbH, Germany
 Freud S.p.A., Italy
 Guangzhou sia Abrasives Company Ltd., China
 Hüttlin GmbH, Germany
 Koller + Schwemmer GmbH, Germany
 Matra-Werke GmbH, Germany
 MIVIN Engineering Technologies Private Ltd., India
 Moehwald GmbH, Germany
 Moeller & Devicon A/S, Denmark
 Nippon Injector Corporation, Japan
 OOO Robert Bosch Saratow, Russian Federation
 OOO Robert Bosch, Russian Federation
 P.T. Robert Bosch, Indonesia
 Pharmatec GmbH, Germany
 Robert Bosch (Australia) Pty. Ltd., Australia
 Robert Bosch (Bangladesh) Ltd., Bangladesh
 Robert Bosch (France) S.A.S., France
 Robert Bosch (Malaysia) Sdn. Bhd., Malaysia
 Robert Bosch (Pty.) Ltd., South Africa
 Robert Bosch (South East Asia) Pte. Ltd., Singapore
 Robert Bosch A/S, Denmark
 Robert Bosch AG, Austria
 Robert Bosch Argentina Industrial S.A., Argentina
 Robert Bosch Automotive Steering LLC, United States
 Robert Bosch Automotive Steering Private Limited, India
 Robert Bosch Automotive Technologies (Thailand) Co., Ltd., Thailand
 Robert Bosch Battery Systems GmbH, Germany
 Robert Bosch Car Multimedia GmbH, Germany
 Robert Bosch Car Multimedia Holding GmbH, Germany
 Robert Bosch Company Ltd., China
 Robert Bosch d.o.o., Slovenia
 Robert Bosch Elektronik GmbH, Germany
 Robert Bosch Elektronika Gyártó Kft., Hungary
 Robert Bosch Elektrowerkzeuge GmbH, Germany
 Robert Bosch Energy and Body Systems Kft., Hungary
 Robert Bosch Engineering and Business Solutions Private Ltd., India
 Robert Bosch Engineering and Business Solutions Vietnam Co. Ltd., Vietnam
 Robert Bosch España Fábrica Castellet S.A.U., Spain
 Robert Bosch España Fábrica Madrid S.A.U., Spain
 Robert Bosch España Fábrica Treto S.A.U., Spain
 Robert Bosch España Gasoline Systems S.A.U., Spain
 Robert Bosch Fahrzeugelektrik Eisenach GmbH, Germany
 Robert Bosch Fuel Systems LLC, United States
 Robert Bosch Inc., Philippines
 Robert Bosch Korea Diesel Ltd., Korea
 Robert Bosch Korea Ltd., Korea
 Robert Bosch Licensing Administration C.V., Netherlands
 Robert Bosch LLC, United States
 Robert Bosch Ltd., Thailand
 Robert Bosch Ltda., Brazil
 Robert Bosch México S.A. de C.V., Mexico
 Robert Bosch México Sistemas Automotrices, S.A. de C.V., Mexico
 Robert Bosch Middle East FZE, United Arab Emirates
 Robert Bosch Packaging Technology B.V., Netherlands
 Robert Bosch Packaging Technology Inc., United States
 Robert Bosch Panama S.A., Panama
 Robert Bosch Power Tools Sdn. Bhd., Malaysia
 Robert Bosch Produktie N.V., Belgium
 Robert Bosch S. A., Chile
 Robert Bosch S.R.L., Romania
 Robert Bosch Sdn. Bhd., Malaysia
 Robert Bosch Sp. z o.o., Poland
 Robert Bosch Taiwan Co., Ltd., Taiwan
 Robert Bosch Tecnologia de Embalagem Ltda., Brazil
 Robert Bosch Tool Corporation, United States
 Robert Bosch, S. de R.L. de C.V., Mexico
 Robert Bosch, spol. s.r.o., Czech Republic
 SBM Schoeller-Bleckmann-Medizintechnik GmbH, Austria
 Scintilla AG, Switzerland
 sia Abrasives Industries AG, Switzerland
 sia Abrasives, Inc. USA, United States
 Technologie Diesel e Sistemi Frenanti S.p.A., Italy
 Unipoint Electric MFG Co., Ltd., Taiwan
 United Automotive Electronic Systems Co., Ltd., China
 Weifu High Technology Co., Ltd., China

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Other entity under the control of the Group : Bosch India Foundation, India

Key Management Personnel: Dr. Steffen Berns, Mr. Soumitra Bhattacharya and Dr. Andreas Wolf (from March 1, 2015)

Employees' Benefit Plans where there is significant influence: Bosch Employees' Gratuity Fund and Bosch Superannuation Fund Trust

Note : The information disclosed is based on the names of the parties as identified by the management.

(b) Related Party transactions/ balances - summary: [₹ in Millions (Mio INR)]

Particulars	Holding Company	Fellow Subsidiary	Employees' Benefit plans where there is significant influence	Key Management Personnel	Other entity under the control of the Group	Total
Net sale of product	4,856	3,147				8,003
Sale of services	648	651				1,299
Rent income		493				493
Consideration towards sale of business	22	-				22
Miscellaneous income (including reimbursements received)	84	512				596
Interest earned		352				352
Purchases of :						
Tangible assets	455	242				697
Goods	11,293	10,082				21,375
Dividend paid (cash basis)	1,900					1,900
Services received:						
Royalty and technical service fee		1,597				1,597
Professional, consultancy and other charges	1,456	1,099				2,555
Donation expense					64	64
Loan given during the year (*)		950				950
Loan repaid during the year		700				700
Loan to related parties (*)		3,300				3,300
Trade receivables	621	991				1,612
Non-trade receivables	10	264				274
Contributions made			901			901
Trade payables	2,875	4,851				7,726
Other payables	71	45			64	180
Managerial Remuneration:						
Dr. Steffen Berns				63		63
Mr. Soumitra Bhattacharya				42		42
Dr. Andreas Wolf				36		36
Unpaid Bonus/ Commission as at year end				35		35
Loan and Advances transactions :						
Loan/Advances given during the year				3		3
Recovery during the year				4		4
Amount outstanding at the year end				3		3

(*) Against guarantee given by Robert Bosch GmbH, Federal Republic of Germany, the holding company.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(c) Names and details of fellow subsidiaries having transaction value in excess of 10% in line transactions during the year:

[₹ in Millions (Mio INR)]

Particulars	Name of the fellow Subsidiary	March 31, 2016
Rent income	Robert Bosch Engineering and Business Solutions Private Ltd., India	402
	Bosch Automotive Electronics India Private Ltd., India	91
Interest earned	Bosch Rexroth (India) Private Ltd., India	306
Purchase of goods	Bosch Automotive Electronics India Private Ltd., India	3,488
Professional, consultancy and other charges received	Robert Bosch Engineering and Business Solutions Private Ltd., India	803
Sale of services	Robert Bosch Automotive Steering LLC, United States	151
Miscellaneous income (including reimbursements received)	Bosch Automotive Diesel Systems Co., Ltd., China	70
	Robert Bosch Engineering and Business Solutions Private Ltd., India	101
	Bosch Automotive Electronics India Private Ltd., India	125
Royalty and Technical Service fee	Bosch Technology Licensing Administration GmbH., Germany	1,081
	Robert Bosch Licensing Administration C.V., Netherlands	502
Loan given	BSH Household Appliances Manufacturing Private Ltd., India	400
	Bosch Rexroth (India) Private Ltd., India	500
Loan repaid	Bosch Rexroth (India) Private Ltd., India	700
Contributions made	Bosch Employees' Gratuity Fund	763
	Bosch Superannuation Fund Trust	138

Note 34: Accounting policy of Associate

In case of the Associate company Newtech Filter India Private Limited, it was not practical to use uniform accounting policies for

(a) Depreciation of assets :

Method of depreciation	Written Down Value of Assets of Associate company (Mio INR)	% of total Assets of Associate company with total assets of Group
Straight Line	103	1

(b) Grant :

The grant amounting to Mio INR 3 is related to depreciable assets and treated as Deferred Income which is recognised in statement of Profit and Loss on a systematic basis over the useful life of the asset.

The impact of the above differences in accounting policies is not considered material.

Note 35: Leases

Information on leases as per Accounting Standard(AS) 19 on "Accounting for Leases":

(a) Operating Lease Expenses :

The Group has various operating leases for office facilities, guest houses and residential premises for employees that are renewable on a periodic basis. Rental expenses for operating leases recognised in the Statement of Profit and Loss for the year is Mio INR 541.

Disclosure in respect of Non-cancellable lease is as given below:

[₹ in Millions (Mio INR)]

Future minimum lease payments	As at March 31, 2016
- Not later than 1 year	123
- Later than 1 year and not later than 5 years	314
- Later than 5 years	61

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(b) Operating Lease Income :

The Group has leased out certain office spaces that are renewable on a periodic basis. All leases are cancellable with 3 months notice. Rental income received during the year in respect of operating lease is Mio INR 493. Details of assets given on operating lease as on March 31, 2016 are as below:

[₹ in Millions (Mio INR)]

Particulars	Gross Block	Accumulated Depreciation	Written down value	Depreciation for the year
	March 31, 2016	March 31, 2016	March 31, 2016	March 31, 2016
Land	3	-	3	-
Buildings	2,382	605	1,777	69
Plant and machinery	749	497	252	56
Furniture and fixtures	49	49	0	0
Office equipment	35	35	0	1
Total	3,218	1,186	2,032	126

Note 36: Research and Development expenses

Total gross Research and Development expenditure recognised in the Statement of Profit and Loss (including amount shown under Note 11 to the Financial Statements) amounts to Mio INR 1,793.

Note 37: Earnings Per Share

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Profit attributable to Equity Shareholders	12,481
Weighted average number of Equity Shares outstanding during the year	31,398,900
Nominal value of Equity Shares (₹)	10
Basic and Diluted earnings per Share (₹)	397

Note 38: Contingent liabilities

[₹ in Millions (Mio INR)]

	For the year ended March 31, 2016
Claims against the Group not acknowledged as debts:	
(a) Excise/ Customs	
Net of tax	0
Gross	0
(b) Income Tax	85

Note 39:

The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of accounts.

Note 40:

Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances): Mio INR 2,280

Note 41:

Advances include dues from directors and an officer of the Group: Mio INR 4

Note 42: Derivative instruments

The Group uses forward exchange and currency option contracts to hedge against its foreign currency exposures relating to firm commitments/highly probable forecast transactions. The Group does not enter into derivative instruments for trading or speculative purposes.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(a) The foreign exchange contracts outstanding as at year end are as follows:

Import payments	As at March 31, 2016
Number of forward exchange contracts	9
INR/USD (value in Mio INR)	616
Number of currency option contracts	12
INR/USD (value in Mio INR)	831

(b) The net foreign currency receivable/ (payable) unhedged as at the year end are as follows:

Currency	As at March 31, 2016
CHF	(6)
CNY	(74)
EUR	(2,373)
HKD	(1)
JPY	(53)
SGD	(362)
USD	(1,530)

Note 43: Disclosures mandated by Schedule III to Companies Act, 2013 by way of additional information

Name of the entity	Net Assets i.e, total assets minus total liabilities		Share in profit or loss	
	As a % of Consolidated net assets	Amount in Mio INR	As a % of Consolidated profit or loss	Amount in Mio INR
<u>Parent</u>				
Bosch Limited	100	82,712	100	12,459
<u>Subsidiaries</u>				
MICO Trading Private Limited	0	1	(0)	(0)
Minority interest in all subsidiaries	-	-	-	-
<u>Associates</u>				
[Investment as per the Equity method]				
Newtech Filter India Private Limited	0	94	0	22
Total	100	82,807	100	12,481

Note 44: Subsequent event

The Board of directors at its meeting held on February 5, 2016, approved in principle the transfer by way of sale of the Starters Motors and Generators business under the automotive products segment of the Group on a slump sale basis to a 100% subsidiary of Robert Bosch Starter Motor Generators Holding GmbH for a lump sum consideration of Mio INR 4,862 (to be adjusted for working capital changes) subject to approval of the shareholders.

Subsequent to the year end, the resolution in favour of the sale was passed by the shareholders by way of postal ballot and e-voting and the results were communicated to the stock exchange on April 4, 2016. The business transfer agreement is yet to be executed by the Group as on date. Sales for the business during the year is Mio INR 8,929 and the profits before tax is Mio INR 262.

Note 45: Previous period figures

Consolidated financial statements for the Group have been prepared for the first time. Hence comparative figures for the previous periods are not presented.

Note 46: Rounding off

Amounts mentioned as "0" in the financial statements denote amounts rounded off being less than Rupees one million.

Notes to the financial statements 1 to 46

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place: Bengaluru
Date: May 25, 2016

S. Karthik
Company Secretary

For and on behalf of the Board

V.K. Viswanathan
Bernhard Steinruecke
Prasad Chandran
Bhaskar Bhat
Steffen Berns
Soumitra Bhattacharya
Andreas Wolf

Chairman

Directors

Managing Director
Joint Managing Director & CFO
Alternate Director

Report on Corporate Governance

1. Company's philosophy on Code of Governance

The Company is committed to good Corporate Governance practices aimed at increasing value for all stakeholders. The Company as a constituent of the Bosch Group has always been a value driven Company. The Company's corporate governance philosophy is based on Bosch values focusing on fairness, responsibility, openness and trust, reliability, credibility and legality.

Bosch Values and Bosch Code of Business Conduct provides necessary framework in running the business with the highest moral standards and enable the Company to fulfill its legal, financial and ethical objectives. The Company has a well-informed and Independent Board for ensuring the same.

2. Board of Directors

a) Composition of the Board and Category of Directors:

The composition of the Board of Directors of the Company is governed by the provisions of Companies Act, 2013 (the "Act"), Articles of Association of the Company and Listing Agreement/Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Board comprises of an optimum mix of Executive and Non-Executive Directors. The Board has one woman director. Half of the Board comprises of Independent Directors. The Directors of the Company are persons of eminence having vast and varied experience in manufacturing, marketing, sales, banking, financial and business administration.

The composition of the Board as on March 31, 2016 is as under:-

Sl. No	Name of the Director	Category
1.	Mr. V.K. Viswanathan	Chairman, Non-Executive Non-Independent Director
2.	Mr. Peter Tyroller	Non-Executive Non-Independent Director
3.	Mr. Bernhard Steinruecke	Independent Director
4.	Mrs. Renu S. Karnad	Independent Director
5.	Mr. Prasad Chandran	Independent Director
6.	Mr. Bhaskar Bhat	Independent Director
7.	Dr. Steffen Berns	Managing Director
8.	Mr. Soumitra Bhattacharya	Joint Managing Director
9.	Dr. Andreas Wolf	Alternate Director to Mr. Peter Tyroller

There was no change in the Board Composition during the year under review.

b) Attendance at Board Meetings and Annual General Meeting:

Five Board Meetings were held during the year under review. Details of attendance of Directors at the Board Meetings are given below:-

Name of the Director	Board Meeting				
	2015				2016
	29 th May	11 th Aug	28 th Aug	6 th Nov	5 th Feb
Mr. V.K. Viswanathan	Y	Y	Y	Y	Y
Mr. Peter Tyroller	Y*	Y*	Y	Y	Y
Mr. Bernhard Steinruecke	Y	Y	Y	Y	Y
Mrs. Renu S. Karnad	Y	Y	Y	Y	Y
Mr. Prasad Chandran	Y	--	Y	Y	Y
Mr. Bhaskar Bhat	Y	Y	Y	Y	Y
Dr. Steffen Berns	Y	Y	Y	Y	Y
Mr. Soumitra Bhattacharya	Y	Y	Y	Y	Y

*Attended by Dr. Andreas Wolf, Alternate Director to Mr. Peter Tyroller

All Directors attended the last Annual General Meeting, held on August 28, 2015.

c) Particulars of the directorship of Board, Membership and Chairmanship of Board Committees of the directors across all companies including Bosch Limited as on March 31, 2016 are given below:

Name of the Director	Directorships held*	Committees®	
		Membership	Chairmanship
Mr. V.K. Viswanathan	7	2	4
Mr. Peter Tyroller	6	Nil	Nil
Mr. Bernhard Steinruecke	6	3	1
Mrs. Renu S. Karnad	17	6	1
Mr. Prasad Chandran	3	4	Nil
Mr. Bhaskar Bhat	12	2	Nil
Dr. Steffen Berns	5	1	Nil
Mr. Soumitra Bhattacharya	5	Nil	Nil
Dr. Andreas Wolf	3	Nil	Nil

*includes Directorship in private limited companies and foreign companies
®includes only Membership/Chairmanship in Audit and Stakeholders' Relationship committees

d) None of the Directors are inter-se related to each other.

e) None of the Directors hold any shares in the Company

f) Independent Directors:

In terms of the provisions of the Act, Independent Directors were appointed for a period of 5 years w.e.f. April 01, 2014. A letter of appointment encompassing the terms and conditions of appointment, roles, duties and liabilities were issued to the Independent Directors. The main terms of appointment can be accessed at:

http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/reviseID_terms_of_reference.pdf

Familiarization programmes for Independent Directors generally forms part of the Board process. The Independent Directors are updated on an on-going basis at the Board / Committee meetings, *inter-alia*, on the following:

- Nature of the industry in which the Company operates;
- Business environment and operational model of various business divisions of the Company including important developments thereon;
- Roles, rights and responsibilities of directors;
- Important changes in regulatory framework having impact on the Company;
- Bosch Group business; and
- The manufacturing facilities of the Company at various location

Details of the Familiarization programme for Independent Directors can be accessed at the following web-link:

http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2016_1/Familiarization_Programmes_to_independent_directors.pdf

3. Audit Committee

a) Terms of reference:

The terms of reference given by the Board of Directors pursuant to Section 177 of the Act and the Listing Regulations are given 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. Recommend appointment, remuneration and terms of appointment of auditors of the Company;
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 and auditor's report thereon 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 clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
 - 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;
 - g. qualifications in the draft audit report;
5. Reviewing with the management:
 - the quarterly financial statements before submission to the Board for approval;
 - the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
6. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;

11. Reviewing with the management performance of statutory and internal auditors and adequacy of the internal control systems;
 12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 13. Discussion with internal auditors of any significant findings and follow up thereon;
 14. 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;
 15. 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;
 16. 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;
 17. To review the functioning of the Whistle Blower mechanism;
 18. Approval of appointment of CFO (i.e. the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, background, etc., of the candidate; and
 19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee by the Act, the Listing Regulations or by the Board from time to time.
- b) Composition, name of Members and Chairperson, meetings held during the year and attendance at the meetings:

During the year under review, 5 meetings of the Audit Committee were held on May 29, 2015, August 11, 2015, August 28, 2015, November 06, 2015 and February 05, 2016.

The constitution and number of meetings attended by members of the Committee are given below:-

Name of the Director	No. of Meetings Attended
Mrs. Renu S. Karnad, Chairperson (Independent Director)	5
Mr. V.K. Viswanathan (Non-Executive Non-Independent Director)	5
Mr. Bernhard Steinruecke (Independent Director)	5
Mr. Prasad Chandran (Independent Director)	4
Mr. Bhaskar Bhat (Independent Director)	5

The Company Secretary acts as secretary to the Audit Committee.

All members of the Audit Committee are financially literate and have accounting and related financial management expertise.

4. Nomination and Remuneration Committee

a) Terms of reference:

The terms of reference of the Committee are as per the provisions of Section 178 of the Act and the Listing Regulations are set out below:-

1. Formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board including carrying out evaluation of every director's performance;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal; and

5. Such other matters as may be prescribed under the Act, Listing Regulations and by the Board of Directors of the Company from time to time.

b) Composition, name of Members and Chairperson, meetings held during the year and attendance at the meetings:

During the year under review, the Committee met 3 times on May 29, 2015, August 28, 2015 and February 05, 2016. The constitution and number of meetings attended by members of the Committee are given below:-

Name of the Director	No. of Meetings Attended
Mr. Bernhard Steinruecke, Chairman (Independent Director)	3
Mr. V.K. Viswanathan (Non-Executive Non-Independent Director)	3
Mr. Prasad Chandran (Independent Director)	3
Mr. Bhaskar Bhat (Independent Director)	3

c) Performance evaluation criteria for Independent Directors:

Details relating to manner in which evaluation of the performance of the Board/Individual Directors (including Independent Directors) was carried out, is provided in the Directors' Report.

5. Remuneration of Directors

a) Directors have no pecuniary relationship with the Company other than receiving remuneration as Directors.

b) Details of Remuneration

• Whole-time Directors/Executive Directors:

The remuneration payable to the Executive Directors are governed by the Act, Listing Regulations and Nomination and Remuneration Policy of the Company and is subject to approval of the shareholders. Remuneration of Executive Directors consists of a fixed salary and a variable bonus. The variable bonus is based on the economic results and individual performance. The Board of Directors on the recommendation of Nomination and Remuneration

Committee determines the variable bonus from year to year. It can amount up to 160% of the base salary. In addition, Executive Directors receive benefits such as company owned/leased house, services of security and garden maintenance, company car and driver, telephone at home, club membership and reimbursement of joining time expenses and similarly on their return, as per the Company policy and the Agreement entered with them.

Details of remuneration paid to Executive Directors during the financial year are given below:

Particulars	Dr. Steffen Berns	Mr. Soumitra Bhattacharya	Dr. Andreas Wolf *
	Amount (₹)	Amount (₹)	Amount (₹)
Salary	26,014,831	13,982,287	18,944,563
Commission / Bonus	22,487,237	16,894,342	11,234,313
Contribution to Provident Fund & other funds	1,142,015	3,233,116	1,142,015
Other perquisites as per Income Tax Rules (incl. book depreciation on assets used by the Directors)	13,206,441	7,445,531	4,953,885
Stock Options	-	-	-
Total	62,850,524	41,555,276	36,274,776

* Alternate Director to Mr. Peter Tyroller and by virtue of being in employment of the Company, appointed as Whole-time Director.

• Non-Executive Directors:

Remuneration to Non-Executive Directors is paid by the way of Commission and Sitting Fee for attending the meetings of the Board and Audit Committee in addition to reimbursement of expenses incurred for attending the Board/Committee meetings. The table below enumerates the sitting fee payable to the Directors for attending the meeting of the Board or any Committee thereof:

Particulars	Sitting Fee (per meeting)
Board Meeting	₹ 20,000/-
Audit Committee	₹ 10,000/- (whether held on the same day of the Board Meeting or not)
Other Committees of the Board	Nil

The Commission is based on the profits of the Company for an amount not exceeding ₹ 20,000,000 for all Non-Executive Directors in respect of any one financial year. Within the overall limit, the Commission is determined for each Director based on attendance at Board meeting, responsibilities as the Chairman of the Board, Membership / Chairmanship of various committees and overall responsibilities as a Director.

Details of Commission and Sitting Fees paid to Non-Executive Directors for the financial year ended March 31, 2016 is given below:

Particulars	Commission	Sitting Fees	Total
	INR (Gross)	INR (Gross)	INR (Gross)
Mr. V. K. Viswanathan	2,000,000	150,000	2,150,000
Mr. Bernhard Steinruecke	1,925,000	150,000	2,075,000
Mrs. Renu S. Karnad	1,950,000	150,000	2,100,000
Mr. Prasad Chandran	1,830,000	120,000	1,950,000
Mr. Bhaskar Bhat	1,925,000	150,000	2,075,000

Mr. Peter Tyroller has waived his entitlement for remuneration as a Director.

6. Stakeholders' Relationship Committee

During the year under review, the Stakeholders' Relationship Committee met 3 times on May 29, 2015, August 28, 2015 and February 05, 2016. The constitution and number of meetings attended by members of the Committee are given below:

Name of the Director	No. of Meetings Attended
Mr. Bernhard Steinruecke, Chairman (Independent Director)	3
Mr. V.K. Viswanathan (Non-Executive Non-Independent Director)	3
Mrs. Renu S. Karnad (Independent Director)	3
Mr. Prasad Chandran (Independent Director)	3

Name of the Director	No. of Meetings Attended
Dr. Steffen Berns (Managing Director)	3

Mr. S. Karthik, Company Secretary is the Compliance Officer.

The Committee reviews grievances received from the shareholders/investors and action taken thereon.

3 complaints/grievances were received and duly dealt to the satisfaction of the shareholders during the period under review.

There were no complaints/grievances pending as on March 31, 2016.

7. Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Prasad Chandran, Chairman, Mr. Bhaskar Bhat, Dr. Steffen Berns and Mr. Soumitra Bhattacharya as its members. The CSR Committee oversees the Company's CSR initiatives.

During the year under review, the CSR Committee met twice on May 28, 2015 and November 06, 2015. The constitution and number of meetings attended by members of the Committee are given below:

Name of the Director	No. of Meetings Attended
Mr. Prasad Chandran, Chairman (Independent Director)	2
Mr. Bhaskar Bhat (Independent Director)	2
Dr. Steffen Berns (Managing Director)	2
Mr. Soumitra Bhattacharya (Joint Managing Director)	2

8. Risk Management Committee

The Risk Management Committee comprises of Mr. Soumitra Bhattacharya – Joint Managing Director as the Chairman, Dr. Steffen Berns – Managing Director and Mr. S. Karthik – Vice President (Corporate Finance, Accounts & Controlling) & Company Secretary as its Members.

The Committee is responsible for monitoring and reviewing of risk management plan of the Company and all other incidental matters from time to time as required under the Listing Regulations.

9. General Body Meetings:

a) Location and time of last 3 AGMs is given below:

2013	10.30 a.m., Wednesday, June 05; 'Vivanta' By Taj, Bengaluru
2014	10.30 a.m., Thursday, June 05; 'Vivanta' By Taj, Bengaluru
2015	10.30 a.m., Friday, August 28, 2015 at 'Vivanta' By Taj, Bengaluru

b) Particulars of Special Resolutions passed in the last three AGMs are given below:

05.06.13:	Appointment of Mr. V. K. Viswanathan, Non-Executive Director as a Management Consultant of the Company for a period of Nine months from 01.01.13 to 30.09.13, pursuant to provisions of Section 309 and 314 of the Companies Act, 1956
05.06.14:	-Nil-
28.08.15:	1) Approval of payment of Commission to Non-Executive Directors/Independent Directors. 2) Approval of Related Party Transactions with Robert Bosch GmbH, Holding Company.*

* Robert Bosch GmbH, a related party, abstained from voting.

c) During the year under review, no Special Resolution was passed through Postal Ballot. However, approval of members were sought by means of Postal Ballot for the following Ordinary Resolutions:-

- (i) Revision in remuneration of Mr. Soumitra Bhattacharya and
- (ii) Approval for sale and transfer of the Starter Motors and Generators business of the Company as a going concern and by way of a Slump Sale.

Details of the aforementioned Resolutions passed through Postal Ballot is given below:-

Name of the Scrutinizer	Mr. Pramod S M of HBP & Co., Practicing Company Secretaries
Mode of voting	Postal Ballot & voting by electronic means
Date of Commencement of voting	March 04, 2016 (9 a.m.)
Date of closure of voting	April 02, 2016 (5 p.m.)
Date of Report of Scrutinizer	April 04, 2016
Date of Declaration of Results	April 04, 2016

	No. of shareholders casting voting either through electronic voting or by physical ballot	No. of votes
Resolution No. 1 – Revision in Remuneration of Mr. Soumitra Bhattacharya		
Valid Ballots / Votes	1,089	27,991,601
In favour	991	27,989,464
Percentage (%) in favour of the resolution	99.99	
Against	98	2,137
Percentage (%) against the resolution	0.01	
Invalid Ballots / Votes	22	1,752
Resolution No. 2 – Sale and Transfer of the Starter Motors and Generators business of the Company as a going concern and by way of a slump sale		
Valid Ballots / Votes	1,091	5,641,330
In favour	1,003	5,588,077
Percentage (%) in favour of the resolution	99.05	
Against	88	53,253
Percentage (%) against the resolution	0.95	
Invalid Ballots / Votes	22	2,627

d) As on the date of this report there is no proposal for passing any special resolution by postal ballot.

10. Means of Communication:

The financial results for the quarter / half-year / year would generally be published as under:

Quarter / half-year / year	In the month of
quarter ending June 30	August
quarter / half-year ending September 30	November
quarter ending December 31	February
Year ending March 31	May

Quarterly/half yearly/annual results, notices and information relating to General Meetings, etc., are published in leading newspapers (viz., Business Standard in English-all editions and Kannada Prabha in Kannada) and are notified to the stock exchanges as required under the Listing Regulations.

The quarterly / half yearly / annual financial results and other communication to shareholders and stock exchanges, *inter-alia*, presentations to institutional investors & analysts, press releases, etc., are made

available in the Company's website www.boschindia.com under 'Shareholder Information' section

11. General Shareholder Information:

- a) Annual General Meeting – date, time and venue:
Annual General Meeting (AGM): 2016 - 10.30 a.m., September 01, 2016 at Shangri-la Hotel, No. 56-6B Palace Road, Bengaluru - 560 052.
- b) Financial year:
April 01, 2015 to March 31, 2016
- c) Dividend:
Dividend Warrants/Demand Drafts are posted to Members at their registered address usually within two working days of the declaration of dividend at the Annual General Meeting.

The dividend for the year ended March 31, 2016, if approved at the AGM will be paid on or about September 05, 2016. Dividend warrants in respect of shares held in electronic/dematerialized form are posted to the beneficial owners to their address as per the information furnished by NSDL and CDSL as on the record date.

Particulars of dividend declared in the previous years (from the year 2003) are given below:

Year	Dividend per share (₹)	Year	Dividend per share (₹)
2003	65.00	2009	30.00
2004	10.00	2010	40.00
2005	12.00	2011 (special)	85.00
2006 (interim)	12.00	2011	50.00
2006 (final)	4.00	2012	60.00
2007	25.00	2013	55.00
2008	25.00	2014-15 (15 months)	85.00

(Note: For 2003: on shares of face value Rs.100; from 2004: on shares of face value Rs.10)

Electronic Clearing Service:

The Company makes payment of dividend through Electronic Clearing Service (ECS)/National Electronic Clearing Service to the members. Under this system, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. However, where it is not possible to use electronic mode of payment, 'payable-at par' warrants or

demand draft/cheque would be issued. The Company will print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the address of the investor on such payment instructions will be printed.

The Company/Registrar updates the details of the bank accounts of the shareholders, in case of shareholders holding shares in dematerialized form, by seeking the same from depositories and in case of shareholders holding share certificates, by updating the details maintained by the Company/Registrar.

We request the members to opt for electronic mode of payments. Members holding shares in electronic form are requested to approach their DP for updating the bank details. Members holding shares in physical form, who wish to avail of the ECS/NECS facility, are requested to give the ECS/NECS mandate in the prescribed form. The form can be obtained from the Company's website www.boschindia.com under the Section 'Shareholder Information'.

Particulars of Dividend remaining unclaimed:

In terms of Section 205A(5) of The Companies Act, 1956, amounts transferred to the Unpaid Dividend Account of the Company, which remain unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (the Fund) established by the Central Government.

Brief particulars of dividend amount remaining unclaimed are given below:

Year to which the dividend pertains	Declared at the AGM/ (Board Meeting) held on	Date of Transfer to Unpaid Dividend Account	Balance in the Unpaid Dividend Account as on 31.03.2016 (₹)	Due date for transfer to the Fund*
2008	28.05.09	02.07.09	1,624,800	01.07.16
2009	03.06.10	08.07.10	1,918,380	07.07.17
2010	01.06.11	06.07.11	2,561,040	05.07.18
2011 (special)	(01.06.11)	06.07.11	5,400,220	05.07.18
2011 (final)	04.06.12	10.07.12	3,218,500	09.07.19
2012 (final)	05.06.13	09.07.13	4,098,120	08.07.20
2013	05.06.14	09.07.14	4,384,325	08.07.21
2014-15	28.08.15	01.10.15	7,160,910	30.09.22

*as per Section 205A of Companies Act, 1956, as amended by the Companies (Amendment) Act, 1999. [The corresponding provisions of Companies Act, 2013 and rules made thereunder are yet to be notified]

Details of the unclaimed dividend pertaining to the years 2008 to 2013 as on the date of last AGM (August 28, 2015) was hosted on Company's website www.boschindia.com under the section 'Shareholder Information'.

Members can claim the unpaid dividend from the Company before transfer to the Investor Education and Protection Fund. As per the prevailing statutory provisions, the unpaid dividend once transferred to the said Fund cannot be claimed.

d) Listing of shares and stock code:

The Company's equity shares are listed at the following Stock Exchanges and Listing Fees for the year 2016-17 has been paid to the Stock Exchanges.

Name and address of the Stock Exchange	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001.	500530
National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra, Mumbai 400 051.	BOSCHLTD

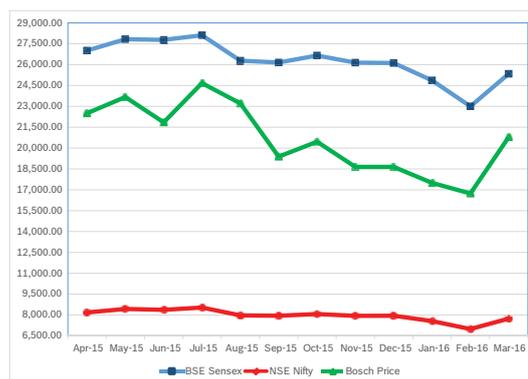
The International Securities Identification Number (ISIN) for the Company's Shares is INE 323A01026.

e) Market Price data – high, low during each month in the last financial year (i.e. year under review):

Price and Volume of Shares Traded

Month/ Year	BSE Ltd.			National Stock Exchange of India Ltd.		
	High (₹)	Low (₹)	Volume Nos.	High (₹)	Low (₹)	Volume Nos.
Apr 2015	26,740	20,451	38,286	26,796	20,433	522,072
May 2015	23,874	20,550	57,326	23,900	19,798	615,501
Jun 2015	23,874	19,636	51,608	23,860	19,625	562,575
Jul 2015	25,000	21,852	33,359	24,908	21,573	458,386
Aug 2015	26,701	21,600	51,472	26,719	21,550	628,720
Sep 2015	23,234	19,106	52,238	23,247	19,082	663,676
Oct 2015	22,019	19,230	59,601	22,049	19,211	473,084
Nov 2015	20,885	18,100	54,396	20,890	18,112	503,634
Dec 2015	19,100	17,873	32,193	19,112	17,873	409,759
Jan 2016	19,393	16,880	29,863	19,420	16,855	417,258
Feb 2016	17,749	15,753	96,878	17,788	15,736	431,843
Mar 2016	21,000	16,726	33,634	21,000	16,740	434,097

f) Performance in comparison to broad based indices:



g) Details of securities suspended:

Not applicable.

h) Registrar and Share Transfer Agents:

Integrated Enterprises (India) Limited
No.30, Ramana Residency,
4th Cross, Sampige Road,
Malleswaram, Bengaluru – 560 003
Tel: (080) 23460815 to 818; Fax: (080) 23460819
E-mail: irg@integratedindia.in

i) Share Transfer Committee:

The Share Transfer Committee of the Company comprising of Mr. Bernhard Steinruecke, Mr. Prasad Chandran, Mr. Bhaskar Bhat and Dr. Steffen Berns are authorised to approve transfer, transmission and issue of duplicate shares.

j) Share Transfers System:

The Company's shares being in the compulsory demat list, are transferable through the depository system. However, shares held in physical form are processed by the Registrar & Share Transfer Agent (RTA) in co-ordination with the Company and the share certificates are returned within fifteen days from the date of receipt of the transfer by the Company provided that the transfer documents are complete in all respects.

k) Nomination facility:

Pursuant to the provisions of Section 72 of the Companies Act, 2013, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Members may file Nomination in respect of their shareholdings. Members holding shares in Physical Form willing to avail this facility may submit to the Company the prescribed Form SH-13 and any change or variation in the nomination in prescribed Form SH-14. Form SH-13 and SH-14 can be downloaded from the Company's website www.boschindia.com under the section 'Shareholder Information'. Members holding shares in electronic form are requested to give the nomination to their respective Depository Participants directly.

l) Requirement of Permanent Account Number(PAN):

Members who hold shares in the physical form are advised that in terms of the Listing Regulations for transfer,

transmissions, etc. of shares, a copy of the PAN card along with other necessary documents shall be submitted to the Company/RTA.

m) Rights of Members:

The following are some of the important rights of the members:

1. Receive notices of General Meetings, Annual Report, etc.
2. Attend and vote at the General Meetings and appoint proxy in their stead.
3. Request an Extraordinary General Meeting along with other members who collectively hold not less than 1/10th of the total paid-up share capital of the Company carrying voting rights.
4. Receive dividends and other corporate benefits like rights, bonus shares etc., when declared / announced.
5. Transfer the shares.
6. Inspect minutes book of General Meetings.
7. Inspect Register of Members.
8. Nominate a person to whom his/her shares shall vest in the event of death.
9. Seek relief in case of oppression and mismanagement in the manner given under the Companies Act, 1956 / Companies Act, 2013.
10. Seek relief in case the affairs of the company are managed in a manner prejudicial to the interest of the company or its members by virtue of a Class Action Suit under Section 245 (yet to be notified as on the date of this Report) of the Act.

n) Date of Book Closure:

The Company's Register of Members and the Share Transfer Books will remain closed from Saturday, June 11, 2016 to Thursday, June 16, 2016 (both days inclusive) for the purpose of payment of dividend and 64th Annual General Meeting.

o) Shareholding Pattern (as on March 31, 2016):

Category	No. of Members	No. of Shares held	% to the Capital
Promoter - Robert Bosch GmbH	1	22,349,420	71.18
Insurance Companies	7	2,893,439	9.22
Foreign Institutional Investors	337	2,414,765	7.69
Mutual Funds/UTI	141	720,489	2.30
Financial Institutions/ Banks	15	37,206	0.12
Bodies Corporate	1,222	515,039	1.64
Foreign Nationals/ NRI/OCBs	1,423	108,082	0.34
Clearing Member	240	35,865	0.11
Trust	38	16,172	0.05
Individuals	49,719	2,308,423	7.35
Total	53,143	31,398,900	100.00

p) Shareholders holding more than 1% of the share capital of the Company (as on March 31, 2016):

Sl. No.	Name of the Shareholder	No. of shares held	% to paid-up capital
1.	Robert Bosch GmbH	22,349,420	71.18
2.	General Insurance Corporation of India	981,142	3.12
3.	The New India Assurance Co. Ltd.	878,926	2.80
4.	Aberdeen Global Indian Equity Limited.	484,907	1.54
5.	Life Insurance Corporation of India	447,238	1.42

q) Distribution of shareholding:

Distribution of Shareholding (as on March 31, 2016):

No. of shares held	Members		Shares	
	(No.)	(%)	(No.)	(%)
1-500	52,071	97.99	1,310,607	4.17
501-1000	511	0.96	363,042	1.16
1001-2000	273	0.51	384,688	1.23
2001-3000	60	0.11	142,982	0.46
3001-4000	43	0.08	150,096	0.48
4001-5000	21	0.04	95,493	0.30
5001-10000	68	0.13	495,807	1.58
>10000	96	0.18	28,456,185	90.62
Total	53,143	100.00	31,398,900	100.00

r) Dematerialisation of shares and liquidity:

71.18% of the paid-up capital is held by Robert Bosch GmbH. Of the remaining 28.82% held by public, shares representing 28.02% of the paid-up capital has been dematerialized.

The Company has entered into an agreement with the following Depositories whereby the equity shares of the Company were admitted as 'eligible security' in the depository system:

1. National Securities Depository Limited (NSDL): January 05, 1999.
2. Central Depository Services (India) Limited (CDSL): August 04, 2000.

Members still holding physical share certificates are requested to dematerialize their shares by approaching any of the Depository Participants registered with the Securities and Exchange Board of India (SEBI). From June 26, 2000 the shares of the Company are mandated by SEBI for trading in dematerialized form.

NSE has reintroduced the shares of the Company in their F & O segment with effect from November 28, 2014. Shares of the Company have also been included in CNX Nifty with effect from May 29, 2015.

s) Outstanding Global Depository Receipts (GDRs) or American Depository Receipts (ADRs) or warrants or any convertible instruments, conversion date and likely impact on equity:

None.

t) Commodity price risk and hedging activities:

The Company has a significant usage of commodities like steel, aluminium and copper which exposes to the price risk of market fluctuations.

The Company is proactively mitigating these risks through appropriate hedging strategies of non-ferrous metal as per the Bosch Group policy. In case of steel, the contract has been fixed for one year to mitigate against any price increase risk in future.

u) Foreign exchange risk and hedging activities:

The Company is exposed to foreign exchange risk on account of import of various raw materials used in its production and technology products imported and sold, and other important export transactions. To reduce this risk the Company constantly evaluates its business plan and opportunities for localization for reducing this risk in the long-term. Hedging is also used as a tool to manage the foreign exchange risk.

v) Plant Locations:

- **Bengaluru**
Post Box No. 3000 Hosur Road, Adugodi
Bengaluru - 560 030

- **Bidadi**
No. 42, II-phase, Sector-2, KIADB Industrial Area, Shanumangala Bidadi Hobli, Ramanagara District – 562 109
- **Nashik**
Post Box No. 64 75, MIDC Estate Satpur, Trimbak Road, Nashik - 422 007
- **Jaipur**
SP-663 RIICO Industrial Area Sitapura, Jaipur - 302 022
- **Naganathapura**
Post Box No. 6887, Electronic City P.O. Bengaluru - 560 100
- **Gangaikondan**
P.No. B8, SIPCOT Industrial Centre, Tirunelveli Taluk, Gangaikondan, Tamil Nadu - 627 352
- **Chennai**
Indospace SKCL, Oragadam Wallajabad Road, Sriperumbudur Taluk, Kancheepuram - 631 604
- **Verna**
N-4A, Phase IV, Verna Industrial Estate Verna, Salcate, Goa - 403 722

w) Investor Service Centre:

Secretarial Department (BCS)
Bosch Limited
Hosur Road, Adugodi
Bengaluru – 560 030
Tel: (080) 2299 2393 (Extn. 2315/2310);
Monday to Friday: 9.30 a.m. to 5.00 p.m. (except holidays)
Designated e-mail ID for redressal of investor complaints:
investor@in.bosch.com

Compliance Officer
Mr. S. Karthik, Company Secretary

Shareholders may also contact the Registrar & Share Transfer Agents of the Company.

12. Other Disclosures

a) Related Party Transactions:

During the year under review, there were no materially significant related party transactions that had or may have conflict with the interest of the Company at large. The Company has a policy for Related Party Transactions which is available at the following link: http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/RPT_Policy.pdf

As regards sale of Company's Starter Motors and Generators business to Robert Bosch Starter Motors Generators Holding GmbH, a related party within the meaning of Section 2(76) of the Act, kindly refer to Form AOC-2 enclosed as Annexure 'E' to the Directors' Report.

b) Penalties & Strictures:

No penalties or strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other authority on any matter relating to capital market during the last three financial years.

c) Vigil Mechanism and Whistle Blower Policy:

The Company has a Whistle Blower Policy which provides a vigil mechanism for dealing with instances of fraud and mismanagement.

The said policy can be accessed at: http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/Whistle_blower_policy.pdf

The Whistle Blower Policy of the Company, *inter-alia*, provides access to the Chairman of the Audit Committee, protection against victimization, affords protection to the directors, employee and associates of Company in the matter of disclosure of any alleged wrongful conduct concerning the affairs of the Company made in good faith and details the procedure for making such protected disclosure.

During the period under review, no person was denied access to the Audit Committee.

d) Non-mandatory / Discretionary Requirements:

The office of the Chairman and Managing Director is assumed by separate persons.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark.

Internal auditors periodically apprise the Audit Committee on findings/observation of Internal Audit and actions taken thereon.

13. Subsidiary Company

The Company does not have any material non-listed Indian subsidiary.

Pursuant to the explanation under Regulation 16(1)(c) of the Listing Regulations, the Company has made a policy for determining 'material' subsidiary and the same can be accessed at http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Policy_on_Material_Subsiary1new.pdf

14. CEO/CFO Certificate

A certificate from the Chief Executive Officer (Managing Director) and the Chief Financial Officer (Joint Managing Director) dated May 25, 2016 on the financial statements and other matters of the Company for the financial year ended March 31, 2016, pursuant to Regulation 17(8) of the Listing Regulations read with Part B of Schedule II thereof, was placed before the Board at its meeting held on May 25, 2016.

15. Code of Conduct

The Code of Conduct for Board Members and Senior Management is available at the following weblink: http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/Code_of_Conduct.pdf

The Certificate by the CEO/MD of the Company concerning compliance with the Code of Conduct for Directors and Senior Management is given herein:

This is to confirm that:

The Company has obtained from the Directors and Senior Management personnel affirmation that they have complied with the Code of Conduct for Directors and Senior Management for and in respect of the financial year ended March 31, 2016.

Dr. Steffen Berns
Managing Director

Place: Bengaluru
Date: May 25, 2016

16. Prohibition of Insider Trading and Code of Conduct for Directors, etc.

The Company has adopted a "Code of Conduct to regulate, monitor and report trading by Employees and other Connected Persons" and "Code of Fair Disclosure" pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

17. Reconciliation of Share Capital

During the year under review, an audit was carried out at the end of every quarter by a qualified Practicing Company Secretary for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL. The report for every quarter upon reconciliation of capital was submitted to the stock exchanges and was also placed before the Board of Directors at their meetings.

18. Disclosures with respect to Demat Suspense Account/Unclaimed Suspense Account

Not Applicable.

Bengaluru
May 25, 2016

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
Members of Bosch Limited

We have examined the compliance of conditions of Corporate Governance by Bosch Limited (“the Company”), for the purpose of certifying of the Corporate Governance under Clause 49 of the Listing Agreement with the Stock Exchanges for the period from April 01, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period December 01, 2015 to March 31, 2016. 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 procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance 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.

For HBP & Co
Company Secretaries

Pramod S M
Partner
Membership No. FCS 7834
CP No. 13784

Date: May 25, 2016

Important Web links for shareholders reference:

Sl. No	Particulars	Web links
1.	Composition of various committees of Board	http://www.boschindia.com/en/in/our_company_5/shareholder_information/shareholder_information_5/shareholder_information_2.html
2.	Policy on determining Materiality and Archival of disclosures	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Policy_on_Materiality_and_Archival.pdf
3.	Related Party Transaction Policy	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/RPT_Policy.pdf
4.	Whistle Blower Policy	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/Whistle_blower_policy.pdf
5.	Corporate Social Responsibility Policy	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/CSRPpolicy.pdf
6.	Nomination and Remuneration Policy	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Nomination_and_Remuneration_Policy.pdf
7.	Policy on Material Subsidiary	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Policy_on_Material_Sub subsidiary1new.pdf
8.	Terms & Conditions of Appointment of Independent Directors	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/revisedID_terms_of_reference.pdf
9.	Details of Familiarization Programme to independent directors	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2016_1/Familiarization_Programmes_to_independent_directors.pdf
10.	Bosch Limited Code of Conduct for Directors and Senior Management	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/Code_of_Conduct.pdf
11.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/new_fair_disclosure_sebi_pit.pdf
12.	Unclaimed / unpaid dividend details	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/InvestorDetail2015.pdf
13.	Investors Grievance Redressal details	http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Grievance_Redressal_and_contact_information_details_002.pdf
14.	Financial Statements	http://www.boschindia.com/en/in/our_company_5/shareholder_information/shareholder_information_6/shareholder_information_3.html
15.	Subsidiary Accounts	http://www.boschindia.com/en/in/our_company_5/shareholder_information/shareholder_information_6/shareholder_information_3.html
16.	Shareholding pattern	http://www.boschindia.com/en/in/our_company_5/shareholder_information/shareholder_information_6/shareholder_information_3.html
17.	AGM Notice and Proxy Form	http://www.boschindia.com/en/in/our_company_5/shareholder_information/shareholder_information_6/shareholder_information_3.html

Business Responsibility Report

Section A: General Information about the Company

1. **Corporate Identity Number (CIN):**
L85110KA1951PLC000761
2. **Name of the Company:** Bosch Limited
3. **Registered office address:**
P.B. No. 3000, Hosur Road,
Adugodi, Bengaluru - 560 030
4. **Website:** www.boschindia.com
5. **E-mail ID:** investor@in.bosch.com
6. **Financial Year reported:**
April 01, 2015 to March 31, 2016
7. **Sector(s) that the Company is engaged in (industrial activity code-wise):**
Automotive Component and Accessories
8. **List three key products/services that the Company manufactures/provides (as in balance sheet):**
 - i) Fuel Injection Equipment & Components
 - ii) Injectors, Nozzles and Nozzle Holders
 - iii) Starter Motors and Generators
9. **Total number of locations where business activity is undertaken by the Company:**
 - i) International Location: -Nil-
 - ii) National Locations: 8 Plants and 23 Sales Offices at different location across India.
10. **Markets served by the Company:** Local/ State/National/International.

Section B: Financial Details of the Company

[₹ in Million]

No.	Particulars	Details
1.	Paid up Capital	314
2.	Total Turnover	102,140
3.	Total profit after taxes	12,459
4.	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax	1.58
5.	List of activities in which expenditure in 4 above has been incurred:-	Please refer Annual Report on CSR Activities

Section C: Other Details

1. Does the Company have any Subsidiary Company/ Companies?
Yes, the Company has a subsidiary viz., MICO Trading Private Limited having its registered office at P.B. No. 3000, Hosur Road, Adugodi, Bengaluru - 560 030.
2. Does the Subsidiary Company / Companies participate in the BR Initiatives of the Parent Company? If yes, then indicate the number of such subsidiary company(s).
The said subsidiary has not commenced business. Hence, there is no participation by the said subsidiary in BR Initiatives of the Company.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]
The Company encourages its suppliers, dealers and other stakeholders to support various initiatives taken by the Company towards its business responsibility.

Section D: BR Information

1. Details of the Director/Directors responsible for implementation of the BR:

Director Identification Number (DIN)	: 02783243
Name	: Mr. Soumitra Bhattacharya
Designation	: Joint Managing Director

Details of the BR head:

No.	Particulars	Details
1.	DIN Number (if applicable)	02783243
2.	Name	Mr. Soumitra Bhattacharya
3.	Designation	Joint Managing Director
4.	Telephone number	(080) 2299 2212
5.	e-mail id	Soumitra.bhattacharya@in.bosch.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

These are briefly are as under:

- P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
- P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3 Businesses should promote the wellbeing of all employees
- P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5 Businesses should respect and promote human rights
- P6 Businesses should respect, protect and make efforts to restore the environment
- P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8 Businesses should support inclusive growth and equitable development
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

No.	Questions	Business Ethics	Product Responsibility	Wellbeing of Employees	Stakeholder Engagement	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy / policies for ...	Y	Y	Y	Y*	Y*	Y	N	Y	Y*
2.	Has the policy being formulated in consultation with the relevant stakeholders?	-	-	Y	-	-	Y	-	-	-
3.	Does the policy conform to any national /international standards? If yes, specify?	-	-	-	-	-	Y (ISO14001 and OHSAS18001)	-	-	-
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/Owner/CEO/appropriate Board Director?	-	-	-	-	-	-	-	Y	-
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	-	Y	-	-	-	-	Y	-
6.	Indicate the link for the policy to be viewed online?	-	-	-	-	-	-	-	Y**	-
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y (Internally)	-	Y (Internally)	-	-	Y	-	Y	-
8.	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	-	Y	Y
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	-	-	Y (Internal Agency)	-	-	Y (Both Internal & External Agency)	-	-	-

*These Principles are encompassed in the Company's Code of Business Ethics and Principles of Social Responsibilities.

** The CSR Policy of the Company can be accessed at http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2014/CSRPolicy.pdf

2a. If answer to Sr. No 1 against any of the Principle is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principle	--	--	--	--	--	--	--	--	--
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	--	--	--	--	--	--	--	--	--
3.	The company does not have financial or manpower resources available for the task	--	--	--	--	--	--	--	--	--
4.	It is planned to be done within next 6 months	--	--	--	--	--	--	--	--	--
5.	It is planned to be done within the next 1 year	--	--	--	--	--	--	--	--	--
6.	Any other reason (please specify)	P7 The Company through the various industry forums endeavors to promote growth and technological progress, economic reforms, inclusive development policies and sustainable business principles. Therefore, need for a formal policy has not been felt.								

3. Governance related to BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

There is no defined frequency. Assessment is an ongoing exercise and is an inherent part of corporate functions.

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

No.

Section E: Principle-wise performance**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.**

- Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Company's policy relating to ethics, bribery and corruption extends to group companies in India, its employees and representatives which includes dealers, distributors, agents, sub-contractors and power of attorney holders.

- How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has received 14 stakeholder complaints during Financial Year 2015-16. Of them, 11 were satisfactorily resolved during the period and 3 are under review.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

- List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.
 - Common Rail Injector with 1400 bar operating pressure (CRI1-14)
 - Common Rail Pump (CP1H)
 - Single Cylinder Pump (PF51-16)

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

These products have resulted in energy savings by approximately 20% as well as substantial reduction in raw material consumption.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Sourcing of input material for the product and indirect material required for manufacturing has been continuously evolved with concept of use only such material which can be recycled. This starts with design and selection of raw material and manufacturing process with suppliers.

The manufacturing process are selected and improved year on year to consume less energy and resources. The Company encourages and implements returnable packaging for all customers. The Company has also reduced the transportation cost over the years by bundling of various methods.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company as a policy ensures localization and outsourcing by each Plant is with suppliers who are competitive as well as close to its Plants.

Localized vendors are preferred if they meet the quality specifications and Environment, Health & Safety (EHS) compliance. Technology investment by suppliers for new products are encouraged by the Company.

The Company focuses on increasing the capacity and capability of its suppliers. The Company provides complete hands-on training in class room and on shop floor to its suppliers on various system and quality tools of the Company.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Yes, the Company has a mechanism to recycle products and waste. Nearly 95% of product components are recycled post it's life cycle. Majority of the products of the Company are made up of metals and are recycled on a regular basis.

Upto 98% of the solid wastes like paper, plastic, etc. are recycled. Hazardous waste like used oil, solvents, etc. are sent for recycling.

At all the Company locations, wastes are segregated based on their characteristics, collected and stored in an appropriate manner. The waste collected are sent to Central / State Pollution Board approved recyclers for suitable re-use / recycle / disposal.

Principle 3: Businesses should promote the wellbeing of all Employees

1. Please indicate the total number of employees:

No.	Category of Employees	No. of Employees
1.	Associates	3,798
2.	Managerial and Superintending Staff (M&SS)	5,336
	Total	9,134

2. Please indicate the total number of employees hired on temporary/contractual/casual basis:
2,625

3. Please indicate the number of permanent women employees:
425

4. Please indicate the number of permanent employees with disabilities:
18
5. Do you have an employee association that is recognized by management?
Yes, there are recognized trade unions affiliated to various central trade union bodies.
6. What percentage of your permanent employees are members of this recognized employee association?
Almost 100% of permanent employees are members of recognized employee associations.
7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	Nil	Nil
2.	Sexual Harassment*	3	1
3.	Discriminatory employment	Nil	Nil

*The above may be treated as information pursuant to provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2015

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
Almost 100% of the employees were given safety training last year. Please refer below the percentage of skill up-gradation training in the last year :
 - A. Permanent Employees : 33%
 - B. Permanent Women Employees : 25%
 - C. Casual/Temporary/Contractual Employees : 100%
 - D. Employees with Disabilities : 83%

Principle 4: Businesses should respect the interests of, and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the company mapped its internal and external stakeholders? Yes/No
Yes.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders
Yes.
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.
The Company has always engaged itself in special initiatives with the disadvantaged, vulnerable and marginalized stakeholders. The Company has engaged around 32 physically disabled persons through the NGO 'Ability in Disability' who are working in various departments of the Company including power tools, packaging and aftermarket spare parts packing.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?
The Company's Policy on Human Rights covers not only the Company but extends to its Group Companies, Joint Ventures, Suppliers, Contractors, NGOs, etc.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Nil

Principle 6: Businesses should respect, promote and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures Suppliers/Contractors/NGOs/others.
The policy covers group companies in India.
2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.
Yes, the Company aims to reduce relative CO₂ emissions by 20% by 2020. An insight to the environmental initiatives can be accessed at the following link:
<http://www.boschindia.com/content/language1/html/4430.htm>
3. Does the company identify and assess potential environmental risks? Y/N
Yes, the Company has a mechanism to identify and assess potential environmental risks in its plants and projects.
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?
All manufacturing locations are certified for requirements under ISO 14001 (Environmental Management System) and OHSAS 18001 (Occupational Health and Safety System). The system requirements are broad based by incorporating internal standards. Layered audits are carried out to check the level of compliance. Effective Deviation Management System ensures that the corrective actions are close looped and issues are addressed within a reasonable time frame.
The Environment, Health & Safety performance assessment is carried out annually at locations to establish the maturity levels. It is carried out by cross functional team assessing the performance over the past year. Based on the outcome, areas for improvement are identified and objectives are derived for the next year.
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.
Innovative technologies are used to reduce the impact on the environment. In the entire chain of manufacturing, the emphasis is on preserving natural resources. Processes are designed to minimize use of raw materials, water and energy.
Use of solar power generation, solar hot water generation, steam generation from solar concentrators and turbo ventilators are some of the initiatives taken for harnessing renewable sources of energy.
In addition a 2100 kW capacity Solar Panel was installed at the Company's Nashik Plant. This has led to a CO₂ reduction of over 2,900 tons in the last one year of operations.
Details of these are available at <http://www.boschindia.com/content/language1/html/4430.htm>
6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?
Yes, the emissions / waste generated by the Company are within the permissible limits given by State Pollution Control Board.
7. Number of show cause / legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.
Nil.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:
The Company is a member of:
 - i) Confederation of Indian Industry (CII)
 - ii) Bangalore Chamber of Commerce (BCC)
 - iii) Automotive Component Manufacturers' Association of India (ACMA)
 - iv) Bombay Chamber of Commerce and Industry (BCCI)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)
Yes. Following are the broad areas:
 - a) Promote growth and technological progress
 - b) Sustainable business principles
 - c) Energy Sustainability
 - d) Water and Food Security

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.
In line with the provisions of the Companies Act, 2013 and based on recommendation of the CSR Committee, the Board of Directors have adopted a CSR Policy. The CSR policy, *inter-alia*, deals with the objectives of the Company's CSR initiatives, the guiding principles, the thrust areas of CSR, responsibilities of the CSR Committee, implementation plan and the reporting framework.
The thrust areas of the Company's CSR activities are:
 - a) Child health, hygiene and education;
 - b) Vocational training focused on employable skills; and
 - c) Neighbourhood projects as per the local needs identified by Company's Plants
 Some of the initiatives taken during the year under review are:
Child health, hygiene and education:
Child Health Development Programme: Medical camps for several Government School children were undertaken covering 42,000 students studying in 175 government schools in and around Bengaluru.
Child Science Education Programme: In partnership with Agastya International Foundation, 30 LIB (Labs in a Box), 4 Mobile Science Vans and one mobile bike were deployed in Bengaluru, Jaipur and Nashik benefiting more than 20,000 children.
Child English & Computer Education Programme: Computer labs were set up in 20 Government schools by providing CPUs, monitors, UPS and other infrastructure including AMC. Supplementary teachers were also provided.

Infrastructure development in schools: The infrastructure upgradation in the form of better sanitation and providing potable water was undertaken in schools in and around Bengaluru, Nashik and Jaipur. 70 toilets in the Government schools have been constructed.

Vocational training focused on employable skills:

BRIDGE - Bosch's Response to India's Development & Growth through Employability Enhancement:

Under this unique vocational training programme, select school dropouts are targeted by imparting industry relevant, short term skills development and training programmes with the focus to help the select underprivileged unemployed youth to get suitable employment and bring them back to the main stream.

End-to-end solution vocational training model includes training contents development (both soft skills and functional skills), application oriented delivery methodology, continuous evaluation, internship, employment and financial assistance over the course of 2 months.

The programme was organized in more than 50 centers in the country. More than 3000 youth have been trained and employed. Thousands more will be benefited in years to come.

Neighbourhood Projects:

Bengaluru - Bosch Technical Labs:

Technical labs have been set up in 25 Government ITIs under Public Private Partnership (PPP) mode with the Government of Karnataka. Similarly, 30 Government ITIs in Maharashtra and 33 ITIs in Rajasthan were provided infrastructure facility in classroom. This is mainly to upgrade the technical training infrastructure as per current industry requirements and improve the training quality of existing ITIs.

Nashik - Village development projects:

The Nashik plant has adopted a number of villages and undertook various projects. In the area of Health & Hygiene, activities included a general health camp initiatives, malnutrition and dental health camp and a health check-up in a tribal school. Community development initiatives included: livestock development, 'Annual Agri Plan' for paddy-yield improvement and better agricultural practices – in coordination with ICRISAT, Anganwadi renovation, school renovation and self-help group formation. Vocational training and income-generating programs were also initiated.

Construction of check dams of cement bags was carried out in 28 villages for increasing the ground water table level.

Jaipur - Reverse Osmosis Plant - for providing clean drinking water to the villagers

8 Reverse Osmosis plant have been set up in villages near Jaipur till date. Currently, these plants cater to around 3,425 families. Construction of wash rooms for Government schools and health check-ups were some of the other initiatives during the year.

Naganathapura - Support to the underprivileged

The Naganathapura plant sustained its efforts to improve the lives of neighbouring communities by taking up various initiatives.

Bosch India Foundation (BIF)

Bosch India Foundation is a trust formed by Bosch group companies in India including Bosch Limited. The Company contributes approximately 0.50 percent of its net profit to the BIF for carrying out CSR activities.

BIF continued its journey in community and societal development, with a clear focus on sustainability through the following key programs and intervention areas:

- (1) Holistic integrated village development: BIF is working across 84 villages in the states of Karnataka, Tamil Nadu, Rajasthan and Maharashtra around the facilities of the Company. Economic development - Women empowerment, Agriculture, Livestock, Youth development, Health and Hygiene, Education, Environment and water enabling economic and social empowerment making these villages self-reliant were the key focus areas. The Company plans to extend these initiatives across 150 villages in the coming years.

- (2) BIF has enabled an artisan training center in Bengaluru in the field of carpentry to produce professional carpenters and renovators through a formal structured hands-on training program. The first batch of 15 professionally trained carpenters will graduate in the year 2016.
2. Are the programmes / projects undertaken through in-house team/own foundation/external NGO/ government structures /any other organization?
The Company's Social Responsibility Projects are implemented through internal team as well as in partnership with Non-Governmental Organizations (NGOs) and Government Institutions.
3. Have you done any impact assessment of your initiative?
Yes, the Company has conducted impact assessments of its CSR Initiatives.
4. What is your company's direct contribution to community development projects and the details of the projects undertaken?
The Company spent an amount of Mio INR 197.06 on community development projects. Details of the projects undertaken are given in Annual Report on CSR Activities enclosed as Annexure - 'A' to the Directors' Report.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?
The Company ensures its presence is established right from the commencement of the initiatives. It collaborates with the communities right from need identification to project implementation phase. The Company has extensive engagement with various stakeholders. The feedback from the stakeholders are analysed and various actions are prioritized.

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

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.
During the financial year ended March 31, 2016, 3 new cases were filed against the Company. 5 cases were pending as on March 31, 2016 for decision.
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)
Yes, apart from the mandated declarations, additional declarations are furnished on the products/ labels relating to the products and their usage.
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.
Nil.
4. Did your company carry out any consumer survey / consumer satisfaction trends?
Yes.

Sales Offices

Ahmedabad

31/32, JMC House, Level 3
Opp. to Parimal Garden
Ellis Bridge
Ahmedabad - 380 006

Bengaluru

21/1, Mission Road
Bengaluru - 560 027

Bhubaneswar

Plot No. N-6/454
IRC Village
Jayadev Vihar Nayapalli
Bhubaneswar - 751 015

Chandigarh, Punjab & Panchkula

FF & SF, SCO - 301
Sector 9, Panchkula-134 109
Haryana

Chennai

Sabari Sunnyside
2nd Floor, Middle Wing
#8/17, Shafee Mohamad Road
Off: Greams Road, Thousand Lights
Chennai - 600 006

Delhi & Gaziabad

'Rishyamook'
85-A, Panchkuian Road
New Delhi - 110 001

Ernakulam

MCM Building,
IN. SY. No. 145/12A, 32/232
N.H. By-Pass Road
Padivattom Ernakulam
Cochin - 682 024

Guwahati

3rd Floor
Mayur Garden Building
Opp. Rajiv Bhavan
ABC, G.S. Road
Guwahati - 781 005

Indore

2nd Floor, MAN House
15th PU-3, Scheme
No. 54 AB Road
Indore - 452 008

Jaipur

T - 304, 305 & 307
Sangam Tower
Church Road
Off MI Road
Jaipur - 302 001

Jabalpur

3rd Floor Shiv Mullah Towers
Opp Aashtha Medicals Store ,
Wright Town
Jabalpur - 482 002 (MP)

Jodhpur

SUN TOWER, 2nd Floor
Khasra No 900 / 751
Main Pal Road
Jodhpur - 342 004

Kolkata

91-A, Park Street
Kolkata - 700 016

Lucknow

2nd Floor, Madan Plaza
14, Station Road
Lucknow - 226 001

Madurai

GV Towers
3/4, Melakkal Road
Kochadai
Madurai - 625 010

Mumbai

Crystal Building
79, Dr. Annie Besant Road
Worli
Mumbai - 400 018

Patna

Plot No. 21/A-2
Patliputra Colony
Near Patliputra Golamber
Opp. UNICEF Office
Patna - 800 013

Pune

3rd Floor
Godrej Millennium
9 Koregaon Park
Pune - 411 001

Raipur

2nd floor
Pithalia Complex
Opp. Telephone Exchange
Near Fafadih Chowk
Raipur - 492 001

Rajkot

Royal Square, 1st Floor
Near Godown Road Corner
Opp. Bavishi Plywood
Tagore Road
Rajkot - 360 002

Ranchi

Bhagirathi Complex
Opp. Adivasi Hostel
Karam Toli Road
Ranchi - 834 001

Secunderabad

Plot.117
Srinagar Colony
Trimulgherry
Secunderabad - 500 015

Vijayawada

'RUMR' PLAZA
1st Floor, Opp. Sri Chaitanya
Olympiad School
Pinanamaneni
Polytechnic Road
Mogalrajapuram
Vijayawada - 520 010

Registered Office:

Bosch Limited

P. B. No. 3000, Hosur Road,
Adugeodi, Bengaluru - 560 030

Phone: +91 80 2299 2315, Fax +91 80 2299 2181

CIN: L85110KA1951PLC000761

E-mail: investor@in.bosch.com

www.boschindia.com

BoschIndia    

Bosch Limited

(the "Company")

Registered Office: Hosur Road, Adugod, Bengaluru - 560 030

Tel: +91 80 4176 8626; 2299 2315; Fax: +91 80 2299 2830; website: www.boschindia.com

E-mail: investor@in.bosch.com; CIN: L85110KA1951PLC000761

NOTICE is hereby given that the SIXTY FOURTH Annual General Meeting of Bosch Limited will be held at 10.30 a.m. on Thursday, September 01, 2016 at 'The Grand Ballroom', Shangri-La Hotel Bengaluru, No. 56-6B, Palace Road, Bengaluru - 560 052, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Soumitra Bhattacharya (DIN:02783243), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the Sixty Third Annual General Meeting, appointment of Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Registration No. 007567S/S-200012) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 65th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Dr. Steffen Berns (DIN:06449396) as Managing Director of the Company for a period of 2 (two) years from 01.01.2017 to 31.12.2018 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Dr. Steffen Berns.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) be and are hereby authorized to vary the terms and conditions of appointment, including determination of remuneration payable to Dr. Steffen Berns, in such manner as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Mr. Soumitra Bhattacharya (DIN:02783243) as Joint Managing Director of the Company for a period of three years and six months from 01.01.2017 to 30.06.2020 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Mr. Soumitra Bhattacharya.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to vary the terms and conditions of appointment including determination of remuneration payable to Mr. Soumitra Bhattacharya, in such manner as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), remuneration of INR 600,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to Messrs Rao, Murthy & Associates, Cost Accountants (Regn. No.000065), for conducting audit of the Cost Records of the Company for the Financial Year 2016-17, as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to do such acts, deeds, matters and things as may be required to give effect to this resolution.”

8. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof), the draft Regulations contained in the Articles of Association submitted to this Meeting, be approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take steps and perform such actions as may be deemed necessary, proper and expedient to give effect to this resolution.”

By Order of the Board

S. Karthik
Company Secretary
Membership No.:A6768

Bengaluru
May 25, 2016

Notes:

- (a) Statement setting out material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”) in respect of Item Nos. 5 to 8 of the Notice is annexed hereto.
- (b) **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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of paid up share capital of the Company.
- (c) If a Proxy is appointed for more than fifty Members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
- (d) The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- (e) In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Soumitra Bhattacharya (DIN : 02783243) retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re- appointment.
- (f) The relevant documents referred in the Notice will be available for inspection by the members at the Registered Office of the Company during business hours on any working day (except Saturdays, Sundays & Public Holidays).

- (g) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 11, 2016 to Thursday, June 16, 2016 (both days inclusive).
- (h) Subject to Section 126 of the Act, dividend, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on June 10, 2016 and in respect of shares held in dematerialised form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on June 10, 2016. The dividend warrants will be posted on or about September 05, 2016.

Notes: (i) In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.

(ii) Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agents.

(iii) With a view to prevent fraudulent encashment of dividend warrants, Members holding shares in physical form are advised to furnish particulars of their bank account together with their 9 digit MICR code number for recording the same.

- (i) Pursuant to Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended December 31, 2008 and thereafter, which remain unclaimed for a period of 7 years from the date of transfer will be remitted to the Investor Education and Protection Fund of the Central Government established under Section 205C(1) of the Companies Act, 1956. Members can claim the unpaid dividend from the Company before it is transferred to the Investor Education and Protection Fund. As per the prevailing statutory provisions, the unpaid dividend once transferred to the said Fund cannot be claimed.
- (j) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and any change or variation in the nomination in prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed/changed with the respective Depository Participant.
- (k) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (l) Members/Proxies/Representatives are requested to bring the attendance slip, enclosed with the Annual Report / Notice for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- (m) 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 at the Meeting.
- (n) The Securities and Exchange Board of India (SEBI) has mandated submission of copy of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their copy of PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their copy of PAN to the Company / Registrar and Transfer Agents (RTA).
- (o) Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode.
- (p) Rule 3 of Companies (Management and Administration) Rules, 2014 prescribes that Register of Members should now have additional details pertaining to e-mail, PAN / CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
- (q) None of the Directors are related to each other or any Key Managerial Personnel of the Company nor do they hold any shares in the Company.
- (r) In this Notice and Annexure thereto the term "Shareholders" and "Members" are used interchangeably.
- (s) The instructions for shareholders voting electronically are as under:

I	In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
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II	The remote e-voting period commences on Monday, August 29, 2016 at 9.00 a.m. and ends on Wednesday, August 31, 2016 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 26, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, the member shall not be allowed to recast or change it subsequently.		
III	The process and manner for remote e-voting are as under:		
	A.	In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :	
	(i)	Open email and open PDF file viz.; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive any PDF file in case you are already registered with NSDL.	
	(ii)	Launch internet browser by typing the following URL: (https://www.evoting.nsdl.com)	
	(iii)	Click on Shareholder - Login	
	(iv)	In case you are logging in for the first time – a) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. b) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.	
	(v)	Home page of remote e-voting opens. Click on remote e-voting → Active Voting Cycles.	
	(vi)	Select “EVEN” of Bosch Limited. You can login any number of times on e-voting platform of NSDL till you have voted on all the resolutions during the remote e-voting period i.e. till 5.00 p.m. on August 31, 2016.	
	(vii)	Cast Vote page opens.	
	(viii)	Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.	
	(ix)	Upon confirmation, the message “Vote cast successfully” will be displayed.	
	(x)	Please note that once you have voted on the resolution(s), you will not be allowed to modify your vote.	
	(xi)	Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. preferably with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to pramod@adyanta.co.in with a copy marked to evoting@nsdl.co.in	
	B.	In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or have requested physical copy]:	
	(i)	Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:	
		<u>EVEN (E-Voting Event Number)</u>	<u>USER ID</u>
		104386	xxxxxxxx
			<u>PASSWORD/PIN</u>
			xxxxxxxx
	(ii)	Please follow all steps from Sl. No.(ii) to Sl. No.(xi) above, to cast vote.	
IV	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the “Downloads” section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. Alternatively, members may also contact the below mentioned officer of the Company for any grievance related to remote e-voting:- Mr. Prakash V Bosch Limited, PB. No. 3000, Hosur Road, Adegodi, Bengaluru - 560 030 Deputy Manager – Secretarial Department Ph : (080) 2299 2315/ 2299 9652/ 2299 2310; e-mail: investor@in.bosch.com or VenkataramanPrakash@in.bosch.com		
V	If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.		

VI	You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
VII	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 of August 26, 2016 and person who is not a member as on cut-off date and receives this notice shall treat the same for information purposes only.
VIII	Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. August 26, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company/RTA. However, if you are already registered with NSDL 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 www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. A member may participate in the AGM even after exercising his right to vote through remote e-voting but is not eligible to vote again at the AGM.
IX	A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
X	Mr. Pramod SM of HBP & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
XI	The Company has opted to provide at the AGM "electronic voting system" for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
XII	After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM and through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting along with the Scrutinizer's Report will be sent to the Stock Exchanges and will also be hosted on website of the Company and NSDL.

By Order of the Board

S. Karthik
Company Secretary
Membership No.: A6768

Bengaluru
May 25, 2016

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 8 OF THE NOTICE

Item No. 5

Dr. Steffen Berns was appointed as the Managing Director of the Company with effect from January 01, 2013 for a period of four years. His current term as Managing Director will end on December 31, 2016.

Considering his expertise, overall performance and organisational requirements, the Nomination and Remuneration Committee (NRC) at their meeting held on May 25, 2016 recommended his re-appointment as Managing Director for a term of 2 years commencing from January 01, 2017. The Board of Directors, based on the recommendation of NRC, re-appointed Dr. Berns for a period of two years with effect from January 01, 2017. The main terms and conditions of his re-appointment are as under:

1. Term:
From 01.01.2017 to 31.12.2018
2. (a) Base Salary:
Annual base salary shall be INR 32,283,207 gross p.a (comprising of an Euro component of Euro 230,161 payable at the Exchange rate on the salary day and a Rupee component of INR 15,205,280) in the range of INR 30,000,000 gross p.a. to INR 45,000,000 gross p.a.; revisions/increments being at the discretion of the Board.
- (b) Variable Annual Bonus:
Annual bonus is fixed annually by the Board of Directors taking into account the economic results and also Dr. Steffen Berns personal performance and target achievement. It can amount to upto 160% of the Base Salary.

3. Deduction of Tax at Source:
Dr. Berns' remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
4. Minimum managerial remuneration (in case of absence or inadequacy of profits):
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Dr. Steffen Berns, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as herein stated.
5. Benefits/ Facilities:
 - (i) Housing:
The Company will provide and maintain a house for Dr. Steffen Berns and his family.
 - (ii) Gas, electricity and water charges for the house:
These services will be borne/paid by Dr. Steffen Berns.
 - (iii) Security and Garden Maintenance at the house:
These services will be provided by the Company.
 - (iv) Car and Driver:
2 cars maintained and fueled by the Company with 2 drivers for the use of Dr. Steffen Berns and his family.
 - (v) Telephone at home:
One or more phones for the purpose of Company's business according to Company rules.
 - (vi) Club Memberships:
Fees of 2 clubs excluding admission and life membership fees.
 - (vii) Satellite TV:
Annual subscription to be up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
 - (viii) Medical Reimbursement:
As per the existing Company policy available to other Senior Management/ Executives of the Company.
 - (ix) Reimbursement of School Fees for children:
As per the existing Company policy available to other Senior Management/ Executives of the Company.
 - (x) Other Benefits:
Dr. Steffen Berns would be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company.
 - (xi) Expenses incurred on joining the Company, while on deputation and when returning to home state after completion of employment:
Actual expenses incurred on travel and on packing, forwarding, loading, unloading as well as freight, insurance, local transportation and installation expenses in connection with the moving of personal effects of Dr. Berns and family for joining duty in Bengaluru will be paid by the Company.
A one time arrival allowance equivalent to 1.5 month's salary will be paid to Dr. Berns at the time of joining duty to meet his initial transfer expenses.

Relocation expenses referred to above will also be paid when Dr. Berns finally retires from the employment of the Company. In case Dr. Berns joins another company within the Bosch Group, that company will bear these expenses. However, if Dr. Berns resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.
6. Leave:
As per applicable Company's policy.
7. Business Trips:
Travel costs for business trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

A copy of the Agreement dated May 25, 2016 referred to in the resolution at Item No. 5 will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting. Any member desirous of inspecting the documents electronically may write to the Company at investor@in.bosch.com.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the Notice, for approval of Members.

Except Dr. Steffen Berns, none of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

A brief profile of Dr. Steffen Berns is given below:

Dr. Steffen Berns, aged 53 years, is a Mechanical Engineer from Darmstadt Technical University, Germany and a Doctorate in Engineering from Technical University of Aachen, Germany. He served the Company as General Manager - R&D and OE Sales during 1996-1998. From 1998 to 1999, he held the position of President of Robert Bosch India Limited (Presently Robert Bosch Engineering and Business Solutions Private Limited). He then returned to parent company-Robert Bosch GmbH as Senior Vice-President, Diesel Systems division and subsequently Executive Vice President, Gasoline Systems Division. He joined the Company from September 01, 2012 and was appointed as the Managing Director of the Company with effect from January 01, 2013. Dr. Steffen Berns holds directorship in the following companies other than Bosch Limited:- (i) Robert Bosch Engineering and Business Solutions Private Limited; (ii) MICO Trading Private Limited; (iii) Robert Bosch (Bangladesh) Limited; and (iv) Robert Bosch Lanka (Private) Limited. He is a National Council Member of Confederation of Indian Industry and Committee Member of Indo German Chamber of Commerce. Dr. Berns is a member of "Stakeholders' Relationship Committee", "Share Transfer Committee", "Corporate Social Responsibility Committee" and "Risk Management Committee" of the Company. He is also a member of the "Corporate Social Responsibility Committee" of Robert Bosch Engineering and Business Solutions Private Limited. He does not hold any shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company.

During the Financial Year ended March 31, 2016, 5 Board Meetings were held which were all attended by Dr. Steffen Berns.

The current salary drawn by Dr. Berns is INR 28,814,576 gross p.a. (comprising of an Euro component of Euro 190,547 payable at the Exchange rate on the salary day and a Rupee component of INR 14,675,995) in the range of INR 18,000,000 gross p.a. to INR 30,000,000 gross p.a. in line with the approval of shareholders at the 61st Annual General Meeting.

Item No. 6

Mr. Soumitra Bhattacharya was appointed as the Joint Managing Director of the Company with effect from January 01, 2013 for a period of four years. His current term as Joint Managing Director will end on December 31, 2016.

Considering his expertise, overall performance and organisational requirements, the Nomination and Remuneration Committee at their meeting held on May 25, 2016 recommended his re-appointment as Joint Managing Director for a term of three years and six months commencing from January 01, 2017. The Board of Directors, based on the recommendation of NRC, re-appointed Mr. Bhattacharya for a period of three years and six months from January 01, 2017. The main terms and conditions of re-appointment are as under:

1. Term:
From 01.01.2017 to 30.06.2020
 2. (a) Base Salary:
Annual base salary shall be INR 19,161,360 gross p.a. in the range of INR 15,000,000 gross p.a. to INR 50,000,000 gross p.a.; revisions/increments being at the discretion of the Board.
 - (b) Variable Annual Bonus:
Annual bonus is fixed annually by the Board of Directors taking into account the economic results and also Mr. Soumitra Bhattacharya personal performance and target achievement. It can amount upto 160% of the base salary.
 - (c) Cash Perk Basket:
INR 3,364,000 gross p.a. in the range of INR 3,000,000 gross p.a. to INR 7,500,000 gross p.a. comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per Company's policies subject to the provisions of Income Tax Act/Rules; revisions/increments being at the discretion of the Board.
3. Deduction of Tax at Source:
Mr. Bhattacharya's remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.

4. Minimum managerial remuneration (in case of absence or inadequacy of profits):
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Soumitra Bhattacharya, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as herein stated.
5. Benefits/ Facilities:
- (i) Hospitalisation:
 - (a) Hospitalisation Insurance: INR 1,500,000 p.a. for Mr. Bhattacharya and family.
 - (b) Post retirement hospitalisation: INR 1,000,000 p.a. for Mr. Bhattacharya and family (*Family includes spouse and children upto the age of 23 years*).
 - (ii) Life Insurance:
 - (a) Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 month's base salary.
 - (b) Group Personal Accident Insurance: Compensation for death / permanent total disablement under group personal accident insurance will be 100 month's base salary.
 - (iii) Retirement Funds:
Benefits of Provident Fund, Gratuity and Superannuation on the fixed monthly salary according to the Company's Rules.
 - (iv) Gas, electricity and water charges for the house:
These services will be borne/paid by Mr. Soumitra Bhattacharya.
 - (v) Car and Driver:
2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Soumitra Bhattacharya and his family.
 - (vi) Telephone at home:
One or more phones for the purpose of Company's business according to Company rules.
 - (vii) Club Memberships:
Fees of 2 clubs excluding admission and life membership fees.
 - (viii) Satellite TV:
Annual subscription to be up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
 - (ix) Other Benefits:
Mr. Bhattacharya would be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company.
 - (x) Expenses incurred on joining the Company, while on deputation and when returning to home state after completion of employment:
Actual expenses incurred on travel and on packing, forwarding, loading, unloading, as well as freight, insurance, local transportation and installation expenses in connection with the moving of personal effects of Mr. Bhattacharya and family for joining duty in Bengaluru will be paid by the Company.
A one time arrival allowance equivalent to 1.5 month's salary will be paid to Mr. Bhattacharya at the time of joining duty to meet his initial transfer expenses.
Relocation expenses referred to above will also be paid when Mr. Bhattacharya finally retires from the employment of the Company. In case Mr. Bhattacharya joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Bhattacharya resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.
6. Leave:
As per applicable Company's policy.
7. Business Trips:
Travel costs for business trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

A copy of the Agreement dated May 25, 2016 referred to in the resolution at Item No. 6 will be available for inspection by the Members at the Registered Office of the Company during the business hours on any working day (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting. Any member desirous of inspecting the document electronically may write to the Company at investor@in.bosch.com.

Except Mr. Bhattacharya, none of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

A brief profile of Mr. Bhattacharya is given below:

Mr. Soumitra Bhattacharya, aged 56 years, is a Chartered Accountant from The Institute of Chartered Accountants of India. During his tenure with the Bosch Group he has served as Commercial Director of Robert Bosch Turkey and General Manager at the Feuerbach Plant. Before his appointment to the Board, he served the Company as Vice President responsible for commercial functions at Company's Nashik and Jaipur Plants and in charge of Corporate Planning & Controlling for the Company. He is also the Chief Financial Officer of the Company.

Mr. Bhattacharya holds directorship in the following companies other than Bosch Limited:- (i) Bosch Electrical Drives India Private Limited, (ii) MICO Trading Private Limited, (iii) Z F Steering Gear (India) Limited and (iv) Robert Bosch Automotive Steering Private Limited. He is an Executive Committee member of Automotive Component Manufacturers Association of India. Mr. Bhattacharya is a member of "Corporate Social Responsibility Committee" and Chairman of "Risk Management Committee" of the Company. He does not hold any shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company.

During the Financial Year ended March 31, 2016, 5 Board Meetings were held which were all attended by Mr. Soumitra Bhattacharya.

The current salary drawn by Mr. Soumitra Bhattacharya is as under:

Annual Base Salary : INR 14,193,600 gross p.a. in the range of INR 14,000,000 gross p.a. to INR 30,000,000 gross p.a.

Cash Perk Basket : INR 3,364,000 gross p.a. in the range of INR 3,000,000 gross p.a. to INR 6,000,000 gross p.a. comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per the Company's Policy.

Item No. 7

The Board of Directors at their meeting held on May 25, 2016, on recommendation of the Audit Committee, appointed Messrs Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2016-17 at a remuneration of INR 600,000 (Rupees Six Lakhs only) excluding applicable taxes and reimbursement of out of pocket expenses incurred in connection with Cost Audit.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice, for approval of Members.

None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice.

Item No. 8

The Articles of Association (AoA) of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1913 and were thereafter amended from time to time in accordance with the provisions of the Companies Act, 1956.

It is now proposed to have a new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Rules framed thereunder. The change is necessitated as many provisions of the Companies Act, 1956 have been repealed, some have become redundant and new concepts have been introduced under the Companies Act, 2013.

The new AoA is to be substituted in place of the existing AoA. Members attention is invited to certain salient features in the new AoA of the Company viz:

- i. Various existing Articles have been aligned to the Act;
- ii. Provisions relating to the use of electronic medium by the Members and the Directors have been incorporated;
- iii. Provisions relating to the appointment of Key Managerial Personnel have been added; and
- iv. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

A copy of the proposed set of new Articles of Association of the Company is available for inspection by the Members of the Company at the Registered Office during business hours, on any working day (except Saturdays, Sundays and Public Holidays) of the Company, upto the date of the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website www.boschindia.com for perusal by the Members.

The Board of Directors recommend the Special Resolution set out at Item No. 8 of the Notice for the approval of the Members.

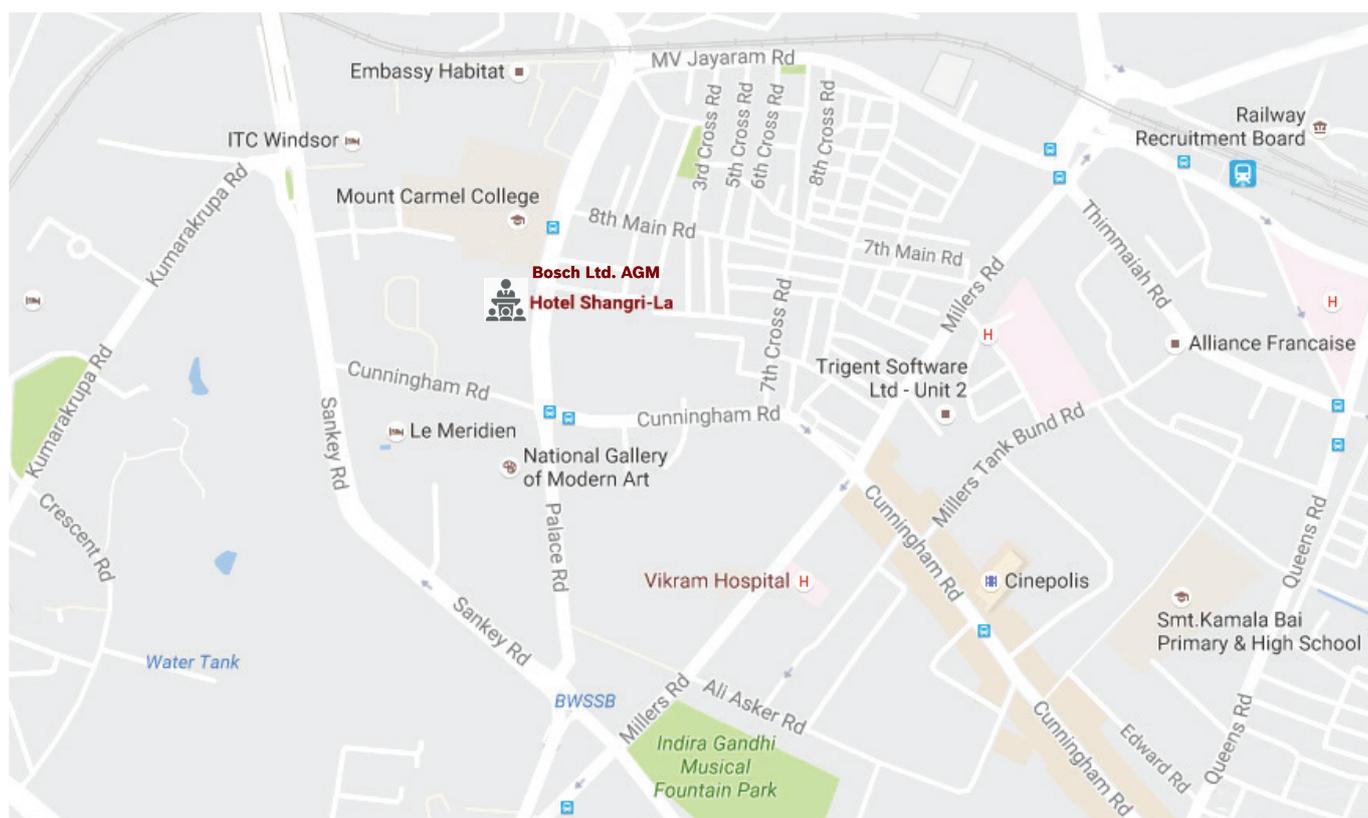
None of the Directors or Key Managerial Personnel, or their relatives, are in any way concerned or interested (financially or otherwise) in this Resolution.

By Order of the Board

Bengaluru
May 25, 2016

S. Karthik
Company Secretary
Membership No.:A6768

Route Map For AGM Location



Map not to scale

Bosch Limited

(CIN: L85110KA1951PLC000761)
 Regd office: Hosur Road, Adugodi, Bengaluru -560030
 Tel: +91 80 4176 8626, 2299 2315 Fax: +91 80 2299 2830
 website: www.boschindia.com
 e-mail: investor@in.bosch.com

Name of the member(s) : _____
 Registered address : _____
 E-mail ID : _____
 Folio No. / DP ID-Client ID : _____

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

- (1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (either on poll or through e-voting) for me/us and on my/our behalf at the 64th Annual General Meeting of Company, to be held on the 1st day of September, 2016 at 10.30 a.m. at 'The Grand Ballroom', Shangri-La Hotel Bengaluru, No. 56-6B, Palace Road, Bengaluru - 560 052 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI.No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2016.		
2.	Declaration of a dividend.		
3.	Re-appointment of Mr. Soumitra Bhattacharya as a Director.		
4.	Ratification of Appointment of Price Waterhouse & Co Bangalore LLP (Regn. No. 007567S/S-200012) Chartered Accountants, as Auditors of the Company.		
SPECIAL BUSINESS			
5.	Re-appointment of Dr. Steffen Berns as a Managing Director with effect from January 01, 2017.		
6.	Re-appointment of Mr. Soumitra Bhattacharya as Joint Managing Director with effect from January 01, 2017.		
7.	Ratification of remuneration payable to Cost Auditors.		
8.	Approval of Alteration of the Articles of Association of the Company.		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)



Notes :

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, Explanatory Statement and Notes, please refer to Notice of the 64th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered invalid.

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BOSCH LIMITED

(CIN : L85110KA1951PLC000761)

Regd. Office : Hosur Road, Adugodi, Bengaluru - 560 030.

Tel: +91 80 4176 8626, 2299 2315, Fax : +91 80 2299 2181

Website: www.boschindia.com, e-mail : investor@in.bosch.com

ATTENDANCE SLIP

64th ANNUAL GENERAL MEETING

Day : Thursday, Date : 1st September, 2016; Time : 10.30 a.m.

Place : 'Grand Ball Room', Hotel Shangri-La, No.56-6B, Palace Road, Bengaluru - 560 052.

.....
Member's Folio No./DPID-Client ID

.....
Member's/Proxy's name in Block Letters

.....
Member's/Proxy's Signature

Sign this attendance slip and hand it over at the entrance of the meeting hall.

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	USER ID	PASSWORD

Please refer Notice of AGM for instructions on remote e-voting.

Report of the Directors

The Directors have pleasure in presenting their TWENTY THIRD Annual Report together with the Audited Statements of Accounts for the period ended March 31, 2016.

Operations

The Company has not commenced business.

Dividend

The Board of Directors do not recommend any dividend for the Financial Year ended March 31, 2016.

Directors

Pursuant to Article 92 of the Articles of Association of the Company, Dr. Steffen Berns (DIN: 06449396) retires by rotation at the Twenty Third Annual General Meeting. He is eligible for re-election.

Board Meetings

During the financial year ended March 31, 2016, 4 meetings of the Board of Directors were held on: May 25, 2015; August 28, 2015; November 06, 2015 and February 05, 2016.

Risk Management

Since the Company has not commenced any business no specific Risk Management Policy has been formulated. However, the Company is guided by the Risk Management Policy of its Parent Company i.e. Bosch Limited.

Details of Loans, Guarantee and Investment

No Loans, Guarantee or Investments were granted, provided or made during the period under review.

Corporate Social Responsibility (CSR)

The Company does not fall under the ambit of Section 135 of Companies Act, 2013 relating to Corporate Social Responsibility.

Related Party Transactions

There were no material contracts or arrangements entered with related parties pursuant to the provisions of section 188 of the Act. The details pertaining to related party transactions is enclosed as Annexure 'A' to this Report.

Deposits

During the financial year ended March 31, 2016, there were no deposits as per the provisions of the Act.

Auditors

Pursuant to Provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 Messrs Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Membership No. 007567S/S-200012) were appointed as Statutory Auditors of the Company for a term of five years from the conclusion of 22nd Annual General Meeting held on 25.05.2015 until the conclusion of 27th Annual General Meeting (subject to ratification of their appointment at every subsequent Annual General Meeting).

A resolution seeking ratification of their appointment forms part of the notice convening the 23rd Annual General Meeting and the same is recommended for your consideration and approval.

Directors' Responsibility Statement

Pursuant to Section 134(5) of The Companies Act, 2013, the Board of Directors report that:

- during the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected and applied consistently accounting policies that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of financial year and of the loss of the Company for that period.
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

The Company has not commenced any operation hence provisions of Section 134(1)(m) of the Companies Act, 2013 and Rule 8 of Company (Accounts) Rules, 2014 are not applicable to the Company.

There were no foreign exchange earnings or outgo during the period under review.

Significant and Material Orders

There were no significant and material orders passed by the regulations or courts impacting the going concern status or Company's operations.

Material Changes and Commitments

There were no material changes and commitments between the end of Financial Year and the date of this report which could have an impact on the financial position of the Company.

Extract of Annual Return

As required by Section 92(3) of the Act and the Rules framed thereunder, the extract of the Annual Return in Form MGT 9 is enclosed as Annexure 'B' to this Report.

Acknowledgement

Directors express their gratitude to the various Governments Departments for their continued cooperation extended to the Company.

For and on behalf of the Board of Directors

Steffen Berns
Director
DIN No.: 06449396

Soumitra Bhattacharya
Director
DIN No.: 02783243

Bengaluru
May 25, 2016

Annexure 'A' to the Report of the Directors

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis: Nil

For and on behalf of the Board of Directors

Steffen Berns
Director
DIN No.: 06449396

Soumitra Bhattacharya
Director
DIN No.: 02783243

Place : Bengaluru

Date : May 25, 2016

Annexure 'B' to the Report of the Directors

EXTRACT OF ANNUAL RETURN

(As on the financial year ended March 31, 2016)

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sl. No	Particulars	Details
i.	CIN	U51109KA1992PTC013736
ii.	Registration Date	26.11.1992
iii.	Name of the Company	MICO TRADING PRIVATE LIMITED
iv.	Category / Sub-Category of the Company	Company limited by shares
v.	Address of the Registered office and Contact details	P.B. No 3000, Hosur Road, Adegodi, Bengaluru - 560 030
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Nil		

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Bosch Limited P.B. No 3000, Hosur Road, Adegodi, Bengaluru - 560 030	L85110KA1951PLC000761	Holding Company	100	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	100,000	100,000	100	-	100,000	100,000	100	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e) Banks/FI									
f) Any Other									
Sub-total(A)(1):-	-	100,000	100,000	100	-	100,000	100,000	100	-
Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
j) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding (A) = (A) (1) + (A)(2)	-	100,000	100,000	100	-	100,000	100,000	100	-
B. Public Shareholding									
1. Institutions					-				
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)		-		-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian									
(ii)Overseas									
b) Individuals	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B) (1) + (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs&ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	100,000	100,000	100	-	100,000	100,000	100	-

ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
	Bosch Limited	100,000	100	Nil	100,000	100	Nil	NA
	Total	100,000	100	Nil	100,000	100	Nil	NA

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. no	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	No change in the Promoters' shareholding during the year.			
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3.	At the End of the year				

iv) Shareholding Pattern of top ten. Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. no	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	Not Applicable			
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3.	At the End of the year (or on the date of separation, if separated during the year)				

v) Shareholding of Directors and Key Managerial Personnel:

Sl. no	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Dr. Steffen Berns (Nominee of Bosch Limited)				
	At the beginning of the year	1	0.001	1	0.001
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA
	At the End of the year	1			1
2.	Mr. Soumitra Bhattacharya (Nominee of Bosch Limited)				
	At the beginning of the year	1	0.001	1	0.001
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA
	At the End of the year	1			1

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Not Applicable	
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
6.	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Not Applicable	
	Total (1)		

Other Non-Executive Directors					
· Fee for attending board / committee meetings	-	-	-	-	-
· Commission	-	-	-	-	-
· Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B)=(1+2)	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Not Applicable			
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify.				
5.	Others, please specify				
6.	Total				

I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

NIL – There is no penalties/ punishment/ compounding of offences

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority[RD / NCLT/Court]	Appeal made, If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Steffen Berns	Soumitra Bhattacharya
Director	Director
DIN No.: 06449396	DIN No.: 02783243

Place : Bengaluru

Date : May 25, 2016

Independent Auditors' Report

To the Members of MICO Trading Private Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of MICO Trading Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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 March 31, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of Section 143(11) of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i. The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2016; and
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of MICO Trading Private Limited on the financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of MICO Trading Private Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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 (ICAI). 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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.
5. 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting 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 control over financial reporting includes 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 Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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 ICAI.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

Place : Bengaluru
Date : May 25, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Mico Trading Private Limited on the Financial Statements as of and for the year ended March 31, 2016.

- i. The Company does not hold any fixed assets during the year ended March 31, 2016. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the Company.
- ii. The Company does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Company does not deal in products, thus the matters specified in this clause is not applicable to the Company.
- vii (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including income tax, and other material statutory dues, as applicable, with the appropriate authorities.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax which have not been deposited on account of any dispute.
- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has not entered into transactions with related parties during the year. Accordingly, the provisions of Clause 3(xiii) of the Order are not applicable to the Company.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Place : Bengaluru
Date : May 25, 2016

Subramanian Vivek
Partner
Membership Number: 100332

MICO TRADING PRIVATE LIMITED

Balance sheet

[₹ in Thousands (TINR)]

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
Equity and Liabilities :			
Shareholders' funds			
Share capital	3	1,000	1,000
Reserves and surplus	4	9	29
Current liabilities			
Other current liabilities	5	105	70
Total		1,114	1,099
Assets :			
Current assets			
Cash and bank balances	6	1,098	1,088
Short-term loans and advances	7	13	7
Other current assets	8	3	4
Total		1,114	1,099
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financials statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

For and on behalf of the Board

Soumitra Bhattacharya Dr. Steffen Berns

Directors

Place: Bengaluru
Date: May 25, 2016

Statement of Profit and Loss

[₹ in Thousands (TINR)]

Particulars	Note No.	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Revenue:			
Other income	9	86	113
Total Revenue		86	113
Expenses :			
Other expenses	10	106	109
Total Expenses		106	109
Profit before tax		(20)	4
Tax expense :			
Current tax			
(i) for the year/period		-	2
(ii) relating to earlier years		-	(4)
Profit for the year/ period		(20)	6
Earnings per share - Basic and Diluted of nominal value of ₹10/- each	11	(0.20)	0.06
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

For and on behalf of the Board

Soumitra Bhattacharya

Dr. Steffen Berns

Directors

Place: Bengaluru
Date: May 25, 2016

Cash Flow Statement

[₹ in Thousands (TINR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
A. Cash flow from operating activities		
Profit before tax	(20)	4
Adjustments for :	(86)	(113)
Interest income		
Operating loss before working capital changes	(106)	(109)
Changes in working capital:		
Increase in current liabilities and provisions	35	55
Net Cash generated from operations	(71)	(54)
Direct taxes paid (net of refunds)	(5)	(13)
Net cash from operating activities	(76)	(67)
B. Cash flow from investing activities		
Interest received	86	113
Net cash (used) in investing activities	86	113
C. Cash flow from financing activities		
Net cash flows during the year (A+B+C)	10	46
Cash and cash equivalents (Opening balance)	88	42
Cash and cash equivalents (Closing balance)	98	88
	As it March 31, 2016	As it March 31, 2015
Cash and cash equivalents comprises of :		
Bank balances		
Current accounts	98	88

Notes:

- (a) Above Cash Flow Statement has been prepared under indirect method in accordance with the Accounting Standard 3 on "Cash Flow Statements".

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

For and on behalf of the Board

Soumitra Bhattacharya

Dr. Steffen Berns

Directors

Place: Bengaluru
Date: May 25, 2016

Notes to the Financial Statements for the year ended March 31, 2016

Note 1: General Information

MICO Trading Private Limited (the "Company") is wholly owned subsidiary of Bosch Limited. The company was incorporated in the year 1992 with the main object of carrying on business as traders, agents, distributors etc. of goods in India and abroad and to generally act as an import or export house and undertake all functions and services connected therewith. The Company has not yet commenced business.

Note 2: Summary of Significant Accounting Policies

(a) Basis of preparation:

The financial statements have been prepared in accordance with Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material respects with the applicable accounting standards notified under section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated March 30, 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. April 1, 2016.

The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 1956.

The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(b) Revenue recognition:

Interest on Bank deposits is recognised on a time proportion basis.

(c) Income tax:

Current taxation:

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the provisions of Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred taxation:

Deferred income tax is recognised on all timing differences at the balance sheet date between taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax.

(d) Cash and cash equivalents:

Cash and cash equivalents includes cash and cheques on hand, demand deposits with banks, fixed deposits and other short-term highly liquid investments with original maturities of three months or less.

Note 3 : Share capital

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
<i>Authorised</i>				
Equity shares of ₹10/- each	100,000	1,000	100,000	1,000
<i>Issued, Subscribed and fully Paid up</i>				
Equity shares of ₹10/- each	100,000	1,000	100,000	1,000

(a) Reconciliation of the number of shares:

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year/period	100,000	1,000	100,000	1,000
Balance at the end of the year/period	100,000	1,000	100,000	1,000

Notes to the Financial Statements for the year ended March 31, 2016

(b) Rights, preferences and restrictions attached to shares:

The Equity shares of the Company, having nominal value of ₹10/- per share, rank *pari passu* in all respects including voting rights and entitlement to dividend.

(c) Equity shares held by the holding company:

[₹ in Millions (Mio INR)]

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	Amount	Number of shares	Amount
Bosch Limited, India, the holding company	100,000	1,000	100,000	1,000

(d) Details of Equity shares held by shareholders holding more than 5% of the aggregate equity share in the Company:

	As at March 31, 2016		As at March 31, 2015	
	Number of shares	% of shareholding	Number of shares	% of shareholding
Bosch Limited, India, the holding company	100,000	100.00%	100,000	100.00%

(e) There are no shares reserved for issue under options and contracts/commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash, or by way of bonus shares or shares bought back.

Note 4 : Reserves and surplus

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Surplus/(Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year/period	29	23
Add: Profit for the year/period	(20)	6
Balance at the end of the year/period	9	29

Note 5 : Other current liabilities

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Audit fees payable	96	64
Statutory dues	9	6
	105	70

Note 6 : Cash and bank balances

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Cash and cash equivalents		
Bank balances		
Current accounts	98	88
Other bank balances		
Deposit accounts (original maturity of more than 3 months but less than or equal to 12 months)	1,000	1,000
	1,098	1,088

Note 7 : Short-term loans and advances

[₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Advance tax (net of provision for tax)	13	7
	13	7

Notes to the Financial Statements for the year ended March 31, 2016

Note 8 : Other current assets (Unsecured, considered good) [₹ in Millions (Mio INR)]

	As at March 31, 2016	As at March 31, 2015
Interest accrued on deposits	3	4
	3	4

Note 9 : Other income [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Interest income		
Bank deposits	86	113
	86	113

Note 10 : Other expenses [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Professional and Consultancy Charges [Refer note (a) below]	106	108
Miscellaneous expenses	-	1
	106	109

(a) Professional and other charges include:

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Remuneration to Auditors (excluding service tax)		
Statutory Audit fee [including relating to prior year Nil (2014-2015: T1NR 37)]	93	96
	93	96

Note 11 : Earnings Per Share [₹ in Millions (Mio INR)]

	For the year ended March 31, 2016	For the fifteen months period ended March 31, 2015
Profit attributable to Equity Shareholders	(20)	6
Weighted average number of Equity Shares outstanding during the period	100,00	100,00
Nominal Value of Equity Shares (₹)	10	10
Basic and Diluted Earnings per Share (₹)	(0.20)	0.06

Note 12 : Segmental Reporting [₹ in Millions (Mio INR)]

The Company has not commenced business. Segment information for reportable segments as envisaged under AS 17 on segment reporting as notified under section 211 (3C) of the Companies Act, 1956, have not been disclosed as there has been no operations during the period.

Note 13: Related Party Transactions

Holding Company: Bosch Limited, India

Ultimate Holding Company: Robert Bosch GmbH, Federal Republic of Germany

Transactions during the period with Bosch Limited, India (Holding Company):

Reimbursement of expenses paid: Nil (2014-2015: T1NR 8)

Notes to the Financial Statements for the year ended March 31, 2016

Note 14: Disclosures under Accounting Standards

Disclosures under Accounting Standards as notified under section 211(3C) of Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013 and Schedule III are restricted to those which are currently applicable to the Company

Note 15: Disclosure under Micro, Small and Medium Enterprises Development Act, 2006.

The Company does not have any transactions or dues in relation to any supplier registered under Micro, Small and Medium Enterprises Development Act, 2006.

Note 16: Change in the financial year

The company has changed its accounting year to commence from 1st April of every year and to end on 31st March of following year to comply with the requirement of the Companies Act, 2013. Consequently, the previous accounting period is for the fifteen months. Hence, the current year's figures are not comparable to those of the previous period.

Note 17: Previous period figures

Previous period's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

Note 18: Rounding off

Amounts mentioned as '0' in the financial statements denote amounts rounded-off being less than one thousand rupees.

Notes to the financial statements 1 to 18

As per our report of even date

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Subramanian Vivek
Partner
Membership Number: 100332

For and on behalf of the Board

Soumitra Bhattacharya Dr. Steffen Berns

Directors

Place: Bengaluru
Date: May 25, 2016

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1913)

ARTICLES OF ASSOCIATION

OF

Bosch Limited

TABLE 'F' EXCLUDED

1. The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

2. INTERPRETATION

(1) In these Articles –

- (a) “Act” means the Companies Act, 2013 and rules made thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof).
- (b) “Articles” means these Articles of Association of the Company, altered from time to time.
- (c) “Board of Directors” or “Board”, means the collective body of the directors of the Company and shall include any Committee of the Board
- (d) “Beneficial Owner” shall mean beneficial owner as defined in Section 2(1)(a) of the Depositories Act, 1996.
- (e) “Company” means Bosch Limited.
- (f) “Depositories Act, 1996” shall include any statutory modification or re-enactment thereof.
- (g) “Depository” shall mean a Depository as defined under Section 2(1)(e) of the Depositories Act, 1996
- (h) “Dividend” includes any interim dividend.
- (i) General Meeting means Annual General Meeting and Extra-ordinary General Meeting and shall include Postal Ballot.
- (j) “In writing” includes printing, lithography, typewriting and any other usual substitutes for writing.

- (k) "Independent Director" shall have the same meaning as ascribed to it under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or re-enactment thereto) or under such other law for the time being in force.
 - (l) "Person" includes any partnership, association, corporation, company, body corporate and individuals.
 - (m) Poll in relation to this Articles includes electronic and physical ballot.
 - (n) "The Register" means the Register of Members kept pursuant to Section 88 of the Act and where shares are held in dematerialised form "The Register" includes the Register of Beneficial owners maintained by a Depository.
 - (o) "Related Party" shall have the same meaning as ascribed to it under Section 188 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment or re-enactment thereto) or under such other law for the time being in force.
 - (p) "Meeting" includes the meeting Board of Directors or Committee thereof and includes meeting of the shareholders.
 - (q) "Members" means person holding share(s) of the Company and whose name appears in the register of members maintained under Section 88 of the Act including the beneficial owner in the records of the Depository.
 - (r) "SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
 - (s) "SEBI regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and other regulations, circulars and guidelines issued by SEBI from time to time.
 - (t) "Security" means such security as may be specified by SEBI from time to time.
 - (u) "Special Resolution" and the "Ordinary Resolution" have the meanings assigned thereto respectively by Section 114 of the Act.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.
 - (3) Words importing the singular shall include plural and words importing plural shall include singular.
 - (4) Words importing masculine gender shall include the feminine and transgender and vice versa.

- (5) The words or expressions used but not defined herein, but defined under Act or the SEBI Act, or Securities Contract and Regulation Act, or under any other relevant law, shall have the same meaning assigned therein.

Share capital and variation of rights

3. Allotment of Shares

Subject to the provisions of the Act and these presents, the shares in the capital of the Company shall be under the control of the Directors who may allot, grant option over or otherwise dispose of the same at such times and to such persons and in such manner and upon such terms as they think proper and they may make arrangements on the issue of any shares for a difference between the holder of such Shares in the amount of Calls to be paid and the time of payment of such Calls.

Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

4. Issue of shares for otherwise than for Cash

Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.

5. Kinds of Share Capital

The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

- (1) Equity Share Capital
 - (a) With voting rights; and / or
 - (b) With differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- (2) Preference Share Capital

6. Variation of Rights

- (1) The rights attached to any class of shares (unless otherwise provided by the terms of the issue of that class), may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class. To every such separate meeting the provisions of these Articles relating to meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of that class.

- (2) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. Issue of Share Certificate

- (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within fifteen days after the receipt of application for the registration of transfer in the prescribed form, complete in all respect along with share certificates have been submitted to the Company or within seven days or twenty one days as stipulated in SEBI Regulations, after the receipt of transmission requests complete in all respects or within such other period as provided under the conditions of issue –
 - (a) One certificate for all his shares without payment of any charges; or
 - (b) Several certificates, each for one or more of his shares, upon payment of such fees as maybe fixed by the Board or Company Secretary, for each certificate after the first.
- (3) Every certificate shall be under the form prescribed under the Act.
- (4) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

8. Option to receive share certificate or hold shares with depository

- (1) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
- (2) Any person holding share in dematerialized state, may at his discretion, rematerialize the share so as to receive physical share certificate in terms of the provisions of the Act, this Articles and other applicable rules.

9. Issue of new Certificate in place of one defaced, lost or destroyed.

- (1) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given under the authority of the Board/Committee and including any person authorised by the Board/Committee. Every Certificate under this Article shall be issued on payment of fees for each certificate a may be fixed by the Board.
- (2) Such new share certificates shall be issued to registered members only.

10. Provisions as to issue of certificates to apply *mutatis mutandis* to debentures, etc.

The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures of the Company (except where the Act otherwise requires).

11. Further Issue of Shares

- (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –
 - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
 - (b) employees under any scheme of employees' stock option; or
 - (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
- (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari-passu* therewith.

12. Trusts not recognized

Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

13. Power to pay commission in connection with securities issued

- (1) The company may exercise the powers of paying commissions conferred by Section 40(6) of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (2) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

- (3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

14. Liability of joint-holders of Shares.

The joint holders of a Share or Shares shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such Share or Shares.

15. Acceptance of Shares.

An application signed by or on behalf of the Applicant for Shares in the Company, followed by an allotment of any shares therein, shall be acceptance of Shares within the meaning of these Articles and every person who accepts any Shares and whose name is on the Register shall for the purpose of these Articles be a shareholder.

16. Power to issue redeemable preference shares

- (1) Subject to the provisions of the Section 55 of the Act, Company may issue or re-issue preference shares which are liable to be redeemed within a period not exceeding twenty years from the date of their issue on such terms and conditions and in such manner as determined by the Board subject to such provisions as may be prescribed under the Act.
- (2) In case the Company is not in position to redeem any preference shares or to pay dividend, if any, on such shares in accordance with the terms of issue (such shares hereinafter referred to as unredeemed preference shares), it may, with the consent of the holders of three-fourths in value of such preference shares and subject to such regulatory approvals issue further redeemable preference shares equal to the amount due, including the dividend thereon, in respect of the unredeemed preference shares, and on the issue of such further redeemable preference shares, the unredeemed preference shares shall be deemed to have been redeemed.

Lien

17. Company's lien on shares

- (1) The Company shall have a first and paramount lien—
 - (a) on every share (other than fully paid-up share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid-up shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (2) Lien to extend to dividends, etc.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares.

18. (1) Enforcement of Lien by sale

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

(2) Authorisation by Board

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(3) Purchaser to be registered holder

The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(4) Validity of Company's receipt

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

(5) Purchaser not affected

The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

19. (1) Application of proceeds of sale

The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(2) Payment of residual money

The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale

20. Validity of sales

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may appoint some person to execute an instrument of transfer of the Share sold and cause the purchaser's name to be entered in the Register in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register in respect of such Shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Upon any such sale as aforesaid, the certificates in respect of the Shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.

21. Outsiders' lien not to effect Company's lien

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

22. Provisions as to lien to apply *mutatis mutandis* to debentures, etc.

The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Calls on shares

- 23.** (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified, the amount called on his shares.
- (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more member(s) as the Board may deem fit and appropriate in any circumstances.
- (4) A call may be revoked or postponed at the discretion of the Board.

- 24.** A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- 25.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 26.** (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 27.** (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 28.** The Board—
- (1) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (2) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
- 29.** If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such installment shall, when due, be paid to the Company by the person who, for the time being in force and from time to time, is or shall be the registered holder of the share or the legal representative of the deceased registered holder.
- 30.** All calls shall be made on a uniform basis on all shares falling under same class
- Explanation:* Shares of the same nominal value on which different amount have been paid-up shall not be deemed to fall under the same class.
- 31.** Neither a judgement or decree in favour of the Company for Calls or other monies due in respect of any share nor any part-payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.

- 32.** The provision of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transfer of shares

- 33.** (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee along with all requisite documents as may be required under the Act, SEBI regulations or the Company.
- (2) The transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members.
- 34.** The Board may, subject to the right of appeal conferred by section 58 decline to register –
- (1) The transfer of a share, not being fully paid share, to a person of whom they do not approve;
or
- (2) The transfer of shares on which the Company has lien
- 35.** The Board may decline to recognise any instrument of transfer unless—
- (1) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (2) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (3) the instrument of transfer is in respect of only one class of shares.
- (4) Requisite documents as required under the Act, SEBI regulations or the Company have been submitted along with the instrument of transfer.
- 36.** The Company may close the register of members by giving such previous notice to the members as may be prescribed under the Act or SEBI regulations at such times and for such periods as may be decided by the Company Secretary or any Director from time to time.
- 37.** The provision of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

Transmission of shares

- 38.** (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.

- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
 - (3) The Executors or Administrators or the persons in whose favour a succession certificate or a declaratory order of a competent court has been issued or made (and not being one of several joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member and in the case of death of any one or more of the joint holders of any registered shares the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares. Provided further that in any case it shall be lawful for the Directors in their absolute discretion to dispense with the production of Probate or Letter of Administration or other legal representation upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may think fit.
- 39.** (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 40.** (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 41.** A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety

days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Provided further that where the name of a person is entered in the Register of Members of the Company as the holder of shares in the Company but who does not hold a beneficial interest in such shares, on account of death or insolvency of such holder, his survivors, legal heirs, authorized representatives, beneficiaries or his nominee, shall have no rights whatsoever on the shares that were held by the him.

Forfeiture of shares

- 42.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 43.** The notice aforesaid shall —
- (1) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (2) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 44.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 45.** (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (2) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 46.** (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (2) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- 47.** (1) A duly verified declaration in writing that the declarant is a director or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (3) The transferee shall thereupon be registered as the holder of the share; and
 - (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 48.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

- 49.** The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution
- 50.** Subject to the provisions of section 61, the Company may, by ordinary resolution,—
- (1) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (2) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (3) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - (4) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 51.** Where shares are converted into stock,—
- (1) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (2) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such

privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (3) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

52. Subject to the provisions of the Act, the Company may, by resolution as prescribed by the Act, reduce in any manner and in particular may, —

- (1) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or
- (2) either with or without extinguishing or reducing liability on any of its shares,—
 - (a) cancel any paid-up share capital which is lost or is unrepresented by available assets;
or
 - (b) pay off any paid-up share capital which is in excess of the wants of the company.

Joint Holders

53. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

- (1) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
- (2) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
- (3) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- (4) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

- (5)
 - (a) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
 - (b) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- (6) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

Capitalisation of profits

- 54.** (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve-
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

Power of the Board for Capitalisation

55. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (3) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

56. Notwithstanding anything contained in these articles but subject to compliance of the provisions of sections 68 to 70 and any other applicable provision of the Act and SEBI Regulations, the Company shall have authority to buy back its shares or other specified securities.

Employee Stock Option Scheme

57. Subject to and in accordance with the provisions of the Act and any other rules, regulations or guidelines as may be prescribed if any, the Company may frame guidelines or scheme to be known as Employee Stock Option Scheme (ESOP) or Employees Stock Purchase Scheme (ESPS).
58. ESOP or ESPS may provide for the issue of shares/warrants, bonds or other debt instruments including the terms of payment.
59. The Board of Directors shall have the power to vary, alter or amend the terms and conditions of the ESOP or ESPS, at their sole discretion, in such manner as they may deem fit in the best interest of the Company.

Issue of Sweat Equity

60. Notwithstanding anything contained in these articles the Company shall have right to issue sweat equity to its promoters, Directors, employees or to such other persons as may be decided by the Board in accordance with the provisions of the Companies Act, 2013 and any statutory amendments or re-enactment thereof.

General meetings

61. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.
62. (1) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings of General Meetings

63. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) The quorum for the General Meeting shall be as provided under the Act.
64. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
65. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
66. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
67. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

Adjournment of meeting

68. (1) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (4) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment of the meeting.

Minutes of General Meeting

- 69.** (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- (a) be kept at the registered office of the Company; and
 - (b) be open to inspection of any member without charge, during 10.00 a.m. to 5.00 p.m. on all working days i.e. other than Saturdays, Sundays and public holidays.
- (2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board or the Secretary, with a copy of any minutes referred to in clause (1) above:

Provided that such fee shall not exceed Rs. 10 or such amount as may be prescribed under the Act per page.

Provided further a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

Voting rights

- 70.** Subject to any rights or restrictions for the time being in attached to any class or classes of shares-
- (1) On a show of hands every members holding equity shares present in person or in proxy shall have one vote.
 - (2) On a poll every such member present in person or by proxy shall have one vote for each share held by him.
- 71.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act.
- 72.** (1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 73.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether by show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 74.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid and no member shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.
- 75.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 76.** (1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (2) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

- 77.** Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
- 78.** The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 79.** An instrument appointing a proxy shall be in the form prescribed in the Act.
- 80.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 81.** (1) The Company shall have minimum five directors and maximum fifteen directors.
- (2) The mode of appointment, tenure and other provisions relating to Independent Directors shall be the same as provided under section 149 read with schedule IV and / or other relevant provisions of the Act
- (3) Except for the Independent Directors appointed in terms of Section 149 of the Act, all directors of the Company shall be liable to retire by rotation. In case of retirement by rotation of any Whole-time Director, such retirement by rotation shall not be considered as a break in term of such Whole-time Director.
- (4) And none of the directors shall be required to hold any qualification shares.
- (5) A Director of the Company may be or become a Director of any Company promoted by this Company or in which this Company may be interested as Vendor, Shareholders or otherwise and no such director shall be accountable to the Company for any benefits received as a Director or member of such Company.

Right of person other than retiring Directors to stand for directorship

- 82.** Subject to the provisions of Section 160 of the Act, a person who is not a retiring director, be eligible for appointment to the office of a director at any general meeting in the manner prescribed under the Act.

Remuneration of Directors

- 83.** (1) The remuneration of the directors, including Managing/Joint Managing/Whole-time directors shall be determined in accordance with and subject to the provisions of the Act by resolution passed by the Company at general meeting.
- (2) A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board. A director who participates at the meeting not being an interested director shall be entitled to aforementioned fees even though such director may not be deemed to form part of the quorum for such meeting.
- (3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- (a) In attending and returning from meeting of the Board of Directors or general meeting or any meeting convened in pursuance of order of a competent authority (including court)
- (b) In connection with business of the Company.
- (4) If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company shall, subject to the provisions of the Act, remunerate such

Director either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors or by the Company in General Meeting.

Additional Director

- 84.** (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
- (2) Such person shall hold office only up to the date of the next annual general meeting of the Company or any other general meeting held prior to the said meeting, but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

Alternate Director

- 85.** (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- (3) If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of the retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

Filling up of Casual Vacancy

- 86.** (1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed.

Vacation of Office

- 87.** (1) The office of a Director shall become vacant in the circumstances as per the relevant provisions of the Act, read with applicable Rules, as modified from time to time.
- (2) Where a Director is also a Managing Director or Whole-time Director, he shall, except with the consent of the Board of Directors to continue in office, *ipso facto*, cease to be a

Director upon his ceasing, for any reason, to be a Managing Director or Whole-time Director.

- (3) The office of a Managing Director or Whole-time Director shall stand vacated if for any reason, he ceases to be a Director.
- (4) Any person, having been appointed a director by virtue of his holding any office or other employment in Company, its holding company or its subsidiary or associate, or other company of the same group, ceases to hold such office on account of termination of his services, other than resignation or retirement shall deemed to have vacate his office of director.

Provided that in case of vacation of office as above, director shall vacate his office from the date of cessation of employment or otherwise with the Company, it's holding, subsidiary, associate company or any other group company.

- (5) Subject to the provisions of the Act, a director whose office is vacated before the expiry of his term under the Act or this Article, shall not be eligible for any compensation for loss of office or otherwise.

Powers of the Board

- 88.** (1) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- (2) Subject to the provision of the Act the Managing Director or Whole-time Director (if any) shall deemed to be authorized to execute, contract document, power of attorney or any other papers, writings, for and on behalf of the Company which is in the normal course of business.
- (3) Subject to the provisions of the Act, the Managing Director or Whole-time Director (if any) jointly or severally shall have the authority to grant Power of Attorney on behalf of the Company to such persons as may be deem fit, in matters concerning day-to-day activities of the Company with revenue authorities, government departments, agencies at the Centre and/or State Government/s, litigation concerning the Company and further to revoke the Power of Attorney so granted by them.
- (4) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn,

accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

Borrowing powers

- 89.** The Board may, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums exceeding paid up capital and free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper, pursuant to the provisions of the Act, read with relevant Rules, as modified from time to time.

Proceedings of the Board

- 90.** (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (2) The Chairperson or any Director or the Company Secretary at the request of any director shall, at any time, summon a meeting of the Board.
- (3) The quorum for a Board meeting shall be as provided in the Act.
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- (5) Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 91.** Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- 92.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

Chairman of the Board

- 93.** (1) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Committees of the Board

- 94.** (1) Subject to the provisions of the Act and SEBI Regulations, the Board may delegate any of its power to committees consisting of such member or members of its body as it thinks fit.
- (2) Any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed by the Board on them.
- (3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
- 95.** (1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 96.** A Committee may meet and adjourn as it thinks fit.
- 97.** All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

Resolution by Circulation

- 98.** Save as otherwise expressly provided in the Act, and subject to the provisions of the secretarial standards, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

Managing Director/Whole-time Director, Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer

- 99.** (1) Subject to the provisions of the Act, so long as Robert Bosch GmbH either singly or together with its holding or subsidiary companies holds more than 50% of the paid-up share capital of the Company, it shall have the right by notice in writing to appoint one or more directors of the Company as Managing Director(s)/Whole-time Director(s) and remove any such person or persons from office and on vacancy being caused in such office from any cause whether by resignation, death, removal or otherwise of the person or persons so appointed, to appoint another or others in the vacant place or places.

- (2) The right of appointment of Managing Director(s) and / or Whole-time Directors under or pursuant to this Article shall not be determined by reason of any change in the name or style of Robert Bosch GmbH.
- (3) Subject to the provisions of the Act-
 - (a) A Chief Executive Officer, manager, company secretary and Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such condition as it may think fit; and any Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more Chief Executive Officer for its multiple business.
 - (b) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

Registers

- 100.** (1) The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.
- (2) The registers and copies of annual return shall be open for inspection, both in physical and electronic form, during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board or the Company Secretary, but not exceeding the limits prescribed by the Rules.
- (3) The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

The Seal

- 101.** (1) The Board shall provide for the safe custody of the seal.
- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager

or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

- 102.** The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 103.** Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- 104.** (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 105.** (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 106.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 107.** (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid in any electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

- (2) Every such payment in electronic mode or by cheque or warrant shall be made to the order of the person to whom it is sent.
- 108.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 109.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 110.** No dividend shall bear interest against the Company

Books of Accounts

- 111.** (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
- (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

Indemnity and Insurance

- 112.** (1) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- (2) Subject as aforesaid, every director, managing director, manager, company secretary or other officer/employees of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (3) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors, key managerial personnel and officers/employees for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Secrecy

- 113.** No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading of any matter which is or may be in the nature of a trade

secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company.

General Power

- 114.** Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Winding up

- 115.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—

- (1) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.