



**BOSCH**

Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Bosch Limited  
Post Box No:3000  
Hosur Road, Adugodi  
Bangalore-560030  
Karnataka, India  
Tel +91 80 67522393  
[www.bosch.in](http://www.bosch.in)  
L85110KA1951PLC000761

27.07.2018

Dear Sir/Madam,

**Sub: Notice of the 66<sup>th</sup> Annual General Meeting (AGM)**

Ref: Regulation 30 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed herewith a copy of the Notice of the 66<sup>th</sup> Annual General Meeting of Bosch Limited to be held on Friday, August 24, 2018 at 10:30 a.m. at 'Vivanta by Taj', 41/3, Mahatma Gandhi Road, Bengaluru – 560 001.

This is for your information and records.

Thanking you,

Yours faithfully,  
for Bosch Limited

(Anuj Sharma)

Assistant Company Secretary & Compliance Officer

# Bosch Limited

Registered Office: P. B. No. 3000, Hosur Road, Adegodi, Bengaluru - 560 030

Tel: +91 80 6752 5009; 6752 9652; Website: [www.bosch.in](http://www.bosch.in);

E-mail: [investor@in.bosch.com](mailto:investor@in.bosch.com); CIN: L85110KA1951PLC000761

NOTICE is hereby given that the Sixty Sixth Annual General Meeting of Bosch Limited (the "Company") will be held at 10:30 a.m. on Friday, August 24, 2018 at Trinity Hall, 'Vivanta by Taj', 41/3, Mahatma Gandhi Road, Bengaluru – 560 001 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, 2018, 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, 2018, together with the Report of the Auditors thereon.
2. To declare a Dividend of INR 100 per share on Equity Shares for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Mr. V. K. Viswanathan (DIN: 01782934), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

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

**RESOLVED THAT** Ms. Hema Ravichandar (DIN: 00032929), who was appointed as an Additional Director of the Company with effect from September 02, 2017 by the Board of Directors at their meeting held on September 01, 2017 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Ms. Hema Ravichandar (DIN: 00032929) who has submitted a declaration to the Company that she meets the criteria of independence provided under the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years commencing September 02, 2017.

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

**RESOLVED THAT** Mr. Sakalespur Visweswaraiya Ranganath (DIN: 00323799), who was appointed as an Additional Director of the Company with effect from July 01, 2018 by the Board of Directors at their meeting held on May 22, 2018 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Sakalespur Visweswaraiya Ranganath (DIN: 00323799) who has submitted a declaration to the Company that he meets the criteria of independence provided under the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director for a term of 3 (three) consecutive years commencing July 01, 2018.

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

**RESOLVED THAT** Mr. Jan-Oliver Röhr (DIN: 07706011), who was appointed as an Additional Director of the Company with effect from July 01, 2018 by the Board of Directors at their meeting held on May 22, 2018 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. To consider and, if thought fit, 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") (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with Schedule V to the Act and Articles of Association of the Company, consent of the Company be and is hereby accorded for appointment of Mr. Jan-Oliver Röhl (DIN: 07706011) as Executive Director of the Company for a period of two years and six months from July 01, 2018 to December 31, 2020 on terms and conditions including remuneration as set out in the Agreement dated June 05, 2018, entered into between the Company and Mr. Röhl.

**RESOLVED FURTHER THAT** the Board of Directors be and are 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.

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

**RESOLVED THAT** subject to the provisions of sections 2(94), 196, 197 read with section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, consent of the Company be and is hereby accorded for appointment of Mr. S. C. Srinivasan (DIN: 02327433) as Whole-time Director of the Company (consequent to his appointment as an Alternate Director) for a period of three years from July 01, 2018 to June 30, 2021 on terms and conditions including remuneration set out in the Agreement dated June 15, 2018, entered into between the Company and Mr. Srinivasan.

**RESOLVED FURTHER THAT** in the event of Mr. Srinivasan ceasing to be an Alternate Director at any time during the aforesaid period and is appointed as Director of the Company, whether as an Alternate or otherwise, Mr. Srinivasan shall be deemed as Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except the period that he ceases to be a Director of the Company, he shall continue as an employee of the Company on the same terms and conditions as aforesaid.

**RESOLVED FURTHER THAT** the Board of Directors be and are 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.

9. To consider and, if thought fit, pass the following resolution as a Special Resolution:

**RESOLVED THAT** in supersession of the resolution passed by the members at the 63<sup>rd</sup> Annual General Meeting of the Company held on August 28, 2015 and pursuant to the provisions of sections 149(9), 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, a profit related commission of a sum not exceeding one percent, in aggregate, of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, for or in respect of a financial year, be paid to and distributed amongst any or all of the directors of the Company, other than the Managing Director / Joint Managing Director / Whole-time Director(s) / Executive Director(s) but including the Independent Directors of the Company, in such amount(s) or proportion and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, and such payments shall be made in respect of the profits of the Company for each financial year commencing from April 01, 2018, provided however that the aggregate commission paid to all Non-Executive Directors (including independent directors) of the Company for or in respect of a financial year shall not exceed INR 30,000,000/- (Rupees Three crore only).

10. 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of INR 600,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses, at actuals) payable to Messrs. Rao, Murthy & Associates, Cost Accountants (Registration No. 000065), for conducting audit of the Cost Records of the Company for the Financial Year 2018-19, 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.

By Order of the Board

Soumitra Bhattacharya  
Managing Director  
DIN: 02783243

June 15, 2018  
Bengaluru

## Notes:

- a) Statement setting out material facts pursuant to the provisions of section 102 of the Companies Act, 2013 (the“Act”) in respect of the special businesses set out at Item Nos. 4 to 10 of the Notice is annexed hereto.
- b) Brief profile of Mr. V. K. Viswanathan is annexed herewith and brief profiles of Ms. Hema Ravichandar, Mr. S. V. Ranganath, Mr. Jan-Oliver Röhr and Mr. S. C. Srinivasan form part of the statement setting out material facts pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
- c) **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy 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.
- d) 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 period specified for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
- e) The form of proxy in order to be effective shall be duly completed and 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.
- f) An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting including any adjournment thereof.
- g) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting 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.
- h) Members/Proxies/Representatives are requested to bring the attendance slip for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
- i) In case of joint holders attending the Meeting, only such a joint holder whose name is higher in the Register of Members will be entitled to vote at the Meeting.
- j) 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 (i.e. except Saturdays, Sundays & Public Holidays) up to the date of the Meeting. The said documents are also available on the website of the Company viz., [www.bosch.in](http://www.bosch.in).
- k) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 09, 2018 to Friday, June 15, 2018 (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
- l) Subject to section 126 of the Act, dividend, if declared, will be paid to those Members whose names appear in the Register of Members as at the close of business on Friday, June 08, 2018 and who are beneficial owners as at the close of business on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
- m) 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 a copy of their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit a copy of their PAN to the Company/its Registrar and Transfer Agents (RTA).
- n) 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.
- o) Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include 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.
- p) None of the Directors are related to each other or any Key Managerial Personnel of the Company. They do not hold any shares in the Company.
- q) In this Notice and Annexure(s) thereto the terms “Shareholders” and “Members” are used interchangeably.

- r) In compliance with the provisions of section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) would be provided by CDSL.
- s) The remote e-voting period begins on Tuesday, August 21, 2018 at 9.00 a.m. and ends on Thursday, August 23, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 17, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- t) The members can opt for only one mode of voting i.e. either by remote e-voting or by electronic ballot at the meeting. The members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again.

Steps for remote e-voting are given below for the information of the Members:

- (i) Open the e-voting website of CDSL and type the following in your web browser: [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digit beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digit Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in dematerialized form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted vote for any company using the remote e-voting facility provided by CDSL, then please use your existing password.

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for shareholders holding shares in demat as well as in physical form)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</li> <li>• If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering the above details, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will be redirected to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter a new login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Bosch Limited : 180716021.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select option YES in case you wish to Assent to the resolution and NO in case you wish to Dissent to the resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote click on “CANCEL” and thereafter modify your vote.
- (xiii) Click on “CONFIRM” to confirm your voting. Once confirmed, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xv) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the AppStore and the Windows Phone Store respectively.
- (xvii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800-225-533. Alternatively, members may also contact the below mentioned officer of the Company for any grievance related to remote e-voting:-

Mr. Anuj Sharma  
Assistant Company Secretary  
Bosch Limited, P. B. No. 3000, Hosur Road, Adugodi, Bengaluru - 560 030  
Ph.: +91 80 6752 5009, 6752 9652;  
E-mail: [investor@in.bosch.com](mailto:investor@in.bosch.com)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A-Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800-225-533.

- u) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. August 17, 2018. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.
- v) Mr. Pramod S. M. of BMP & 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.

The Company has opted to provide “electronic voting system” for all those members who are present at the AGM and have not cast their votes by remote e-voting facility.

After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM as well as 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 uploaded on website of the Company and CDSL.

June 15, 2018  
Bengaluru

By Order of the Board  
Soumitra Bhattacharya  
Managing Director  
DIN: 02783243

## ANNEXURE TO THE NOTICE

Brief profile of Mr. V. K. Viswanathan is given below:

Director Identification Number	01782934
Date of Birth	20/11/1950
Date of Appointment	01/11/2007
Qualification	Chartered Accountant
Experience	<p>Mr. Viswanathan joined the Bosch Group in 1998 and took up assignment at the Diesel Systems Division of Robert Bosch GmbH, Germany. Upon his return to India, he assumed the responsibility as Joint Managing Director of the Company with effect from January 01, 2001. From 2006 to October 2007, he served as Sr. Vice-President with Bosch Corporation, Farmington Hills, Michigan, USA. He served as Managing Director of the Company from February 2008 until his retirement in December 2012.</p> <p>He was appointed as the Chairman of the Company with effect from July 01, 2013.</p> <p>Before joining the Bosch group, Mr. Viswanathan was associated with Hindustan Unilever Limited as Group Treasurer and Head - Mergers &amp; Acquisitions.</p>
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• Magma HDI General Insurance Company Limited</li> <li>• HDFC Standard Life Insurance Company Limited</li> <li>• Bharti Airtel Limited</li> <li>• TransUnion CIBIL Limited</li> <li>• Magma Fincorp Limited</li> <li>• United Spirits Limited</li> <li>• K S B Pumps Limited</li> <li>• Century Metal Recycling Limited</li> </ul>
Chairmanship/Membership of Committees held in companies/body corporates	<p><b>Magma HDI General Insurance Company Limited</b>  Audit Committee Chairman  Nomination &amp; Remuneration Committee Member</p> <p><b>HDFC Standard Life Insurance Company Limited</b>  Audit Committee Chairman  Nomination &amp; Remuneration Committee Member</p> <p><b>Bharti Airtel Limited</b>  Audit Committee Chairman  Risk Management Committee Member</p> <p><b>TransUnion CIBIL Limited</b>  Audit Committee Chairman  Nomination &amp; Remuneration Committee Member</p> <p><b>Magma Fincorp Limited</b>  Audit Committee Member  Nomination &amp; Remuneration Committee Member</p> <p><b>United Spirits Limited</b>  Audit Committee Chairman  Nomination &amp; Remuneration Committee Member</p> <p><b>KSB Pumps Limited</b>  Audit Committee Member</p> <p><b>Century Metal Recycling Limited</b>  Audit Committee Member  Corporate Social Responsibility Committee Member</p> <p><b>Bosch Limited</b>  Audit Committee Member  Nomination &amp; Remuneration Committee Member  Stakeholders' Relationship Committee Member</p>

Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.	
Number of Equity shares held in the Company	Nil	
Number of Board Meetings attended during last Financial Year (2017-18)	Five meetings of the Board of Directors were held during the Financial Year 2017-18. Mr. Viswanathan attended all the meetings.	
Terms and conditions of Appointment	Non-Executive and Non-Independent Director, liable to retire by rotation.	
Last remuneration drawn	<b>Remuneration drawn for the Financial Year 2017-18</b>	
	Commission	INR 3,000,000
	Aggregate Sitting Fees	INR 150,000
	<b>Total</b>	<b>INR 3,150,000</b>

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 10 OF THE NOTICE**

**ITEM NO. 4**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Hema Ravichandar as an Additional Director (Independent) with effect from September 02, 2017. In terms of Section 161 of the Companies Act, 2013 (the "Act"), Ms. Hema Ravichandar will hold office up to the date of the 66<sup>th</sup> Annual General Meeting i.e. August 24, 2018. Ms. Ravichandar has given a declaration that she meets the eligibility criteria provided under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Company has received a notice in writing from a member under section 160(1) of the Act proposing appointment of Ms. Ravichandar as a Director of the Company.

Ms. Ravichandar, being eligible, is proposed to be appointed as an Independent Director for a term of five consecutive years from September 02, 2017 not liable to retire by rotation.

The terms & conditions of appointment of Independent Directors is available on the website of the Company viz., [www.bosch.in](http://www.bosch.in) and is also available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of the Meeting.

Except for Ms. Hema Ravichandar, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (whether financially or otherwise) in the resolution set out at Item No. 4 of the Notice.

The Board of Directors, considering the experience and expertise of Ms. Ravichandar, recommend the resolution at Item No. 4 of the Notice for approval of the members.

**Brief profile of Ms. Hema Ravichandar:**

Ms. Hema Ravichandar is a management professional with about 34 years of industry experience. As a Strategic HR advisor, she currently consults with and sits on the statutory and advisory Boards of both Indian and multinational corporations.

After completion of her management education from the Indian Institute of Management, Ahmedabad, Ms. Ravichandar started her career at erstwhile Motor Industries Company Limited (now Bosch Limited) in 1983. In 1992, she joined erstwhile Infosys Technologies Limited (now Infosys Limited) as the Head of Human Resources. Ms. Ravichandar was the Senior Vice-President and Global Head of Human Resources of Infosys until 2005.

Ms. Ravichandar has won several awards and accolades including three "HR Professional of the Year" Awards and has been listed amongst the "25 Most Powerful Women in India" and "Successful Women Professionals in IT".

Ms. Ravichandar holds directorship in the following companies other than Bosch Limited: (i) Marico Limited, (ii) Titan Company Limited, (iii) TATA Consulting Engineers Limited, (iv) Feedback Business Consulting Services Private Limited. Ms. Ravichandar is a member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Share Transfer Committee of the Company. Details of Committee positions of Ms. Ravichandar in companies other than Bosch Limited: (a) Marico Limited – Audit Committee (Member) & Corporate Governance Committee (Chairperson), (b) Titan Company Limited – Nomination & Remuneration Committee (Chairperson), Ethics Committee (Chairperson), Risk Committee (Member) and Corporate Social Responsibility Committee (Member), (c) TATA Consulting Engineers Limited – Audit & Risk Committee (Member), Committee of the Board (Member), Corporate Social Responsibility Committee (Member) and Nomination & Remuneration Committee (Chairperson).

Two (2) Board meetings were held subsequent to the appointment of Ms. Ravichandar as an Additional Director (Independent) during the Financial Year 2017-18. She attended both the meetings.

Ms. Ravichandar does not hold any shares in the Company nor is she related to any Director or Key Managerial Personnel of the Company. Ms. Ravichandar drew a gross remuneration of INR 1,744,375/- (Commission - INR 1,684,375 and aggregate sitting fees – INR 60,000) for the Financial Year 2017-18.

#### **ITEM NO. 5**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. S. V. Ranganath as an Additional Director (Independent) with effect from July 01, 2018. In terms of Section 161 of the Companies Act, 2013 (the "Act"), Mr. Ranganath will hold office up to the date of 66<sup>th</sup> Annual General Meeting i.e. August 24, 2018. Mr. Ranganath has given a declaration that he meets the eligibility criteria provided under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Company has received a notice in writing from a member under section 160(1) of the Act proposing appointment of Mr. Ranganath as a Director of the Company.

Mr. Ranganath, being eligible, is proposed to be appointed as an Independent Director for a term of 3 consecutive years from July 01, 2018 not liable to retire by rotation.

The terms & conditions of appointment of Independent Directors is available on the website of the Company viz., [www.bosch.in](http://www.bosch.in) and is also available for inspection by the members at the Registered office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) up to the date of the Meeting.

Except for Mr. Ranganath, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested (whether financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommend the Resolution set out at Item No. 5 of the Notice for the approval of the Members.

#### **Brief profile of Mr. S. V. Ranganath:**

Mr. S. V. Ranganath, aged 65 years, completed his masters in Science from St. Stephens College, New Delhi. Mr. Ranganath is an IAS Officer of Karnataka Cadre – Batch of 1975.

He is the former Chief Secretary of the Government of Karnataka (30.09.2009 to 31.10.2013). He served as Additional Secretary and Financial Advisor in the Department of Space. He also served as Member (Finance) of the Space Commission, Atomic Energy Commission and Earth Commission. He has held various key positions across various state & Central Government organizations including Chairman of the Indian Coffee Board and Non-Executive Chairman of IFCI Limited.

Mr. Ranganath has been extensively trained in various management concepts viz. decision making, human resource, international trade, financial management etc., in prestigious institutes both in India and abroad including IIT, IIM (Bangalore) and IIFT. He also received training in rural policy from United Kingdom.

He is currently the Vice-Chairman of the Karnataka State Higher Education Council.

Mr. Ranganath holds directorship in the following other companies:

<b>Sl. No.</b>	<b>Name of the Company</b>
1.	Coffee Day Enterprises Limited
2.	QS-ERA India Private Limited
3.	Coffee Day Global Limited
4.	Jana Capital Limited
5.	Center for Study of Science Technology and Policy
6.	Indian Institute of Human Settlements

Mr. Ranganath holds Committee positions in the following companies: (a) Coffee Day Enterprises Limited – Audit Committee (Chairman), Nomination and Remuneration Committee (Chairman), Corporate Social Responsibility Committee (Chairman) & Stakeholders' Relationship Committee (Member), (b) Coffee Day Global Limited – Audit Committee (Chairman), (c) Indian Institute of Human Settlements – Audit Committee (Member).

No meeting of the Board of Directors was held subsequent to the appointment of Mr. Ranganath as Additional Director (Independent) of the Company. He has not drawn any remuneration from the Company during the Financial Year 2017-18.

Mr. Ranganath does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

## ITEM NO. 6 & 7

Mr. Jan-Oliver Röhrle was appointed as an Alternate Director to Mr. Peter Tyroller with effect from February 11, 2017. In line with the organizational changes, he resigned as an Alternate Director with effect from the close of business hours on June 30, 2018. The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at their meeting held on May 22, 2018, appointed Mr. Röhrle as an Additional Director and Executive Director with effect from July 01, 2018. In terms of section 161(1) of the Companies Act, 2013 (the "Act"), Mr. Röhrle will hold office as an Additional Director upto the date of the 66<sup>th</sup> Annual General Meeting of the Company. The Company has received a notice in writing from a member under section 160(1) of the Act proposing appointment of Mr. Röhrle as a Director of the Company.

The terms of appointment of Mr. Röhrle as Executive Director is given below:

1. Tenure: July 01, 2018 to December 31, 2020.
2. a) Base Salary:  
Annual base salary shall comprise of a Euro component of Euro 245,861 (gross) p.a. payable at the exchange rate on the salary day and a rupee component of INR 17,841,522 (gross) p.a.; in the annual base salary range of INR 25,000,000 (gross) p.a. to INR 50,000,000 (gross) p.a., increments/revisions 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 Mr. Röhrle's personal performance and target achievement. It can amount up to 160% of the Annual Base Salary.
3. Deduction of tax at source:  
Mr. Röhrle'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. Röhrle, the Company has no profits or the profits are inadequate, the Company will pay remuneration, benefits and amenities as herein stated subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration by way of salary, perquisites and any other allowances within the ceiling limits prescribed in Para 1 of Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory re-enactment or modification thereof).
5. Benefits/Facilities:
  - a) Housing:  
The Company will provide and maintain a house for Mr. Röhrle and his family.
  - b) Gas, electricity and water charges:  
These services will be borne/paid by Mr. Röhrle.
  - c) Security for the house and Garden maintenance at the house:  
These services will be provided by/borne by the Company.
  - d) Car and driver:  
Two cars maintained and fueled by the Company with two drivers for the use of Mr. Röhrle and his family.
  - e) Telephone at home:  
One or more phones for the purpose of Company's business according to Company Rules.
  - f) Club Memberships:  
Fees of 2 clubs excluding admission and life membership fees.
  - g) Satellite TV:  
Annual subscription up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
  - h) Medical Reimbursement:  
As per the Company's Policy, as applicable to other Senior Management Executives of the Company.
  - i) Reimbursement of school fees:  
As per the Company's Policy, as applicable to other Senior Management Executives of the Company.
  - j) Other benefits:  
Mr. Röhrle would be entitled to any other benefits or privileges as may be available to other Senior Management Executives of the Company.
  - k) 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. Röhl and family for joining duty in Bengaluru will be paid by the Company.

Relocation expenses referred to above will also be paid when Mr. Röhl finally retires from the employment of the Company. In case Mr. Röhl joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Röhl resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.

A copy of the Agreement dated June 05, 2018, encompassing the aforesaid terms and conditions and the Articles of Association referred above have been uploaded on the website of the Company at [www.bosch.in](http://www.bosch.in) and also available for inspection by the Members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting.

The Board of Directors recommend the Ordinary Resolutions set out at Item No. 6 & 7 of the Notice for approval of Members.

Except Mr. Röhl, 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 & 7 of the Notice.

**Brief profile of Mr. Jan-Oliver Röhl is given below:**

Mr. Jan-Oliver Röhl has been associated with the Bosch Group since 1998. He assumed responsibility as Executive Vice-President (Engineering) & Regional President (Diesel Systems) of Bosch Limited effective January 01, 2017. He is currently Executive Vice-President (Powertrain Solutions) & Chief Technical Officer of the Company. During his association with the Bosch group, he has held various key positions in Diesel Systems, Gasoline Systems and Chassis Systems Control. In his last assignment he served as Senior Vice-President, Diesel Systems with Robert Bosch – Austria where he headed the product area of Large Engines at Diesel Systems, being responsible for product management, engineering, sales and project management, production and purchasing. Few of the other key positions held by him during his tenure with the Bosch group are enumerated below:

- 1998 - Production & process Engineering, Diesel Systems, Germany/Italy.
- 2001 - Manager for Production Engineering for Common Rail, Czech Republic, Diesel Systems.
- 2003 - Head of Department for Production of Common Rail Pumps, Czech Republic.
- 2006 - Vice-President Quality, Germany, Chassis Systems Control & Gasoline Systems.
- 2010 - Vice-President Manufacturing for ABS/ESP, Germany, Chassis Systems Control.
- 2013 - Sr. Vice-President, Product area Large Engines, Austria, Diesel Systems.

Born in 1971 in Heidelberg, Germany, Mr. Röhl graduated in 1998 as a mechanical engineer from Karlsruhe Technical University (KIT). He also holds a diploma as mechanical engineer from Grande Ecole ENSAM (Bordeaux, Paris).

Mr. Röhl does not hold directorship in any other company. He does not hold any committee positions in the Company. He does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

Mr. Röhl drew a remuneration of INR 68,325,154 for the Financial Year 2017-18.

**ITEM NO. 8**

The Board of Directors, on recommendation of the Nomination & Remuneration Committee and Audit Committee, appointed Mr. S. C. Srinivasan as the Chief Financial Officer of the Company with effect from July 01, 2018. In view of the organizational changes, the Board of Directors, on recommendation of the Nomination & Remuneration Committee, at their meeting held on May 22, 2018, also appointed Mr. Srinivasan as Alternate Director to Mr. Peter Tyroller (DIN: 06600928) with effect from July 01, 2018. Consequent to his appointment as Alternate Director, Mr. Srinivasan would be placed in position of a Whole-time Director effective July 01, 2018. The Board of Directors, therefore, at the same meeting approved his appointment as a Whole-time Director for a period of three years from July 01, 2018 to June 30, 2021, subject to the approval of the shareholders on terms and conditions as under:

1. Tenure: July 01, 2018 to June 30, 2021.
2. a) Base Salary:  
Annual Base Salary shall be INR 18,007,500 (gross) p.a. in the Annual Base Salary range of INR 17,500,000 (gross) p.a. to INR 25,000,000 (gross) p.a.; increments/revisions 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. Srinivasan's personal performance and target achievement. It can amount upto 160% of the Annual Base Salary.

- c) Cash Perk Basket:  
Allowance of 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, Leave Travel Allowance, Housing and Security deduction, if any, and Supplementary Allowance as per Company's policies subject to the provisions of the Income Tax Act/Rules; revisions/increments being at the discretion of the Board.
3. Deduction of Tax at Source:  
Mr. Srinivasan'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. Srinivasan, the Company has no profits or the profits are inadequate, the Company will pay remuneration, benefits and amenities as herein stated subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration by way of salary, perquisites and any other allowances within the ceiling limits prescribed in Para 1 of Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory re-enactment or modification thereof).
5. Benefits/Facilities
- a) Company leased/owned residential house:  
The Company will provide leased/owned house on request of Mr. Srinivasan subject to deduction from salary as per the rules of the Company.
- b) Gas, electricity and water charges:  
These services will be borne/paid by Mr. Srinivasan.
- c) Security for the house and Garden maintenance at the house:  
These services will be provided by/borne by the Company.
- d) Car and driver:  
Two cars maintained and fueled by the Company with two drivers for the use of Mr. Srinivasan and his family.
- e) Telephone at home:  
One or more phones for the purpose of Company's business according to Company Rules.
- f) Club Memberships:  
Fees of 2 clubs excluding admission and life membership fees.
- g) Other benefits:  
Mr. Srinivasan would be entitled to any other benefits or privileges including hospitalization and Life Insurance as may be available to other Senior Management Executives of the Company.
- h) 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. Srinivasan and family for joining duty in Bengaluru will be paid by the Company.  
  
Relocation expenses referred to above will also be paid when Mr. Srinivasan finally retires from the employment of the Company. In case Mr. Srinivasan joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Srinivasan resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.

A copy of the Agreement dated June 15, 2018, encompassing the aforesaid terms and conditions and the Articles of Association referred to above have been uploaded on the website of the Company at [www.bosch.in](http://www.bosch.in) and also 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) up to the date of the Annual General Meeting.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 8 of the Notice for approval of Members.

Except Mr. Srinivasan, (who becomes a Key Managerial Personnel effective July 01, 2018) 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. 8 of the Notice.

**Brief profile of Mr. S. C. Srinivasan:**

Mr. S. C. Srinivasan joined Bosch Limited in February 2017. He is a Chartered Accountant with over two decades of experience in Corporate strategy, Treasury, Mergers & Acquisition, Investor Relations, Business CFO, Supply chain finance and operational excellence, Business & functional transformation, Leadership and talent management. He has worked in India, Singapore, United Kingdom and Germany. He is well experienced in leading large multicultural and multi-location teams.

Prior to joining the Company, he was associated with the Unilever group, in India as well as overseas, for 27 years. He joined Unilever group in 1989 and served in various capacities as Factory Accountant, Management Accountant - Beverages, Sales Commercial Manager - East, Corporate Accountant and Commercial Manager Exports in the Foods business until 1998. He was seconded to Unilever, London as Group Financial Accountant and then as Strategic Analyst – Corporate Strategy Group between 1998 and 2002. Returning to India in mid-2002, he was Commercial Manager – Home and Personal Care business, Chief Buyer, Vice-President Treasury, M&A and Investor Relations between 2002 and 2010. He was seconded to Unilever between 2011 and 2016 as Vice President Supply Chain Finance - Asia, Africa, Middle East, Turkey & Russia and later as Vice-President - Business & Finance Services.

Mr. Srinivasan has a keen interest in education for the underprivileged, especially in remote areas. He is the co-founder of Golden Mile Learning, an NGO implementing e-learning and sustainable development in high altitude areas in Ladakh. Started in 2013, the digital learning project now covers 25 schools benefitting more than 5,000 children.

Mr. Srinivasan does not hold directorship in any other company. He does not hold any committee positions in the Company. He does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

He did not draw any remuneration from the Company for the Financial Year 2017-18.

#### **ITEM NO. 9**

The members at the 63<sup>rd</sup> Annual General Meeting of the Company held on August 28, 2015 approved vide a Special Resolution, payment of aggregate Commission to Non-Executive Directors of the Company of a sum not exceeding INR 20,000,000 per financial year for a period of five financial years commencing April 01, 2015.

In view of the changes in the composition of the Board and considering the existing commission paid to the Non-Executive Directors, the existing limit of INR 20,000,000 per financial year may not be adequate for the future. Therefore, it is proposed to increase the overall commission payable to the Non-Executive Directors to INR 30,000,000 (Rupees Three crore only).

The individual commission paid to the Non-Executive directors/Independent directors will continue to be in line with the existing compensation structure for the said directors that is linked to the attendance at the Board meetings, Membership/Chairmanship of Committee(s) of the Board, overall responsibilities as a director and other relevant factors as determined by the Board (non-interested directors). The said Commission would be in addition to the fees payable to the Directors for attending the meeting of the Board or Committee thereof and reimbursement of expenses incurred for participating in the Board and other meetings. The overall limit of INR 30,000,000 for and in respect of a financial year as specified in the resolution is enabling in nature in view of the changes in the Board composition as well as facilitating future revisions by the Board, if any.

The Board of Directors recommend the Special Resolution set out at Item No. 9 of the Notice for the approval of the Members.

The Non-Executive Directors and Independent Directors may be deemed to be concerned or interested in the resolution set out at Item No. 9 of the Notice. None of the other 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. 9 of the Notice.

#### **ITEM NO. 10**

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 22, 2018, 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 2018-19 at a remuneration of INR 600,000 (Rupees Six Lakhs only) excluding applicable taxes and reimbursement of out of pocket expenses, at actuals 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 requires ratification by the Members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 10 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 10 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. 10 of the Notice.

June 15, 2018  
Bengaluru

By Order of the Board  
Soumitra Bhattacharya  
Managing Director  
DIN: 02783243

ROUTE MAP



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# Bosch Limited

(CIN: L85110KA1951PLC000761)  
 Registered Office: P. B. No. 3000, Hosur Road, Adugodi, Bengaluru -560 030  
 Tel: +91 80 6752 9652, 6752 5009  
 website: [www.bosch.in](http://www.bosch.in) e-mail: [investor@in.bosch.com](mailto: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 66<sup>th</sup> Annual General Meeting of Company, to be held on August 24, 2018 at Trinity Hall 'Vivanta by Taj', 41/3, Mahatma Gandhi Road, Bengaluru - 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Type of Resolution	For	Against
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2018	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of dividend	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of Mr. V. K. Viswanathan as a Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>				
4.	Appointment of Ms. Hema Ravichandar (DIN: 00032929) as Director and Independent Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
5.	Appointment of Mr. S. V. Ranganath (DIN: 00323799) as Director and Independent Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
6.	Appointment of Mr. Jan-Oliver Röhr (DIN: 07706011) as a Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
7.	Appointment of Mr. Jan-Oliver Röhr (DIN: 07706011) as an Executive Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
8.	Appointment of Mr. S. C. Srinivasan (DIN: 02327433) as a Whole-time Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
9.	Increase in the aggregate commission payable to Non-Executive Directors	Special	<input type="checkbox"/>	<input type="checkbox"/>
10.	Ratification of remuneration payable to Cost Auditors	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of ..... 2018

\_\_\_\_\_  
 Signature of shareholder

\_\_\_\_\_  
 Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Notes :**

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 66<sup>th</sup> Annual General Meeting.
- It is optional to put a '✓' 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.
- Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.

