

# Bosch Limited

(CIN: L85110KA1951PLC000761)

Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030

Tel: +91 80 6752 1750; 6752 2315;

Website: www.bosch.in; E-mail: investor@in.bosch.com;

CIN: L85110KA1951PLC000761

**NOTICE** is hereby given that the Sixty Eighth Annual General Meeting of Bosch Limited (the "Company") will be held on Thursday, August 27, 2020 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions:**

- a. **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- b. **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** a dividend at the rate of Rs.105 (Rupees One hundred and five only) per equity share of Rs. 10 (Rupees Ten) each as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."

3. To appoint Mr. Peter Tyroller (DIN: 06600928), who retires by rotation as a Director and in this regard, to consider and if thought fit to pass, with or without modification (s), the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Peter Tyroller (DIN: 06600928), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ( "the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as a Managing Director, for a further period of 2 ( two) years from July 01, 2020 to June 30, 2022 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**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 revise the terms and conditions of re-appointment including determination of remuneration payable to Mr. Bhattacharya as a Managing Director (hereinafter referred to as the appointee) within the above mentioned scale of salary, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and Performance pay as specified above subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ( “the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded for re-designation of Mr. Jan-Oliver Röhr (DIN:07706011) as Joint Managing Director of the Company, with effect from January 01, 2020 to December 31, 2020 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**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 revise the terms and conditions including determination of remuneration payable to Mr. Jan-Oliver Röhr (DIN: 07706011) as Joint Managing Director (hereinafter referred to as the appointee) within the above mentioned scale of salary, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and Performance pay as specified above subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ( including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof for the time being in force) and pursuant to the provisions the Articles of Association of the Company, Mr. S.C. Srinivasan (DIN: 02327433), who was appointed by the Board of Directors as an Additional Director of the company with effect from January 01, 2020 under section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 ( the “Act”) and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ( “the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded for the appointment of Mr. S.C. Srinivasan (DIN: 02327433) as a Whole-time Director of the Company designated as an “Executive Director and Chief Financial Officer” of the Company, with effect from January 01, 2020 to June 30, 2021, and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**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 revise the terms and conditions including determination of remuneration payable to Mr. S.C. Srinivasan (DIN: 02327433) as a Whole-time Director (hereinafter referred to as the appointee) within the above mentioned scale of salary, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and Performance pay as specified above subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to

settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ( “the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded for appointment of Mr. Sandeep Nelamangala (DIN: 08264554), as a Whole-time Director of the Company ( consequent to his appointment as an Alternate Director) for a period of three years with effect from January 1, 2020 to December 31, 2022 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**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 revise the terms and conditions of appointment including determination of remuneration payable to Mr. Nelamangala as a Whole-time Director (hereinafter referred to as the appointee) within the above mentioned scale of salary, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and Performance pay as specified above subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ( including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Dr. Bernhard Straub (DIN: 06654241), who was appointed by the Board of Directors as an Additional Director of the company with effect from August 24, 2019 under section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 ( the “Act”) and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.”

9. 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(s) or amendment (s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, the remuneration payable to Messrs. Rao, Murthy & Associates, Cost Accountants having Firm Registration No. 000065, appointed by the Board of Directors of the Company as Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year 2020-21, amounting to Rs.600,000 (Rupees Six Lakhs only),exclusive of applicable taxes and reimbursement of out of pocket expenses, at actuals, be 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 and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board

May 22, 2020  
Mumbai

**Rajesh Parte**  
Company Secretary & Compliance Officer  
Membership No. ACS 10700

**Notes:**

1. Considering the present COVID -19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular dated May 5, 2020 read together with Circulars dated April 8, 2020 and April 13, 2020 (Collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this AGM of the Company is being held through VC/OAVM.

Central Depository Services (India) Limited shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 18 below.

2. Pursuant to MCA Circulars mentioned above, the Members will not be allowed to attend the AGM in person, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
3. In accordance with the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, the proceedings of this Annual General Meeting will be deemed to be conducted at the Registered Office of the Company situated at Hosur Road, Adugodi, Bengaluru – 560 030.
4. A statement setting out material facts pursuant to the provisions of section 102 (1) of the Companies Act, 2013 (the "Act") in respect of the special businesses set out at Item Nos. 4 to 9 of the Notice is annexed hereto. Further additional information with respect to Item No. 3 is also annexed hereto.
5. The Board of Directors have decided to include the Item Nos. 4 to 9 of this Notice as they are unavoidable in nature.
6. Since this AGM is being held through VC/AOVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with and accordingly, the facility for appointment of proxies by the Members is not available for this AGM. Hence Proxy Form and Attendance Slip are not attached.
7. Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com), authorizing its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to section 113 of the Act.
8. The Company encouraged the Members of the Company under the category of Institutional Shareholders to attend and participate in this AGM through VC/OAVM.
9. Since this AGM is held through VC/OAVM, the route map of the venue of the Meeting is also not annexed hereto.
10. The Register of Directors and Key managerial Persons and their shareholding maintained under section 170 of the Act and Register of Contract maintained under section 189 of the Companies Act and relevant documents referred in the Notice will be available for inspection by the members electronically without any fee from the date of circulation of this Notice up to the date of AGM i.e. August 27, 2020. Members seeking to inspect such documents can send their request at the email ID [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com)
11. 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).
12. 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.

Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers with the Company's RTA viz. Integrated Registry Management Services Private Limited at <https://www.integratedindia.in/emailupdatation.aspx>

13. 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.
14. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
15. Book Closure: The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, August 05, 2020 to Thursday, August 27, 2020** (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting and for AGM.
16. Dividend: Subject to section 126 of the Act, dividend, if declared, will be paid subject to deduction of tax at source, as may be applicable to those Members whose names appear in the Register of Members as at the end of business hours on Tuesday, August 04, 2020 and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
17. TDS on Dividend: Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Dividend will be paid after deducting the tax at source as follows:

#### Resident Shareholder

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
With PAN (In accordance with Section 194 of the I.T. Act)	7.5%*	Update the PAN, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - Integrated Registry Management Services Private Limited (in case of shares held in physical mode).
Without PAN/ Invalid PAN	20%*	
Submitting Form 15G/ Form 15H	NIL	Declaration in Form No. 15G / Form 15H applicable to an Individual who is 60 years and more, fulfilling certain conditions.@  Please download Form 15G / 15H from the Income Tax website <a href="http://www.incometaxindia.gov.in">www.incometaxindia.gov.in</a>  or  <a href="https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf">https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf</a> <a href="https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf">https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf</a>  @A declaration in Form No. 15G/15H, as the case may be furnished, to the Company to the effect that the tax on the estimated total income of the FY 2020-2021 after including the income on which tax is to be deducted, will be NIL.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.
Shareholders (e.g. LIC, GIC for whom Section 194 of the Act is not applicable)	NIL	- Documentary evidence that the said provisions u/s 194 are not applicable. - a declaration that it has full beneficial interest with respect to the shares owned by it along with PAN
Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Documentary evidence that the person is covered under said Section 196 of the Act.  <b>Mutual Funds:</b> (i) Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate. (ii) Also certificate that payment of dividend in respect of any securities or shares owned by it or in which it has full beneficial interest.
Category - I & II Alternative Investment Funds (AIF) registered with SEBI	NIL	AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.

**\*Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in FY 2020-21 does not exceed ₹5,000.**

**Non-Resident Shareholder:**

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
<b>Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)</b>	20% (plus applicable surcharge and cess)	Self-attested copy of PAN, if available
<b>Other Non-resident shareholders</b> (In accordance with the provisions of Section 195 of the I.T. Act)	20% (plus applicable surcharge and cess)  <b>OR</b>  Tax Treaty Rate** <b>(whichever is lower)</b>	In order to apply the Tax Treaty rate, following documents would be required:  1. Self-attested copy of Indian Tax Identification number (PAN), if available  2. Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident  3. Form 10F duly filled and signed. Click here to download Form 10F <a href="https://www.integratedindia.in/Downloads/Dr/Form_10F.pdf">https://www.integratedindia.in/Downloads/Dr/Form_10F.pdf</a>  4. Self-declaration from Non-resident, primarily covering the following: -Non-resident is eligible to claim the benefit of respective tax treaty. -Non-resident receiving the dividend income is the beneficial owner of such income -Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India  Click here to download Self Declaration format <a href="https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationforeigncompany.pdf">https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationforeigncompany.pdf</a>  <a href="https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationnonresident_other_than_foreigncompany.pdf">https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationnonresident_other_than_foreigncompany.pdf</a>
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

\*\*Further, as per Section 90 of the Act the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder read with provisions laid down in Multilateral Instrument, wherever applicable. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholder will have to provide documents as specified above.

Kindly note that the Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

The Company with M/s. Integrated Registry Management Services Private Limited, Company's Registrar and Transfer Agent has enabled a shareholder web portal for submission of tax exemption forms/requested documents. Shareholders can submit their tax exemption forms and supporting documents directly on portal for purposes of tax deduction at source by Clicking the below link and selecting 'Bosch Limited' in the company drop down: <https://www.integratedindia.in/ExemptionFormSubmission.aspx>

We request shareholders to upload the relevant documents at aforementioned link on or before 14.08.2020. No communication on the tax determination/deduction received post 14.08.2020 shall be considered for payment of dividend.

For withholding of taxes as mentioned above, the residential status of the shareholders will be considered as per the data available with the Company/RTA/the Depository Participants (the "DPs"). In case there is change in their status, then the shareholders are requested to update their current status with the Company/RTA/the DPs at the earliest.

If the tax on said Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details/documents. The shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities, if eligible.

Above communication on TDS sets out the provisions of law in a summary manner only from withholding tax perspective. Shareholders should consult their tax advisors for the applicable tax provisions.

**No claim shall lie against the Company for such taxes deducted.**

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

**18. Instructions for Members for remote e-voting and attending the AGM through VC/OAVM are as under:**

- (i) The voting period begins on Monday, August 24, 2020 and ends on Wednesday, August 26, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, August 20, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at <a href="mailto:Giri@integratedindia.in">Giri@integratedindia.in</a></li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Bosch Limited: **200725003** on which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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 accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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 & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If 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 contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th 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 on 022-23058542/43.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/RTA FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company on [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com) / RTA on [giri@intergratedindia.in](mailto:giri@intergratedindia.in)
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested



scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company on speaker. agm@in.bosch.com /RTA on giri@intergratedindia.in

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 48 hours prior to the AGM i.e by 3.00 pm (IST) on Tuesday, August 25, 2020 mentioning their name, demat account number/folio number, email id, mobile number at [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 48 hours prior to the AGM i.e by 3.00 pm (IST) on Tuesday, August 25, 2020 mentioning their name, demat account number/folio number, email id, mobile number at [speaker.agm@in.bosch.com](mailto:speaker.agm@in.bosch.com). These queries will be replied to by the company suitably depending on the availability of time at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending up on the availability of time at the AGM.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 19. Webcast:** Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 27, 2020 from 3.00 pm onwards at the web link [www.evotingindia.com](http://www.evotingindia.com). On this page, click on the link shareholders/members. Please enter 16 digit demat account ( in case of demat holdings) or 7 digit folio details ( in case of Physical holding) and then enter the characters displayed on the screen. After this you need to enter the details as asked by the system and then you will reach the link “live streaming” from where you can ONLY VIEW the proceeding of the 68th Annual General Meeting. In case you face any difficulty in viewing the meeting, please contact the

service provider, Central Depository Service Limited - Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) for assistance.

20. 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. Thursday, August 20, 2020. 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.

21. 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.

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.

**By Order of the Board**

May 22, 2020  
Mumbai

Rajesh Parte  
Company Secretary & Compliance Officer  
Membership No. ACS 10700

**Additional Information with respect to Item No.3:**

Mr. Peter Tyroller (DIN: 06600928), the Non-Executive and Non-Independent Director of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is given below:

Director Identification Number	06600928
Date of Birth	07/11/1957
Date of Appointment	01/07/2013
Qualification	<ul style="list-style-type: none"> <li>• Engineering from the University of Applied Sciences (Ulm, Germany)</li> <li>• Engineering Management from the University of Applied Sciences (Frankfurt, Germany)</li> </ul>
Experience	Mr. Tyroller served as the Director of the Airbag Systems Unit of Robert Bosch GmbH and Managing Director of Wiper Systems & Electrical Motors Division of Valeo Autoelectric GmbH & Co. KG, Bietigheim. He held the position as Executive Vice-President (Sales - Gasoline Systems Division). Robert Bosch GmbH, Schwieberdingen in 2000 and later as President in 2003. He has been the member of the Board of Management, Robert Bosch GmbH from 2006 with corporate responsibility in marketing and sales, automotive original equipment sales and division responsibility in Automotive Aftermarket and from July 01, 2013, he took over the responsibility of Asia Pacific.
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• Robert Bosch (South East Asia) Pte. Ltd.</li> <li>• United Automotive Electronic Systems Co., Ltd.</li> <li>• Bosch HUAYU Steering Systems Co., Ltd.</li> </ul>
Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil

Number of Board Meetings attended during last Financial Year (2019-20)	Six meetings of the Board of Directors were held during the Financial Year 2019-20. Mr. Peter Tyroller attended two (2) meetings in person and the other four (4) meetings were attended by the Alternate Director appointed for Mr. Tyroller.
Terms and conditions of Appointment	Non-Executive and Non-Independent Director, liable to retire by rotation. Mr. Tyroller has waived his remuneration as Director of the Company.

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 9 OF THE NOTICE**

**ITEM NO. 4**

Mr. Soumitra Bhattacharya was appointed as a Managing Director of the Company for a period from January 01, 2017 to June 30, 2020, as per resolution passed at the 65th Annual General Meeting of the Company held on September 01, 2017

The Board of Directors of the Company at its Meeting held on February 5, 2020 has pursuant to the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company approved re-appointment of Mr. Soumitra Bhattacharya as a Managing Director of the Company for a further period of two years from July 01, 2020 to June 30, 2022 on the terms and conditions as mentioned below:

1.	Term:	For a period of 2 years from July 01, 2020 to June 30, 2022.
2.	Remuneration:	<p>(i) Mr. Soumitra Bhattacharya's (the Director) remuneration shall be comprised of a base salary, a variable annual bonus and cash perk basket (CPB)/ allowance.</p> <p>(ii) Mr. Bhattacharya's annual base salary shall be INR 24,762,000 (gross) p.a. in the range of INR 15,000,000 (gross) to INR 50,000,000 (gross) p.a., revisions / increments being at the discretion of the Board.</p> <p>(iii) An annual bonus taking into account the economic results and also Mr. Bhattacharya personal performance and target achievement up to 160% of the Base Salary.</p> <p>(iv) Cash Perk Basket (CPB) / Allowance of INR 3,364,000 p.a (gross) in the range of INR 3,000,000 p.a. (gross) to INR 7,500,000 p.a. (gross) 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; revision/ increments being at the discretion of the Board.</p> <p>(v) Benefits / Facilities:</p> <p>(i) Hospitalisation:</p> <p>(a) Hospitalisation Insurance: INR 1,500,000 p.a. for Mr. Bhattacharya and Family.</p> <p>(b) Post retirement hospitalization: INR 1,000,000 p.a. for Mr. Bhattacharya and family.</p> <p>Family includes spouse and children up to the age of 23 years.</p> <p>(ii) Life Insurance</p> <p>(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.</p> <p>(b) Group Personal Accident Insurance: Compensation for death / permanent total disablement under group personal accident insurance will be 100 month's base salary.</p>
3.	Other terms:	<p>(a) The Director shall be entitled to reimbursement of all actual expenses for travelling incurred in the course of Company's business.</p> <p>(b) The Directors' remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.</p>

4.	Benefits & Facilities:	
(1)	Retirement of Funds	Mr. Bhattacharya will be extended the benefits of Provident Fund, Gratuity and Superannuation on the Fixed Monthly Salary according to Company Rules.
(2)	Gas, electricity and water charges for the house	These services will be borne / paid by the individual.
(3)	Car and Driver	2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Bhattacharya and his family.
(4)	Telephone at home	One or more phones for the purpose of Company's business according to Company rules.
(5)	Club Memberships	Fees of 2 clubs excluding admission and life membership fees.
(6)	Satellite TV	Annual subscription to be up to a maximum of Rs. 6,500/- , plus one German channel (optional). These services will be provided by Company.
(7)	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 as per the Company's policy.
(8)	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 Bangalore 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.
(9)	Leave	As per Company policy.
(10)	Business trip	Travel Cost for the Business Trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

The additional information as required by Schedule V to the Companies Act, 2013 is given below:

## 1. General Information:

### I. Nature of Industry:

The Company is, inter alia in the business of manufacture of components for the automotive industry, the Company is also a leading supplier of technology and services in the areas of Mobility Solutions, Industrial Technology, Consumer Goods and Energy and Building Technology.

### II. Date or expected date of commencement of Commercial Operations:

The Company was incorporated on 12<sup>th</sup> November 1951 and started its manufacturing operations in the year 1954.

### III. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

### IV. Financial performance based on given indications as per audited financial results for the year ended 31<sup>st</sup> March 2020:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,03,882
Net profit as per Statement of Profit & Loss ( After Tax)	6,498
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	9,055
Net Worth	85,933

**V. Foreign investments or collaborators, if any:**

The Company is subsidiary of Robert Bosch GmbH, a foreign company.

**2. Information about the appointee:**

**I. Background details:**

Please refer to the profile given below.

**II. Past remuneration during the financial year ended 31<sup>st</sup> March 2020:**

Rs. 78.38 million

**III. Recognition and awards:**

Please refer to the profile given below.

**IV. Job Profile and his suitability:**

Mr. Soumitra Bhattacharya is currently the Managing Director of the Company and Regional President for the Bosch Group in India.

Taking into consideration his qualification and expertise in relevant fields, the Managing Director is best suited for the responsibilities currently assigned to him.

**V. Remuneration proposed:**

As mentioned above.

**VI. Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Soumitra Bhattacharya, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Other than the remuneration proposed to be paid to the Managing Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.

**3. Other Information:**

**I. Reasons for loss or inadequacy of profits:**

Not applicable, as the Company has posted a net profit of Rs. 6498 Million during the year ended 31<sup>st</sup> March 2020.

**II. Steps taken or proposed to be taken for improvement:**

Not applicable as the Company has adequate profits.

**III. Expected increase in production and profits in measurable terms:**

Not applicable as the Company has adequate profits.

**4. Disclosures:**

The information relating to elements of remuneration packages of all Directors have been disclosed in the Corporate Governance Section under the heading "Remuneration of Directors".

Brief profile of Mr. Soumitra Bhattacharya pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	02783243
Date of Birth	24/06/1960
Date of Appointment	01/01/2017
Qualification	Chartered Accountant
Experience	Soumitra Bhattacharya is currently the Managing Director of Bosch Ltd., and Regional President for the Bosch Group in India. He has also held the position of CFO & Board Member of Bosch Ltd. since 2011 to 2018. Prior to which he has held various positions within the Bosch Group in India as well as Internationally for the past 23 years.  During his past assignments, he has served as Commercial Director of Robert Bosch Turkey (RBTR) between 2005 & 2008. Before his assignment in Turkey he

	<p>served as Vice President responsible for the Commercial functions at Bosch Ltd., for Nashik &amp; Jaipur Plants in India &amp; was also in-charge of Corporate Planning &amp; Controlling for Bosch Ltd. During 1998-99, he worked in Stuttgart, Germany, on deputation to Robert Bosch GmbH as General Manager at the Feuerbach Plant.</p> <p>Prior to Bosch Ltd., from 1984 to 1995 he served in various management positions at TATA Steel (IPITATA), INDAL (Indian Aluminum Company Ltd.), and Titan Company Limited.</p> <p>Has been past Chairman (2013-2014) for the Karnataka State Council for CII in India (Confederation of Indian Industry) and currently the Co-Chair for Skills Committee-CII at the National Level and a CII National Council Member.</p>
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• MICO Trading Private Limited</li> <li>• Robert Bosch Engineering and Business Solutions Private Limited</li> <li>• Robert Bosch (Bangladesh) Limited</li> <li>• Robert Bosch Lanka (Private) Limited</li> <li>• Bosch Chassis Systems India Private Limited</li> </ul>
Chairmanship / Membership of Committees held in companies / body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2019-20)	Six meetings of the Board of Directors were held during the Financial Year 2019-20. Mr. Soumitra Bhattacharya attended all the meetings.
Terms and conditions of Appointment	Managing Director, liable to retire by rotation.
Last remuneration drawn	Rs. 78.38 million

This Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Soumitra Bhattacharya in terms of section 190 of the Companies Act.

Save and except Mr. Bhattacharya, being an appointee, none of the other Directors and Key Managerial Personnel ( "KMP" ) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 4 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

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

#### ITEM NO. 5

Mr. Jan-Oliver Roehrl was appointed as an Executive Director of the Company for a period from July 01, 2018 to December 31, 2020, as per resolution passed at the 66th Annual General Meeting of the Company held on August 24, 2018.

In view of resignation of Dr. Andreas Wolf as a Joint Managing Director of the Company w.e.f. December 31, 2019, the Board of Directors of the Company at its Meeting held on November 6, 2019, has pursuant to the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company approved re-designation of Mr. Jan-Oliver Roehrl as a Joint Managing Director for a period from January 1, 2020 to December 31, 2020 on the terms and conditions as mentioned below:

1.	Term:	From January 01, 2020 to December 31, 2020
2.	Remuneration:	<p>(i) Mr. Röhr's ("Director") remuneration shall be comprised of a base salary and a variable annual bonus.</p> <p>(ii) Mr. Röhr's Annual Base Salary shall comprise of a Euro component of Euro 275,000 (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.</p> <p>(iii) The annual bonus taking into account the economic results and also Mr. Röhr's personal performance and target achievement up to 160% of the Base Salary.</p>

		<p>(iv) Wherein any financial year during the tenure of office of the Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to the Director as specified herein 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.)</p> <p>(v) In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws as may be in force from time to time, the Board in its absolute discretion may increase the remuneration payable to the Director in line with the Company's remuneration policy prevailing from time to time.</p>
3.	Other terms:	<p>(a) The Director shall be entitled to reimbursement of all actual expenses for travelling incurred in the course of Company's business.</p> <p>(b) The Director would be entitled to any other benefits or privileges as may be available to the other Senior Management Executives of the Company as per the Company's Policy from time to time.</p> <p>(c) The Directors' remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.</p>
4.	Benefits & Facilities:	
(a)	Housing	The Company will provide and maintain a house for Mr. Röhl and his family.
(b)	Gas, Electricity and Water charges for the house	These services will be borne/paid by the individual.
(c)	Security for the house and Garden maintenance at the house	These services will be provided/borne by the Company.
(d)	Car and Driver	Two cars maintained and fueled by the Company with two drivers for the use of Mr. Röhl 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 two 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. Röhl would be entitled to other benefits and 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 country/state after completion of employment	<p>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 his family for joining duty in Bengaluru will be paid by the Company.</p> <p>A onetime arrival allowance equivalent to 1.5 months' salary will be paid to Mr. Röhl at the time of joining duty to meet his initial transfer expenses.</p> <p>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 Bosch Group, that Company will bear these expenses. However, if Mr. Röhl resigns and joins another company outside Bosch group, then Company will not reimburse such relocation expenses.</p>

The additional information as required by Schedule V to the Companies Act, 2013 is given below:

**1. General Information:**

**I. Nature of Industry:**

The Company is, inter alia in the business of manufacture of components for the automotive industry, the Company is also a leading supplier of technology and services in the areas of Mobility Solutions, Industrial Technology, Consumer Goods and Energy and Building Technology.

**II. Date or expected date of commencement of Commercial Operations:**

The Company was incorporated on 12<sup>th</sup> November 1951 and started its manufacturing operations in the year 1954.

**III. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**IV. Financial performance based on given indications as per audited financial results for the year ended 31<sup>st</sup> March 2020:**

Particulars	Rs. In Million
Gross Turnover & Other Income	1,03,882
Net profit as per Statement of Profit & Loss ( After Tax)	6,498
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	9,055
Net Worth	85,933

**V. Foreign investments or collaborators, if any:**

The Company is subsidiary of Robert Bosch GmbH, a foreign company.

**2. Information about the appointee:**

**I. Background details:**

Please refer to the profile given below.

**II. Past remuneration during the financial year ended 31<sup>st</sup> March 2020:**

Rs. 77.61 Million

**III. Recognition and awards:**

Please refer to the profile given below.

**IV. Job Profile and his suitability:**

Mr. Jan-Oliver Roehrl is currently the Joint Managing Director of the Company.

Taking into consideration his qualification and expertise in relevant fields, the Joint Managing Director is best suited for the responsibilities currently assigned to him.

**V. Remuneration proposed:**

As mentioned above.

**VI. Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Jan-Oliver Roehrl, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies in the country of his origin i.e. Germany.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Other than the remuneration proposed to be paid to the Joint Managing Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.



### 3. Other Information:

#### I. Reasons for loss or inadequacy of profits:

Not applicable, as the Company has posted a net profit of Rs.6498 Million during the year ended 31<sup>st</sup> March 2020.

#### II. Steps taken or proposed to be taken for improvement:

Not applicable as the Company has adequate profits.

#### III. Expected increase in production and profits in measurable terms:

Not applicable as the Company has adequate profits.

### 4. Disclosures:

The information relating to elements of remuneration packages of all Directors have been disclosed in the Corporate Governance Section under the heading "Remuneration of Directors".

Brief profile of Mr. Jan-Oliver Roehrl pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	07706011
Date of Birth	27/04/1971
Date of Appointment	01/07/2018
Qualification	Mechanical Engineer
Experience	<p>Mr. Jan O. Roehrl has been associated with the Bosch Group since 1998. He assumed responsibility as Executive Vice President (Engineering) &amp; Regional President (Diesel Systems) of Bosch Ltd effective January 2017. He is currently Executive Vice-President (Powertrain Solutions) &amp; 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 System 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:</p> <p>Career milestones in the Bosch-Group</p> <ul style="list-style-type: none"><li>➤ 1998- Production and process Engineering, Diesel Systems, Germany/Italy</li><li>➤ 2001- Manager for production engineering for Common Rail, Czech. Republic, Diesel Systems</li><li>➤ 2003- Head of department for production of Common Rail Pumps, Czech. Republic</li><li>➤ 2006- Vice President Quality, Germany, Chassis Systems Control and Gasoline Systems</li><li>➤ 2010- Vice President Manufacturing for ABS/ESP, Germany, Chassis Systems Control</li><li>➤ 2013- Senior Vice President, Product area Large Engines, Austria, Diesel Systems</li><li>➤ 2017- Executive Vice President Engineering and Regional President for Diesel Systems, Bosch Limited Bangalore, India</li></ul> <p>Born in 1971 in Heidelberg, Germany, Mr. Roehrl graduated in 1998 as a Mechanical Engineer from Karlsruhe Technical University (KIT). He also holds a diploma as Mechanical Engineering from Grande Ecole ENSAM (Bordeaux, Paris).</p>
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	Bosch Automotive Electronics India Private Limited

Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2019-20)	Six meetings of the Board of Directors were held during the Financial Year 2019-20. Mr. Roehrl attended 5 meetings.
Terms and conditions of Appointment	Joint Managing Director, liable to retire by rotation.
Last remuneration drawn	Rs. 77.61 million

This Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Jan-Oliver Roehrl in terms of section 190 of the Companies Act.

Save and except Mr. Roehrl, being an appointee, none of the other Directors and Key Managerial Personnel ( "KMP" ) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

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

#### ITEM NO. 6

Mr. S.C. Srinivasan was appointed as an Alternate Director to Mr. Peter Tyroller with effect from July 01, 2018. Consequent to his appointment, he was also appointed as a Whole time Director from July 01, 2018 to June 30, 2021.

Mr. S.C. Srinivasan ceased to be an Alternate Director to Mr. Peter Tyroller, with effect from December 31, 2019.

The Board of Directors at their meeting held on November 6, 2019, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. S.C Srinivasan as an Additional Director with effect from January 1, 2020. At the said Meeting Mr. S C Srinivasan was also appointed as a Whole time Director designated as an Executive Director of the Company with effect from January 01, 2020 till June 30, 2021 on the terms and conditions as mentioned below:

1.	Period:	From January 01, 2020 to June 30, 2021
2.	Base Salary:	Annual Base Salary shall be INR 19,568,500 in the range of INR (gross) p.a. in the 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
a.	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 Base Salary.
b.	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, Security, Housing, Leave Travel Allowance, 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.
c.	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.	Benefits/Facilities	
a.	Hospitalization:	<ul style="list-style-type: none"> <li>Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Srinivasan and family</li> <li>Post retirement hospitalization: INR 1,000,000 p.a. for Mr. Srinivasan and family (Family includes spouse and children upto the age of 23 years)</li> </ul>
b.	Life Insurance:	<ul style="list-style-type: none"> <li>Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months' base salary</li> <li>Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance would be 100 months' base salary.</li> </ul>
c.	Gas, electricity and water charges:	These services will be borne/paid by the Individual.
d.	Security for the house and Garden maintenance at the house:	These services will be provided/borne by the Company.

e.	Car and driver:	Two cars maintained and fueled by the Company with two drivers for the use of Mr. Srinivasan and his family.
f.	Telephone at home:	One or more phones for the purpose of Company's business according to Company Rules.
g.	Club Memberships:	Fees of 2 clubs excluding admission and life membership fees.
h.	Satellite TV:	Annual subscription up to a maximum of INR 6,500. These services will be provided by Company.
i.	Other benefits:	Mr. Srinivasan would be entitled to any other benefits and privileges as may be available to other Senior Management/Executives of the Company.
j.	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.

The additional information as required by Schedule V to the Companies Act, 2013 is given below:

## 1. General Information:

### I. Nature of Industry:

The Company is, inter alia in the business of manufacture of components for the automotive industry, the Company is also a leading supplier of technology and services in the areas of Mobility Solutions, Industrial Technology, Consumer Goods and Energy and Building Technology.

### II. Date or expected date of commencement of Commercial Operations:

The Company was incorporated on 12<sup>th</sup> November 1951 and started its manufacturing operations in the year 1954.

### III. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

### IV. Financial performance based on given indications as per audited financial results for the year ended 31<sup>st</sup> March 2020:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,03,882
Net profit as per Statement of Profit & Loss ( After Tax)	6,498
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	9,055
Net Worth	85,933

### V. Foreign investments or collaborators, if any:

The Company is subsidiary of Robert Bosch GmbH, a foreign company.

## 2. Information about the appointee:

### I. Background details:

Please refer to the profile given below.

### II. Past remuneration during the financial year ended 31<sup>st</sup> March 2020:

Rs. 50.87 million

### III. Recognition and awards:

Please refer to the profile given below.

**IV. Job Profile and his suitability:**

Mr. S C Srinivasan is currently the Executive Director and Chief Financial Officer of the Company.

Taking into consideration his qualification and expertise in relevant fields, he is best suited for the responsibilities currently assigned to him.

**V. Remuneration proposed:**

As mentioned above.

**VI. Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. S.C Srinivasan, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Other than the remuneration proposed to be paid to the Executive Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.

**3. Other Information:**

**I. Reasons for loss or inadequacy of profits:**

Not applicable, as the Company has posted a net profit of Rs. 6498 Million during the year ended 31<sup>st</sup> March 2020.

**II. Steps taken or proposed to be taken for improvement:**

Not applicable as the Company has adequate profits.

**III. Expected increase in production and profits in measurable terms:**

Not applicable as the Company has adequate profits.

**4. Disclosures:**

The information relating to elements of remuneration packages of all Directors have been disclosed in the Corporate Governance Section under the heading "Remuneration of Directors".

Brief profile of Mr. S C Srinivasan pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	02327433
Date of Birth	26/10/1963
Date of Appointment	01/07/2018
Qualification	Chartered Accountant
Experience	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. He is currently working with Robert Bosch GmbH, Stuttgart in Powertrain Solutions division and is handling different transformation projects. Prior to joining the Company, 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. He has a keen interest in education for under privileged, especially in remote areas. He is the co-founder of Golden Mile Learning, a 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 Relationship with other Not related to any Director or Key Managerial Personnel of the Company.
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	1. Bosch Electrical Drives India Private Limited 2. PreBo Automotive Private Limited 3. Mico Trading Private Limited
Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2019-20)	Six meetings of the Board of Directors were held during the Financial Year 2019-20. Mr. Srinivasan attended 2 meetings in the capacity of Executive Director.
Terms and conditions of Appointment	Executive Director, liable to retire by rotation.
Last remuneration drawn	Rs. 50.87 million

This Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. S C Srinivasan in terms of section 190 of the Companies Act.

Save and except Mr. Srinivasan, being an appointee, none of the other Directors and Key Managerial Personnel ( "KMP") of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

#### ITEM NO. 7

Mr. Sandeep Nelamangala was appointed as an Alternate Director to Mr. Peter Tyroller with effect from January 1, 2020.

Consequent to the appointment of Mr. Sandeep Nelamangala as an alternate Director, the Board of Directors at their meeting held on November 6, 2019, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Sandeep Nelamangala as a Whole-time Director for a period of 3 (three) years with effect from January 1, 2020 to December 31, 2022 on the terms and conditions as mentioned below:

1.	Period:	From January 01, 2020 to December 31, 2022
2.		
a.	Base Salary:	Annual Base Salary shall be INR 10,750,000 in the range of INR (gross) p.a. in the range of INR 10,213,000 (gross) p.a. to INR 15,000,000 (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. Nelamangala's personal performance and target achievement. It can amount upto 160% of the Base Salary.
c.	Cash Perk Basket:	Allowance of INR 42,50,000 (gross) p.a. in the range of INR 40,00,000 (gross) p.a. to INR 75,00,000 (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 the Income Tax Act/Rules; revisions/increments being at the discretion of the Board.
3.	Deduction of Tax at Source:	Mr. Nelamangala's remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits/Facilities	
a.	Hospitalization	<ul style="list-style-type: none"> <li>• Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Nelamangala and family</li> <li>• Post retirement hospitalization: INR 1,000,000 p.a. for Mr. Nelamangala and family (Family includes spouse and children upto the age of 23 years)</li> </ul>

b.	Life Insurance:	<ul style="list-style-type: none"> <li>Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months' base salary</li> <li>Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance would be 100 months' base salary.</li> </ul>
c.	Gas, electricity and water charges:	These services will be borne/paid by the Individual.
d.	Security for the house and Garden maintenance at the house:	These services will be provided/borne by the Company.
e.	Car and driver:	Two cars maintained and fueled by the Company with two drivers for the use of Mr. Nelamangala and his family.
f.	Telephone at home:	One or more phones for the purpose of Company's business according to Company Rules.
g.	Club Memberships:	Fees of 2 clubs excluding admission and life membership fees.
h.	Other benefits:	Mr. Nelamangala would be entitled to any other benefits and privileges as may be available to other Senior Management/Executives of the Company.
i.	Expenses incurred on joining the Company, while on deputation and when returning to home state after completion of employment:	<p>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. Nelamangala and family for joining duty in Bengaluru will be paid by the Company.</p> <p>Relocation expenses referred to above will also be paid when Mr. Nelamangala finally retires from the employment of the Company. In case Mr. Nelamangala joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Nelamangala resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.</p>

The additional information as required by Schedule V to the Companies Act, 2013 is given below:

## 1. General Information:

### I. Nature of Industry:

The Company is, inter alia in the business of manufacture of components for the automotive industry, the Company is also a leading supplier of technology and services in the areas of Mobility Solutions, Industrial Technology, Consumer Goods and Energy and Building Technology.

### II. Date or expected date of commencement of Commercial Operations:

The Company was incorporated on 12<sup>th</sup> November 1951 and started its manufacturing operations in the year 1954.

### III. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

### IV. Financial performance based on given indications as per audited financial results for the year ended 31<sup>st</sup> March 2020:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,03,882
Net profit as per Statement of Profit & Loss ( After Tax)	6,498
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	9,055
Net Worth	85,933

### V. Foreign investments or collaborators, if any:

The Company is subsidiary of Robert Bosch GmbH, a foreign company.

## 2. Information about the appointee:

### I. Background details:

Please refer to the profile given below.

**II. Past remuneration during the financial year ended 31<sup>st</sup> March 2020:**

Rs. 23.88 million

**III. Recognition and awards:**

Please refer to the profile given below.

**IV. Job Profile and his suitability:**

Mr. Sandeep Nelamangala is currently the Whole-time Director of the Company.

Taking into consideration his qualification and expertise in relevant fields, he is best suited for the responsibilities currently assigned to him.

**V. Remuneration proposed:**

As mentioned above.

**VI. Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Sandeep Nelamangala, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Other than the remuneration proposed to be paid to the Whole-time Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.

**3. Other Information:****I. Reasons for loss or inadequacy of profits:**

Not applicable, as the Company has posted a net profit of Rs. 6498 Million during the year ended 31<sup>st</sup> March 2020.

**II. Steps taken or proposed to be taken for improvement:**

Not applicable as the Company has adequate profits.

**III. Expected increase in production and profits in measurable terms:**

Not applicable as the Company has adequate profits.

**4. Disclosures:**

The information relating to elements of remuneration packages of all Directors have been disclosed in the Corporate Governance Section under the heading "Remuneration of Directors".

Brief profile of Mr. Sandeep Nelamangala pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	08264554
Date of Birth	06/04/1971
Date of Appointment	01/01/2020
Qualification	Mechanical Engineer
Experience	<p>Career Milestones in Bosch Group</p> <ul style="list-style-type: none"> <li>➤ 1992- Technical Graduate Trainee, Bosch Limited, India</li> <li>➤ 1994 – 1997 - Regional OE Sales account for Cummins Engines Company, USA</li> <li>➤ 1997 – 1999 - Resident Engineer in Bosch, Diesel Systems (Stuttgart, Germany)</li> <li>➤ 1999 – 2000 - Bosch resident engineer in Cummins Engines Company, USA</li> <li>➤ 2001 – 2007 - Regional Sales account for Diesel Systems (Tata Motors, Mahindra)</li> <li>➤ 2007 - Key account sales responsibility for Bosch Diesel Systems – Passenger Car India</li> <li>➤ 2008 - Additional key account responsibility for Gasoline Systems, India</li> <li>➤ 2011 - Regional President for Gasoline Systems India</li> <li>➤ 2015 - Additional responsibility for 2 wheeler and power sports business in India</li> <li>➤ 2016 – 2018 - Senior Vice President Business Unit Fuel Injection, Gasoline Systems Division, Germany</li> <li>➤ July 2018 onwards - Executive Vice President – Mobility Solutions (OE Sales)</li> </ul>

Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	1. ZF Steering Gear (India) Limited 2. Robert Bosch Automotive Steering Private Limited 3. ETAS Automotive Private Limited 4. Automotive Component Manufacturers Association of India
Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2019-20)	Six meetings of the Board of Directors were held during the Financial Year 2019-20. Mr. Sandeep Nelamangala attended 1 meeting in the capacity of Alternate Director.
Terms and conditions of Appointment	Alternate Director designated as Whole-time Director
Last remuneration drawn	Rs. 23.88 million

This Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Sandeep Nelamangala in terms of section 190 of the Companies Act.

Save and except Mr. Sandeep Nelamangala, being an appointee, none of the other Directors and Key Managerial Personnel ( "KMP") of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

#### **ITEM NO. 8**

The Board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee of the Board and subject to the approval of the Members at the ensuing Annual General Meeting of the Company, appointed Dr. Bernhard Straub (DIN: 06654241) as an Additional Director with effect from August 24, 2019. The Board of Directors appointed him as a Non-Executive Chairman of the Board. Dr. Bernhard Straub holds office up to the date of the ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013.

The Company has received a notice from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

#### **Brief profile of Dr. Bernhard Straub:**

- 1989 – 1993- Engineer / Senior Expert technical data processing Feuerbach (Germany)
- 1994 – 1996- Senior Expert Controlling and Business Administration for information processing Feuerbach (Germany)
- 1996 – 1999- Commercial Plant Manager Naganathapura (India)
- 1999 – 2001- Expert at project Value-Based Management Schillerhöhe (Germany)
- 2002 – 2005- Department head Controlling Reutlingen (Germany)
- 2005 – 2008- Commercial Leader Controlling and Financial Tokyo (Japan)
- 2008 – 2011- Commercial Plant Manager Salzgitter (Germany)
- 2012 – 2013- Executive Vice President (Controlling and Financial) Electrical Drives (ED) Stuttgart (Germany)
- January 2014- President Electrical Drives (ED) Stuttgart (Germany)

Dr. Bernhard Straub holds Directorship in the following Companies:

1. Robert Bosch Produkte N. V.
2. Robert Bosch Espana Fca. Castellet S.A.U
3. Bosch Automotive Components (Changchun) Co. Ltd.
4. Bosch Electrical Drives Co. Ltd. Korea
5. Bosch Automotive Products (Changsha) Co. Ltd.

Dr. Bernhard Straub is a member of the following Committees of the Company

1. Audit Committee - Member
2. Stakeholders' Relationship Committee - Member
3. Nomination and Remuneration Committee - Member



Dr. Bernhard Straub does not hold any equity shares of the Company.

The appointment of Dr. Bernhard Straub as an Additional Director is effective from August 24, 2019 and has attended three Board Meetings out of four meetings held since August 24, 2019 till date.

The Board is of the view that Dr. Bernhard Straub's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Members.

The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notice.

Save and except Dr. Bernhard Straub, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

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

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

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 22, 2020, 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 2020-21 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 for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2021.

None of the Directors or Key Managerial Personnel of the Company, 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.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the Notice, for approval of Members.

By Order of the Board

May 22, 2020  
Mumbai

**Rajesh Parte**  
Company Secretary & Compliance Officer  
Membership No. ACS 10700