

Bosch Limited

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 2315; 6752 1750;

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

POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

To,

The Members of Bosch Limited,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the "Rules") read with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No. 14, 17, 22 & 33 /2020 dated 8th April, 2020, 13th April 2020, 15th June 2020 and 28th September 2020 ("MCA Circulars") and subject to other applicable laws and regulations that the Special Resolution appended below is proposed to be passed by the Members by way of Postal Ballot only through remote e-voting.

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars, are appended below seeking consent of the Members of the Company through Postal ballot only through the remote e-voting process.

In compliance with Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with Rules and MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of the Company, at its Meeting held on Friday, November 6, 2020, has appointed Mr. Ashish Bhatt, Practicing Company Secretary (ICSI Membership No FCS 4650), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Saturday, December 12, 2020, failing which it will be considered that no reply has been received from the Members.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot through Remote E-voting shall be declared on or before Monday, December 14, 2020, at any time before 4.00 p.m. (IST) and will be displayed along with the Scrutinizer's report at the Registered Office as well as communicated to the Stock Exchanges and will also be uploaded on the website of the Company www.bosch.in.

SPECIAL BUSINESS:

Approval for giving loans to Companies in which the Directors of the Company are interested:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification, amendment or re-enactment thereof for the time being in force, read with relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken by the following Companies (hereinafter referred as **"Borrowing Companies"**) in whom any of the Director(s) of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate **Rs. 1500 crore (Rupees One Thousand Five Hundred crores only)** at any time, provided that such loan is /are utilized by the borrowing Companies for their respective principal business activities:

1. Robert Bosch Engineering and Business Solutions Private Limited
2. Bosch Chassis Systems India Private Limited
3. Bosch Automotive Electronics India Private Limited
4. Bosch Electrical Drives India Private Limited
5. PreBo Automotive Private Limited
6. Robert Bosch Automotive Steering Private Limited
7. ETAS Automotive India Private Limited

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the loan and /or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and /or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise. “

By Order of the Board

Place: Bengaluru
Date: November 6, 2020

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto.
2. The Postal Ballot Notice is circulated for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) as on Friday, November 6, 2020 and is also being sent to the Members who already have their e-mail IDs registered with the Company / Registrar and Share Transfer Agent / Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, November 6, 2020, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.bosch.in, on the Stock Exchanges on which the Equity Shares of the Company are listed and the website of CDSL www.evotingindia.com.
3. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as received from Depositories i.e. CDSL / NSDL as on Friday, November 6, 2020 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company / RTA / Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.
4. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID -19 pandemic situation, the Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.
6. 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 to the Company’s RTA viz. Integrated Registry Management Services Private Limited at <https://www.integratedindia.in/emailupdtation.aspx>
7. The remote e-voting period commences on Friday, November 13, 2020 at 9.00 a.m. (IST) and ends on Saturday, December 12, 2020 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, November 6, 2020, may cast their votes by electronic means in the manner and

process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

8. Members cannot exercise votes by proxy on Postal Ballot.
9. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
10. The voting rights of the Members shall be proportionate to their shares in the total paid-up equity share capital of the Company as on Friday, November 6, 2020.
11. The instructions and other information relating to e-voting are as under:
 - a. The voting period begins on Friday, November 13, 2020 and ends on Saturday, December 12, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, November 06, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b. The shareholders should log on to the e-voting website www.evotingindia.com.
 - c. Click on “Shareholders” module.
 - d. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. 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.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - g. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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"> • 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 Giri@integratedindia.in
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"> • 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.

- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. 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.
- j. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for Bosch Limited: **201106007** on which you choose to vote.
- l. 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.

- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. 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.
- r. 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.
- s. Note for Non – Individual Shareholders and Custodians

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 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.
- 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 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

12. Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or with Company’s RTA viz: Integrated Registry Management Services Private Limited (in case of Members holding shares in physical form):

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 / RTA on giri@intergratedindia.in

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

In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot / e-voting notice may temporarily get their email registered with the Company’s RTA Integrated Registry Management Services Private Ltd by clicking the link <https://www.integratedindia.in/emailupdatation.aspx> and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to giri@integratedindia.in. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent(RTA), Integrated Registry Management Services Private Ltd, Bengaluru.

13. Corporate/ Institutional Members are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at speaker.agm@in.bosch.com, authorizing its representative(s) to vote.

14. 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, under help section or write an email to 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 or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

It is proposed to give loan to the Companies (“**Borrowing Companies**”) mentioned in the resolution in which the Directors of the Company are Directors.

Section 185 of the Companies Act, 2013 prohibits giving of loan to any person in whom any of the Director of the Company is interested which includes any Private Company of which any Director of the Company is a Director or Member.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Members of the Company is obtained by the Company for giving the loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

The above restriction is not applicable to any loan given by the Company to its wholly owned subsidiary company or any guarantee given or security provided by the Company to its wholly owned subsidiary company provided that the loans given are utilized by the Subsidiary Company for its principal business activities.

The names of the Directors of the Company who are Directors of the Companies mentioned in the resolution are given below:

Sr. No	Name of the Director	Name of the Company
1	Mr. Soumitra Bhattacharya	Robert Bosch Engineering and Business Solutions Private Limited
2	Mr. Soumitra Bhattacharya	Bosch Chassis Systems India Private Limited
3	Mr. Jan-Oliver Roehrl	Bosch Automotive Electronics India Private Limited
4	Mr. S C Srinivasan	Bosch Electrical Drives India Private Limited
5	Mr. S C Srinivasan	Prebo Automotive Private Limited
6	Mr. Sandeep N	Robert Bosch Automotive Steering Private Limited
7	Mr. Sandeep N	ETAS Automotive India Private Limited

The Directors of the Companies as mentioned above are appointed on these Companies since these Companies are engaged in the Mobility Business and are part of the Mobility Business Strategy of the Company.

Considering the current COVID -19 situation and the sluggish market conditions in Automotive Industry, it is proposed to help these Companies to tide over in this difficult time by providing financial assistance by way of loan including any loan represented by a book debt or give guarantee or provide any security in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested up to an amount not exceeding Rs. 1500 Crore in aggregate.

The loan including any loan represented by a book debt or guarantee given or Security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be used by these Companies for their principle business activities only.

The terms and conditions for the loan including any loan represented by a book debt or guarantee given or Security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be on arm’s length basis and the loans shall be secured by the Corporate Guarantee of Robert Bosch GmbH, the Holding Company.

This being a transaction with related parties, all the related parties of the Company (including promoters) shall abstain from voting.

The documents referred to in the Notice, if any will be available for electronic inspection without any fee by the Members from the date of dispatch of this Notice up to December 12, 2020. Members seeking to inspect such documents can send an email request to speaker.agm@in.bosch.com.

Save and except the Directors holding position of Directorship in the Companies as mentioned above, none of the other Directors and Key Managerial Persons of the Company and their relatives are concerned or interested (financially or otherwise) in the resolution set out in the Notice.

None of the Directors and KMP of the Company are inter-se related to each other.

The Board of Directors recommends the Special Resolution set out in the Notice for approval of the Members.

By Order of the Board

Place: Bengaluru
Date: November 6, 2020

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