

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

NOTICE is hereby given that the Sixty Ninth Annual General Meeting of Bosch Limited (the "Company") will be held on Thursday, August 05, 2021 at 11:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS:

1. Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. Declaration of Dividend on Ordinary (Equity) Shares

To declare dividend on Equity Shares for the Financial Year ended March 31, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend of Rs.115 (Rupees One hundred and Fifteen Only) per equity share of Rs. 10 (Rupees Ten) each for the year ended March 31, 2021 on 29,493,640 Equity shares of the Company aggregating to Rs. 3392 million, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company for the financial year ended March 31, 2021."

4. Re-appointment of Mr. Soumitra Bhattacharya as a Director, liable to retire by rotation

To appoint Mr. Soumitra Bhattacharya (DIN: 02783243), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass 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. Soumitra Bhattacharya (DIN: 02783243), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Re-appointment of Mr. S.V. Ranganath as an Independent Director

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

"RESOLVED THAT Mr. S.V. Ranganath (DIN: 00323799), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from July 01, 2021 by the Board of Directors at their meeting held on May 20, 2021 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. S.V. Ranganath (DIN: 00323799) who has submitted the declaration to the Company that he meets the criteria of independence provided under the Act and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent

Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years commencing from July 1, 2021 to June 30, 2024.

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. **Appointment of Dr. Pawan Kumar Goenka as an Independent Director**

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

“**RESOLVED THAT** Dr. Pawan Kumar Goenka (DIN: 00254502), who was appointed as an Additional Director designated as an Independent Director of the Company with effect from May 21, 2021 by the Board of Directors at their meeting held on May 20, 2021 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Dr. Pawan Kumar Goenka (DIN: 00254502) who has submitted the declaration to the Company that he meets the criteria of independence provided under the Act and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director for a term of 5 (five) consecutive years commencing from May 21, 2021 to May 20, 2026.

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. **Appointment of Mr. S.C. Srinivasan as a Joint Managing Director**

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 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. S.C. Srinivasan (DIN: 02327433) as a Joint Managing Director of the Company, liable to retire by rotation and who shall hold office for a period of 3 years with effect from February 12, 2021 to February 11, 2024 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. S.C. Srinivasan (DIN: 02327433) as Joint Managing Director (herein referred to as 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. **Appointment of Mr. Sandeep N as an Executive Director**

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

“**RESOLVED THAT** Mr. Sandeep N, who was appointed as an Additional Director with effect from February 12, 2021 by the Board of Directors at their meeting held on February 11, 2021 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the “Act”) (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 152,196,197 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(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Sandeep N (DIN: 08264554) as an Executive Director of the Company for a period of 3 years with effect from February 12, 2021 to February 11, 2024 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 vary the terms and conditions of appointment including determination of remuneration payable to Mr. Sandeep N, 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."

9. **Appointment of Dr. Stefan Hartung as a Non-Executive Director**

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 Articles of Association of the Company, Dr. Stefan Hartung (DIN: 08940088), who was appointed by the Board of Directors as an Additional Director designated as Non- Executive Director of the Company with effect from January 01, 2021 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(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being so eligible, be appointed as a Director of the Company, liable to retire by rotation."

10. **Appointment of Mr. Karsten Mueller as a Whole-time Director**

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

"RESOLVED THAT subject to the provisions of sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) read with Schedule V to the Act, consent of the Company be and is hereby accorded for appointment of Mr. Karsten Mueller (DIN: 08998443) as Whole-time Director of the Company (consequent to his appointment as an Alternate Director) for a period of three years from February 12, 2021 to February 11, 2024, on terms and conditions including remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

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

RESOLVED FURTHER THAT 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."

11. Appointment of Mr. Markus Bamberger as a Non-Executive Director

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, Mr. Markus Bamberger, who was appointed by the Board of Directors as an Additional Director designated as Non- Executive Director of the company with effect from June 11, 2021 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(1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.”

12. Ratification of remuneration payable to Cost Auditors

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 2021-22, amounting to Rs.700,000 (Rupees Seven 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

Rajesh Parte

Company Secretary & Compliance Officer
Membership No. ACS 10700

July 09, 2021
Bengaluru

Notes:

1. Considering the present COVID -19 pandemic, the MCA has vide General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs (‘MCA’) (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. 19 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. 5 to 12 of the Notice is annexed hereto. Further additional information with respect to Item No. 4 is also annexed hereto.
5. The Board of Directors have decided to include the Item Nos. 5 to 12 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, 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 encourages 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 05, 2021. Members seeking to inspect such documents can send their request at the email ID 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. The Link for submitting the documents is <https://www.integratedindia.in/ExemptionFormSubmission.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, July 14, 2021 to Thursday, August 05, 2021** (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, July 13, 2021 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.
If PAN registered (In accordance with Section 194 of the I.T. Act)	10%*	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).
If PAN not registered/ Invalid PAN registered	20%*	Tax is required to be deducted at source under Section 194 of the IT Act, at 10% on the amount of dividend where shareholder(s) have registered their valid Permanent Account Number (PAN) and at a rate of 20% for cases wherein: <ol style="list-style-type: none"> a) The shareholder(s) do not have PAN / have not registered their valid PAN details in their account. b) The shareholder(s) have not linked their Aadhaar with their PAN by due date as specified, rendering the PAN as invalid

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
		c) The shareholder(s) have not filed their Income Tax returns for FY 2018-19 and 2019-20 and the aggregate of TDS and tax collected at source in his/her case is Rs. 50,000 or more, in each of these two previous years.
Submission of declaration in Form 15G/ Form 15H by Individual resident shareholders	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 www.incometaxindia.gov.in or https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf @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 2021-2022 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.
Persons for whom Section 194 of the Act is not applicable (e.g. LIC, GIC)	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. Mutual Funds: (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 by way 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 2021-22 does not exceed ₹5,000.**

In terms of Rule 37BA of Income Tax Rules 1962 if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then deductee should file declaration with the Company in manner prescribed by Rules.

Non-Resident Shareholder:

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)]	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	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) (of FY 2021-22 or later) 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 https://www.integratedindia.in/Downloads/Dr/Form_10F.pdf 4. Self-declaration(of FY 2021-22 or later) 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

Non-Resident Shareholder:

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
		<p>Click here to download Self Declaration format https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationforeigncompany.pdf</p> <p>https://www.bosch.in/media/our_company/shareholder_information/2020/selfdeclarationnonresident_other_than_foreigncompany.pdf</p>
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 21.07.2021. No communication on the tax determination/deduction received post 21.07.2021 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 afore- mentioned 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and pass words by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ web sites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

19. 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 02, 2021 and ends on Wednesday, August 04, 2021. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, July 29, 2021 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.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

	redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Bosch Limited: **210624007** on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.

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.

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 / RTA on 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. The procedure for attending meeting on the day of the AGM is same as the instructions mentioned above for e-voting. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
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 11.30 am (IST) on Tuesday, August 03, 2021 mentioning their name, demat account number/folio number, email id, mobile number at 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 11.30 am (IST) on Tuesday, August 03, 2021 mentioning their name, demat account number/ folio number, email id, mobile number at 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.

- 20. Webcast:** Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 05, 2021 from 11.30 am onwards Members may join the meeting following same procedure as mentioned in the e-voting instructions. Members are requested to refer e-voting instructions and attending the AGM procedure. On following the login procedure members will reach the link “live streaming” from where you can ONLY VIEW the proceeding of the 69th 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.

21. 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, July 29, 2021. 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.
22. 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

July 09, 2021
Bengaluru

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

Additional Information with respect to Item No. 4:

Mr. Soumitra Bhattacharya (DIN: 02783243), the Managing 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	02783243
Date of Birth	24/06/1960
Date of Appointment	01/07/2020
Qualification	Chartered Accountant
Experience	Mr. Soumitra Bhattacharya has handled roles as varied as Vice President, Commercial Functions for the Nashik and Jaipur plants of Bosch in India and also served as the General Manager of Robert Bosch GmbH's Feuerbach Plant. He was the CFO of Bosch India from 2011 till 2018 and, since 2016 took over the CEO role. He continues as the Managing Director of Bosch Limited and the President of Bosch Group in India. Prior to Bosch, he had worked at the TATA group where he was one of the founding members of the Tanishq brand of Jewellery for the Titan Company Ltd. He also worked at INDAL, the core aluminum business of the ALCAN group, and he was also a founding member of its electronics business. He has been appointed as chair of the CII (Confederation of Indian Industry) National Committee on MNCs. He is also a member of the Special Investment Promotion Task Force constituted by the Government of Karnataka.
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"> • Robert Bosch Engineering & Business Solutions Private Limited • Bosch Chassis Systems India Private Limited • MICO Trading Private Limited • Robert Bosch (Bangladesh) Limited • Robert Bosch Lanka (Private) Limited • Bosch Automotive Electronics India Private Limited
Chairmanship / Membership of Committees held in companies/ body corporates	Bosch Limited- <ul style="list-style-type: none"> • Stakeholders' Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) • Risk Management Committee (Member, chairman up to May 27,2021)
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Five meetings of the Board of Directors were held during the Financial Year 2020-21. Mr. Soumitra Bhattacharya attended all five meetings.
Terms and conditions of Appointment	Managing Director, liable to retire by rotation.
Last remuneration drawn	Rs. 74.91 million

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 12 OF THE NOTICE

ITEM NO. 5

The first term of three consecutive years as an Independent Director of Mr. S.V. Ranganath expired on June 30, 2021

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation carried out by the Directors and after considering the skills, expertise and competencies required by the Board for the effective functioning of the Company, has recommended the appointment of Mr. Ranganath as an Additional Director designated as an Independent Director for a second term of three years with effect from July 01, 2021.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. S.V. Ranganath as an Additional Director designated as an Independent Director with effect from July 1, 2021. In terms of Section 161 of the Companies Act, 2013 (the "Act"), Mr. Ranganath will hold office up to the date of the 69th Annual General Meeting i.e. August 05, 2021. Mr. Ranganath has given a declaration that he meets the eligibility criteria provided under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not disqualified from being appointed as a Director in terms of section 164 of the Act. The Company has received a notice in writing from a member under section 160(1) of the Act proposing appointment of Mr. Ranganath as a Director of the Company.

The Board is of the view that considering the background, experience and contributions made by Mr. S.V. Ranganath during his tenure, the continued association of him would be beneficial to the interests of the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to appoint Mr. S.V. Ranganath as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) years on the Board of the Company with effect from July 01, 2021 to June 30, 2024.

Mr. S.V. Ranganath has given his consent to act as Director.

The Company has also received declaration from Mr. S.V. Ranganath that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

The terms & conditions of appointment of Independent Directors are available on the website of the Company viz., www.bosch.in and are also available for inspection by the members in electronic form as per the instructions provided in the Note no. 10 of this Notice.

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

Director Identification Number	00323799
Date of Birth	25/04/1953
Date of Appointment	01/07/2021
Qualification	Masters in Science and IAS Officer of Karnataka Cadre- Batch of 1975
Experience	Shri S.V. Ranganath belongs to IAS (Karnataka-75) cadre. He has worked as a Civil Servant in various capacities, both in Government of India and Government of Karnataka. He was the Chairman of Indian Coffee Board, Resident Director of Indian Investment Centre, Abu Dhabi, Principal Secretary to various Chief Ministers of Karnataka, Additional Secretary and Financial Advisor in the Department of Space, Member (Finance), Space Commission, Atomic Energy Commission and Earth Commission. He retired in Oct. 2013 as Chief Secretary, Government of Karnataka. Was Non-Executive Chairman of IFCI. Worked as Vice Chairman, Karnataka State Higher Education Council, Bengaluru for five years.
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"> • Coffee Day Enterprises Limited • Jana Capital Limited • Indian Institute For Human Settlements • QS-Era India Private Limited • Coffee Day Global Limited
Chairmanship / Membership of Committees held in companies/ body corporate.	<p>(a) Coffee Day Enterprises Limited- Audit Committee (Chairman), Nomination & Remuneration Committee (Member), CSR Committee (Member), Stakeholders' Relationship Committee (Member)</p> <p>(b) Coffee Day Global Limited- Audit Committee (Chairman)</p> <p>(c) Indian Institute For Human Settlements- Audit Committee/ Executive Committee (Member)</p> <p>(d) Bosch Limited- CSR Committee (Member), Audit Committee (Chairman)</p>
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Five meetings of the Board of Directors were held during the Financial Year 2020-21. Mr. S.V. Ranganath has attended all the meetings
Terms and conditions of Appointment	Independent Director, not liable to retire by rotation.
Last remuneration drawn	Sitting Fees: Rs. 150,000 Commission: Rs. 2,962,500

Save and except Mr. Ranganath, 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

The Nomination and Remuneration Committee of the Board of Directors after considering the skills, expertise and competencies required by the Board for the effective functioning of the Company, has recommended the appointment of Dr. Pawan Kumar Goenka as an Additional Director designated as an Independent Director.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders, appointed Dr. Pawan Kumar Goenka as an Additional Director designated as an Independent Director with effect from May 21, 2021. In terms of Section 161 of the Companies Act, 2013 (the "Act"), Dr. Pawan Kumar Goenka will hold office up to the date of the 69th Annual General Meeting i.e. August 05, 2021. Dr. Goenka has given a declaration that he meets the eligibility criteria provided under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not disqualified from being appointed as a Director in

terms of section 164 of the Act. The Company has received a notice in writing from a member under section 160(1) of the Act proposing appointment of Dr. Goenka as a Director of the Company. Dr. Goenka, being eligible, is proposed to be appointed as an Independent Director for a term of five consecutive years from May 21, 2021 to May 20, 2026, not liable to retire by rotation. The terms & conditions of appointment of Independent Directors are available on the website of the Company viz., www.bosch.in and are also available for inspection by the members in electronic form as per the instructions provided in the Note no. 10 of this Notice. The Board of Directors recommend the resolution at Item No. 6 of the Notice for approval of the members.

Brief profile of Dr. Pawan Kumar Goenka pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	00254502
Date of Birth	23/09/1954
Date of Appointment	21/05/2021
Qualification	B. Tech. in Mechanical Engineering from IIT, Kanpur Ph.D. from Cornell University, U.S.A. Graduate of Advanced Management Program from Harvard Business School
Experience	<p>He worked at General Motors R&D Centre in Detroit, U.S.A. from 1979 to 1993. Thereafter, he joined Mahindra & Mahindra Ltd., as General Manager (R&D). During his R&D tenure he led the development of the Scorpio SUV. He was appointed COO (Automotive Sector) in April 2003, President (Automotive Sector) in September 2005, President (Automotive & Farm Equipment Sectors) in April 2010. Dr. Pawan Goenka was appointed Executive Director and President (AFS) on the Board of the Company on 23rd September 2013. He retired from Mahindra as Managing Director and CEO on 1st April 2021. Dr. Goenka is credited with building a strong R&D and a wide product portfolio for Mahindra and is also widely recognised as a statesman of the India Auto Industry. Dr. Goenka served on the boards of several Mahindra Group Companies both domestic and International.</p> <p>Dr. Goenka received several awards during his tenure at General Motors, such as the Extraordinary Accomplishment Award and the Charles L. McCuen Achievement Award from General Motors and the Burt L. Newkirk Award from ASME. He received the Distinguished Alumni Award from IIT Kanpur in 2004 and was also conferred with the Doctor of Science (honoris causa) in 2015. He is a Fellow of SAE International and of The Indian National Academy of Engineers and a member of National Academy of Engineers, USA.</p> <p>In January 2011, Dr. Pawan Goenka was honoured with the Automotive Man of the Year award by NDTV Car & Bike. In December 2011, he featured as Autocar Professional's Man of the Year. He was conferred the 'CV Man of the Year' by the Apollo CV Awards 2012 in recognition of his extensive contribution within the automotive industry in India and globally. Dr. Goenka has been awarded the 2016 FISITA Medal of Honour, which is bestowed for his 'particularly distinguished achievement and leadership in the global automotive industry' and is the only Indian to receive this prestigious recognition. In February 2020, he was presented with the Lifetime Achievement Award by Car India & Bike India, for his leadership and commitment towards the progress of the Indian Automotive Industry. In March 2021, Dr. Goenka was conferred with the Param Shreshth Award by Car & Bike and honoured with the Lifetime Achievement Award by Autocar India for his contribution to the Indian Auto Industry.</p> <p>Dr. Goenka is past President of SIAM, of the Society of Automotive Engineers India, the ARAI Governing Council, and also served as a Board Member of National Skills Development Corporation (NSDC). He is currently a National Council Member of Confederation of Indian Industries (CII) and the Chairman of the National Mission on AtmaNirbhar Bharat of CII. He is serving as the Chairman of the Board of Governors of IIT Madras and IIT Bombay. He is the Chairperson of the Steering Committee for Advancing Local value-add and Exports (SCALE), an initiative under the Ministry of Commerce & Industry.</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"> • Mahindra Agri Solutions Limited • Sylvan Realty Pvt. Ltd.

Chairmanship / Membership of Committees held in companies/ body corporates	(a) Mahindra Agri Solutions Limited – Risk Management Committee(Member) (b) Bosch Limited (w.e.f. 21-05-2021)- Audit Committee(Member), Nomination & Remuneration Committee(Member), Stakeholders’ Relationship Committee(Chairman), Corporate Social Responsibility Committee(Member), Risk Management Committee(Chairman, w.e.f. 28-05-2021)
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Not Applicable
Terms and conditions of Appointment	Independent Director, not liable to retire by rotation.
Last remuneration drawn	Not Applicable

Save and except Dr. Goenka, 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 Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

Mr. S.C. Srinivasan was appointed as a Chief Financial Officer of the Company with effect from July 01, 2018. 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.

The Board of Directors at their meeting held on February 11, 2021, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. S.C Srinivasan as a Joint Managing Director with effect from February 12, 2021 to February 11, 2024 on the terms and conditions as mentioned below:

1.	Period:	From February 12, 2021 to February 11, 2024
2.	Base Salary:	Annual Base Salary shall be INR 20,941,710 (gross) p.a. in the range of INR 20,000,000 (gross) p.a. to INR 30,000,000 (gross) p.a.; increments/ revisions being at the discretion of the Board.
	b. Variable Annual Bonus:	Annual Bonus is fixed annually by the Board of Directors taking into account the economic results and also Mr. Srinivasan’s personal performance and target achievement. It can amount upto 190% of the Base Salary.
	c. Cash Perk Basket:	Allowance of INR 4,250,000 (gross) p.a. in the range of INR 4,000,000 (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.
3.	Deduction of Tax at Source:	Mr. Srinivasan’s remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits/Facilities	
	a. Hospitalization:	<ul style="list-style-type: none"> • Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Srinivasan and family • 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)
	b. Life Insurance:	<ul style="list-style-type: none"> • Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months’ base salary • Group Personal Accident Insurance: Compensation for death/ disablement under group personal accident insurance would be 100 months’ base salary.

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 12th 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 31st March 2021:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,02,220
Net profit as per Statement of Profit & Loss (After Tax)	4,825
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	3,184
Net Worth	87,947

V. Foreign investments or collaborators, if any:

The Company is subsidiary of Robert Bosch Internationale Beteiligungen AG, Switzerland (RBINT). The ultimate holding company is Robert Bosch GmbH, Germany (RB GmbH). Both RBINT and RB GmbH are foreign Companies.

2. Information about the appointee:

I. Background details:

Please refer to the profile given below.

II. Past remuneration during the financial year ended 31st March 2021:

Rs. 54.98 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 Chief Financial Officer of the Company and Joint Managing Director, subject to approval of members 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 being paid to the Chief Financial Officer and 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. 4825 Million during the year ended 31st March 2021.

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	12/02/2021
Qualification	Chartered Accountant
Experience	Mr. Srinivasan SC(Srini Srinivasan) joined Bosch Limited in February 2017 and was designated as CFO and Whole time Director in July 2018 with over 30 years International experience across Corporate Strategy, Finance, Supply chain and

	<p>General Management roles in Bosch and Unilever. He has worked in India, Singapore, United Kingdom, Germany leading cross cultural and international teams.</p> <p>Srini Srinivasan has vast experience in leading Business & Functional Transformation, Corporate Strategy, Performance Management, Treasury & Capital Markets, Board Governance, M&A, Startup Incubation. Investor Relations, Global Business Services, Enterprise and Risk management. In addition to his core role as CFO, he is also responsible for spearheading transformation, strategic partnerships and digitalization at Bosch India.</p> <p>Srini Srinivasan has keen interest in education for underprivileged, especially in remote areas. He is the co-founder of Golden Mile Learning, an NGO implementing e-learning and sustainable development in high altitude areas in Ladakh.</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	<ol style="list-style-type: none"> 1. Bosch Electrical Drives India Private Limited 2. PreBo Automotive Private Limited 3. Mico Trading Private Limited 4. Robert Bosch India Manufacturing And Technology Private Limited
Chairmanship / Membership of Committees held in companies/ body corporates	<p>Bosch Limited - Risk Management Committee (Member)</p> <p>Bosch Limited - Corporate Social Responsibility Committee (Member)</p>
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Five meetings of the Board of Directors were held during the Financial Year 2020-21. Mr. Srinivasan attended all the meetings.
Terms and conditions of Appointment	Joint Managing Director, liable to retire by rotation.
Last remuneration drawn	Rs. 54.98 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. 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 at their meeting held on February 11, 2021, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Sandeep N as an Additional Director designated as Executive Director for a period of 3 (three) years with effect from February 12, 2021 to February 11, 2024 on the terms and conditions as mentioned below:

1.	Period:	From February 12, 2021 to February 11, 2024
2.		
a.	Base Salary:	Annual Base Salary shall be INR 11,458,000 (gross) p.a. in the range of INR 11,000,000 (gross) p.a. to INR 17,500,000 (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. Sandeep's personal performance and target achievement. It can amount upto 190% 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. Sandeep'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"> • Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Sandeep and family • Post retirement hospitalization: INR 1,000,000 p.a. for Mr. Sandeep and family (Family includes spouse and children upto the age of 23 years)
b.	Life Insurance:	<ul style="list-style-type: none"> • Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months' base salary • Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance would be 100 months' base salary.
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. Sandeep 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. Sandeep 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:	<p>when returning to home state after completion of employment:</p> <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. Sandeep 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. Sandeep finally retires from the employment of the Company. In case Mr. Sandeep joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Sandeep 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 12th 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 31st March 2021:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,02,220
Net profit as per Statement of Profit & Loss (After Tax)	4,825
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	3,184
Net Worth	87,947

V. Foreign investments or collaborators, if any:

The Company is subsidiary of Robert Bosch Internationale Beteiligungen AG, Switzerland (RBINT). The ultimate holding company is Robert Bosch GmbH, Germany (RB GmbH). Both RBINT and RB GmbH are foreign Companies.

2. Information about the appointee:

I. Background details:

Please refer to the profile given below.

II. Past remuneration during the financial year ended 31st March 2021:

Rs. 25.50 million

III. Recognition and awards:

Please refer to the profile given below.

IV. Job Profile and his suitability:

Mr. Sandeep N 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 N, 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. 4825 Million during the year ended 31st March 2021.

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 N 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	12/02/2021
Qualification	Mechanical Engineer
Experience	<ul style="list-style-type: none">➤ Sandeep N is Executive Vice President Sales, Bosch Limited India (IN/ES IN/EO), from January 1st 2020 onwards.➤ Career stages in the Bosch Group• 1992 :Technical Graduate Trainee, Bosch Limited, India

	<ul style="list-style-type: none"> • 1994 – 1997 :Regional OE Sales account for Cummins Engines Company, USA • 1997 – 1999 :Resident Engineer in Bosch, Diesel Systems (Stuttgart, Germany) • 1999 – 2000 :Bosch resident engineer in Cummins Engines Company, USA • 2001 – 2007 :Regional Sales account for Diesel Systems (Tata Motors, Mahindra) • 2007 :Key account sales responsibility for Bosch Diesel Systems – Passenger Car India • 2008 :Additional key account responsibility for Gasoline Systems, India • 2011 :Regional President for Gasoline Systems India • 2015 :Additional responsibility for 2 wheeler and power sports business in India • 2016 – April(2018) :Senior Vice President Business Unit Fuel Injection, Gasoline Systems Division, Germany • 2019 :He is a Non-Executive Director of ZF Steering Gear (India) Limited (Sept 20th 2019)
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	<ol style="list-style-type: none"> 1. ZF Steering Gear (India) Limited 2. Robert Bosch Automotive Steering Private Limited 3. ETAS Automotive Private Limited 4. Nivaata Systems Private Limited
Chairmanship / Membership of Committees held in companies/ body corporates	Bosch Limited- Risk Management Committee (Member)
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Not Applicable
Terms and conditions of Appointment	Additional Director designated as Executive Director, liable to retire by rotation.
Last remuneration drawn	Rs. 25.50 million

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

Save and except Mr. Sandeep N, 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. 8 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. 8 of the Notice for approval of the Members.

ITEM NO. 9

The Nomination and Remuneration Committee of the Board of Directors after considering the skills, expertise and competencies required by the Board for the effective functioning of the Company, has recommended the appointment of Dr. Stefan Hartung as an Additional Director designated as a Non-Executive Director.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, at their meeting held on November 06, 2020, appointed Dr. Stefan Hartung as an Additional Director designated as a Non-Executive Director with effect from January 01, 2021.

Dr. Hartung has waived his right to receive remuneration/fees/commission as a Non-Executive Director.

Brief Profile of Dr. Stefan Hartung pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	08940088
Date of Birth	13/01/1966
Date of Appointment	01/01/2021
Qualification	Mechanical Engineering, PhD on quality management methods
Experience	➤ He joined Bosch und Siemens Hausgeräte GmbH in Munich in 2004. Before that, he worked for the Fraunhofer Society and the management consultants McKinsey & Company in Düsseldorf.

	<ul style="list-style-type: none"> ➤ Career Stages in Bosch Group: <ul style="list-style-type: none"> • 2004: Senior vice president and head of product marketing for dishwashers, Bosch und Siemens Hausgeräte GmbH • 2008: Executive vice president with responsibility for manufacturing, supply chain, and Asia, Power Tools division • 2009: President, Power Tools division • January 2013: Member of the board of management, Robert Bosch GmbH • January 2019: Chairman of the Mobility Solutions business sector, Robert Bosch GmbH
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	Nil
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 (2020-21)	Dr. Stefan Hartung attended one meeting as a Non-executive Director
Terms and conditions of Appointment	Non-Executive Director and Non-Independent Director, liable to retire by rotation. Dr. Hartung has waived his right to receive remuneration as Director of the Company.

Save and except Dr. Stefan Hartung, 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. 9 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. 9 of the Notice for approval of the Members.

ITEM NO. 10

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, at their meeting held on February 11, 2021, appointed Mr. Karsten Mueller as an Alternate Director to Dr. Stefan Hartung (DIN: 08940088) with effect from February 12, 2021. Consequent to his appointment as an Alternate Director, Mr. Mueller was appointed as a Whole-time Director of the Company for a period of three years effective from February 12, 2021 to February 11, 2024, subject to the approval of the shareholders on the terms and conditions as under:

1.	Period:	From February 12, 2021 to February 11, 2024
2.a.	Base Salary:	Annual Salary shall be INR 18,089,025 p.a. in the annual salary range of INR 16,000,000 p.a. to INR 22,000,000 p.a.; increments/revisions being at the discretion of the Board.
b.	Variable Annual Bonus:	The annual bonus depends on the profits and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results and also Mr. Mueller’s personal performance and target achievement. It can amount upto 190% of the annual salary.
3.	Deduction of Tax at Source:	Mr. Mueller’s remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits/Facilities	
a.	Housing	The Company will provide and maintain a house for Mr. Mueller and his family.
b.	Gas, electricity and water charges:	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. Mueller and his family.
e.	Telephone at home:	One or more phones for the purpose of Company's business according to Company Rules.
f.	Club Memberships:	Fees of 2 clubs excluding admission and life membership fees.
g.	Satellite TV:	Annual subscription up to a maximum of INR 6,500/-. 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. Mueller would be entitled to any 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 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. Mueller and family for joining duty in Bengaluru will be paid by the Company. Relocation expenses referred to above will also be paid when Mr. Mueller finally retires from the employment of the Company. In case Mr. Mueller joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Mueller 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:

5. 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 12th November 1951 and started its manufacturing operations in the year 1954.

III. Incase 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 31st March 2021:

Particulars	Rs. In Million
Gross Turnover & Other Income	1,02,220
Net profit as per Statement of Profit & Loss (After Tax)	4,825
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	3,184
Net Worth	87,947

V. Foreign investments or collaborators, if any:

The Company is subsidiary of Robert Bosch Internationale Beteiligungen AG, Switzerland (RBINT). The ultimate holding company is Robert Bosch GmbH, Germany (RB GmbH). Both RBINT and RB GmbH are foreign Companies.

6. Information about the appointee:

I. Background details:

Please refer to the profile given below.

II. Past remuneration during the financial year ended 31st March 2021:

Rs. 5.66 million

III. Recognition and awards:

Please refer to the profile given below.

IV. Job Profile and his suitability:

Mr. Mueller is currently an Alternate 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. Karsten Mueller, 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 Alternate Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.

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

Not applicable, as the Company has posted a net profit of Rs. 4825 Million during the year ended 31st March 2021.

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.

8. 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. Karsten Mueller pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Director Identification Number	08998443
Date of Birth	04/08/1965
Date of Appointment	12/02/2021
Qualification	Mechanical Engineer
Experience	<p>He has been working for Bosch for 29 years. During these 29 years of association, he has worked in several management positions mainly in Manufacturing, Quality, Safety, Project Management and Corporate functions.</p> <p><u>Milestones:</u></p> <ul style="list-style-type: none"> • 1991 Hildesheim Plant Germany (Starter Motors and Batteries): Member of the junior manager Program • 1992 Cardiff Plant GB (Alternators): Manufacturing Engineer ramp up of new stator line for Compact Alternators • 1993 Hildesheim Plant Germany (Starter Motors and Batteries): Assistant to SVP technical Plant Manager, Introduction of Mini Factories at Plant • 1995 Hildesheim Plant Germany (Starter Motors and Batteries): Manufacturing Engineer Machining and Cold Forging • 1996 Daian Plant, Denso Japan: Exchange Engineer at ABS Manufacturing, studies of lean Manufacturing • 1998 Hildesheim Plant Germany (Starter Motors and Batteries): Leader Mini Factory of Transmission Gear

	<ul style="list-style-type: none"> • 2002 Hildesheim Plant Germany (Starter Motors and Batteries): Department Lead of 4 Mini Factories • 2004 Stuttgart Corporate Headquarter: VP, Introduction of Bosch Production System • 2006 Homburg Plant Germany (Diesel Systems): VP, Section Manager Common Rail Products Passenger Cars • 2011 Jihlava Plant, Czech Republic (Diesel Systems): SVP, Technical Plant Manager • 2015 Feuerbach Plant Germany (Diesel Systems): SVP, Technical Plant Manager and Leader International Production Network Pumps • 2018 Powertrain Systems Headquarter: SVP, Head of Manufacturing Strategy Worldwide • 2020 Robert Bosch India Limited: SVP, Head of Manufacturing Strategy and Quality, Head of Manufacturing Operations Powertrain Solutions India In this capacity he also heads Safety, Security, and Crisis Management in Bosch India.
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	Nil
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 (2020-21)	Not Applicable
Terms and conditions of Appointment	Alternate Director designated as Whole-time Director
Last remuneration drawn	Rs. 5.66 million

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

Save and except Mr. Karsten Mueller, 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. 10 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. 10 of the Notice for approval of the Members.

ITEM NO. 11

The Nomination and Remuneration Committee of the Board of Directors after considering the skills, expertise and competencies required by the Board for the effective functioning of the Company, has recommended the appointment of Mr. Markus Bamberger as an Additional Director designated as a Non-Executive Director.

The Board of Directors, on recommendation of the Nomination & Remuneration Committee, at their meeting held on May 20, 2021, appointed Mr. Markus Bamberger as an Additional Director designated as a Non-Executive Director with effect from June 11, 2021. Mr. Bamberger was also appointed as a Chairman of the Board of Directors.

Mr. Bamberger has waived his right to receive remuneration/fees/commission as a Non-Executive Director.

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

Director Identification Number	09200475
Date of Birth	14/11/1966
Date of Appointment	11/06/2021
Qualification	Lawyer, MBA

Experience	<p>Since April 2019, Markus Bamberger has been Head of Compliance Management at Robert Bosch GmbH. As Chief Compliance Officer, he reports directly to the board of management.</p> <p>Before joining Bosch, he worked for more than 20 years in various functions at the Merck Group. His most recent position there was as Group Compliance Officer, starting in 2016, and additionally as Head of Data Privacy, starting in 2017. Between 2014 and 2015, he was the Head of the Electronic Materials Business Field in the Performance Materials chemical sector. From 2011 to 2013, he was the Managing Director of Merck Tbk, Jakarta. This Merck company in Indonesia is a stock corporation that is active in all sectors of the Merck Group. From 2001 to 2010, Bamberger held various positions in environmental protection, health protection, the regulatory environment, and audit functions, most recently as Vice President Environment, Health and Safety. At the beginning of his career at Merck, Bamberger worked from 1996 on as a lawyer in the central legal department. He earned his MBA at the Ashridge Management College of London University.</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	Nil
Chairmanship / Membership of Committees held in companies/ body corporates	Bosch Limited- Audit Committee(Member)(w.e.f. June 11, 2021), Nomination & Remuneration Committee(Member)(w.e.f. June 11, 2021), Stakeholders' Relationship Committee(Member)(w.e.f. June 11, 2021)
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2020-21)	Not Applicable
Terms and conditions of Appointment	Non- Executive Director and Non- Independent Director, liable to retire by rotation. Mr. Bamberger has waived his right to receive remuneration as Director of the Company.

Save and except Mr. Markus Bamberger, 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. 11 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. 11 of the Notice for approval of the Members.

ITEM NO. 12

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 20, 2021, approved the appointment of Messrs. Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2021-22 at a remuneration of INR 700,000 (Rupees Seven 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. 12 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, 2022.

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. 12 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 12 of the Notice, for approval of Members.

By Order of the Board

July 09, 2021
Bengaluru

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

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