

**BOSCH**

Invented for life

## Bosch Limited

(CIN: L85110KA1951PLC000761)

Registered Office: Hosur Road, Adugodi,  
Bengaluru - 560 030, Tel: +91 80 67524938;Website: [www.bosch.in](http://www.bosch.in); E-mail: [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com)

### NOTICE OF POSTAL BALLOT

#### Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

To,

The Members of Bosch Limited,

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the 'Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the 'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard-2 on General Meetings (**the 'SS-2'**), General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **'MCA Circulars'**), it is proposed to transact the following business through Postal Ballot by remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on

February 09, 2022, has appointed Mr. N. D. Satish (Membership No. FCS 10003), Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Postal Ballot Notice. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Thursday, April 07, 2022, failing which it will be considered that no reply has been received from the Members.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot through Remote E-voting shall be declared on or before Friday, April 08, 2022, at any time before 5.00 p.m. (IST) and will be displayed along with the Scrutinizer's report at the Registered Office as well as communicated to the Stock Exchanges and will also be uploaded on the website of the Company [www.bosch.in](http://www.bosch.in).

#### SPECIAL BUSINESS:

**1. Re-appointment of Mr. Soumitra Bhattacharya (DIN:02783243) as Managing Director from July 01, 2022 to June 30, 2023**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment of

Mr. Soumitra Bhattacharya (DIN: 02783243) as a Managing Director from July 01, 2022 to June 30, 2023 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to revise the terms and conditions of re-appointment including determination of remuneration payable to Mr. Bhattacharya as a Managing Director (hereinafter referred to as the appointee) within the scale of salary as set out in the explanatory statement in such manner as the Board may in its absolute discretion deem fit from time to time.

**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.”

**2. To appoint Mr. Guruprasad Mudlapur (DIN:07598798) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), read with Articles of Association of the Company, and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Guruprasad Mudlapur (DIN: 07598798) who was appointed as an Additional Director of the Company effective from February 09, 2022, in terms of Section 161 of the Companies Act 2013, and being eligible, offers himself

for appointment and in respect of whom, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.”

**3. To appoint Mr. Guruprasad Mudlapur (DIN:07598798) as Joint Managing Director from February 09, 2022 to February 08, 2025:**

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 and Schedule V thereto read with 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 Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Guruprasad Mudlapur (DIN: 07598798) as a Joint Managing Director of the Company, from February 09, 2022 to February 08, 2025 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Joint Managing Director.

**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. Guruprasad Mudlapur (DIN: 07598798) as Joint Managing Director (herein referred to as appointee) within the scale of salary as set out in the explanatory statement, in such manner as the Board may in its absolute discretion deem fit from time to time.

**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.”

By Order of the Board

Divya Ajith  
Company Secretary &  
Compliance Officer  
M. No. F11729

Place : Bengaluru

Date : February 9, 2022

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto. Details of Directors whose re-appointment/appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The last date for receipt of votes vide e-voting i.e., Thursday, April 07, 2022 shall be deemed to be the date of passing of the resolutions in accordance with SS-2 on General Meetings.
3. The Postal Ballot Notice is circulated for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) as on Friday, March 04, 2022 and is also being sent to the Members who already have their e-mail IDs registered with the Company / Registrar and Share Transfer Agent / Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, March 04, 2022, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.bosch.in](http://www.bosch.in), on the Stock Exchanges on which the Equity Shares of the Company are listed and the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
4. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as received from Depositories i.e. CDSL / NSDL as on Friday, March 04, 2022 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company / RTA / Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.
6. As per the MCA Circulars on account of the ongoing COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.

7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Integrated Registry Management Services Private Limited at <https://www.integratedindia.in/emailupdate.aspx>
8. The remote e-voting period commences on Wednesday, March 09, 2022 at 9.00 a.m. (IST) and ends on Thursday, April 07, 2022 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, March 04, 2022, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Members cannot exercise votes by proxy on Postal Ballot.
10. The voting rights of the Members shall be proportionate to their shares in the total paid-up equity share capital of the Company as on Friday, March 04, 2022. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, from the date hereof upto the last date of remote e-voting i.e. April 07, 2022. Members seeking inspection may send an email to [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com).
12. Members holding shares in physical form are requested to update their KYC and other relevant details with the Company Registrar and Transfer Agent (RTA), Integrated Registry Management services Pvt Ltd, in compliance to the SEBI Circulars dated November 03, 2021 and December 14, 2021. For any queries in this regard send an e-mail request to RTA at [giri@integratedindia.in](mailto:giri@integratedindia.in)
13. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 passwords 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. 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.
14. Instructions for members for remote e-voting:  
  
The voting period begins on Wednesday, March 09, 2022 and ends on Thursday, April 07, 2022. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 04, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Login method for e-Voting 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi</li> <li>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. 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</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/evoting/evotinglogin">https://evoting.cdslindia.com/evoting/evotinglogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

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
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**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 022-23058542-43
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 for **shareholders other than individual shareholders holding in Demat form & physical shareholders**

- (a) The shareholders should log into the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Click on “Shareholders” module.
- (c) Now enter your User ID
  - o For CDSL: 16 digits beneficiary ID,
  - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - o Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- (d) Next enter the Image Verification as displayed and Click on Login
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat form and physical form	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at Giri@integratedindia.in</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (g) After entering these details appropriately, click on "SUBMIT" tab
- (h) 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
- (i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (j) Click on the EVSN for Bosch Limited: **220303001** on which you choose to vote
- (k) 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
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
- (p) 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.
- (q) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [secretarial.corp@in.bosch.com](mailto:secretarial.corp@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.
15. Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or with Company's RTA viz: Integrated Registry Management Services Private Limited ( in case of Members holding shares in physical form):
- (a) 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 [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com) / RTA on [giri@intergratedindia.in](mailto:giri@intergratedindia.in)
- (b) 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 [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com) / RTA on [giri@integratedindia.in](mailto:giri@integratedindia.in)

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

16. Corporate/ Institutional Members are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com), authorizing its representative(s) to vote.
17. If you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Details of Directors whose re-appointment/appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2).**

<b>Name of Director</b>	<b>Soumitra Bhattacharya</b>	<b>Guruprasad Mudlapur</b>
Director Identification Number (DIN)	02783243	07598798
Date of Birth and Age	June 24, 1960; 61 years	March 19, 1966; 55 years
Date of first Appointment on Board	January 01, 2013	February 09, 2022
Qualification	Chartered Accountant, The Institute of Chartered Accountants of India	Bachelor's degree in Electronics Engineering and Executive General Management Program (EGMP), IIM Bangalore
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Expertise in specific functional areas and experience	<p>Soumitra Bhattacharya is presently the Managing Director of Bosch Limited and the President of Bosch Group in India.</p> <p>Soumitra Bhattacharya has handled roles as varied as Vice President, Commercial Functions for the Nashik and Jaipur plants and also, served as the General Manager of Robert Bosch GmbH's Feuerbach Plant.</p> <p>He was the Chief Financial Officer of the Company from 2011 till 2018 and is serving in the capacity of Managing Director since January 01, 2013.</p> <p>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.</p>	<p>Mr. Guruprasad Mudlapur presently designated as the Chief Technology Officer of Bosch Limited, has been associated with BOSCH Group since 2008. During this time, he has held various roles in engineering and business management.</p> <p>At Bosch Global Software Technologies Private Limited (previously named Robert Bosch Engineering and Business Solutions Private Limited) he headed Electronics engineering and was responsible for the entire Electronics Control Unit design &amp; development as the Vice President. He has also served as Managing director of Bosch Automotive Electronics India Pvt Ltd (RBAI) and was responsible for the Automotive Electronics business in India.</p> <p>Since January 2018, he is heading the project house for Electrification within Bosch India and is responsible for Electrification Engineering unit set-up and building future ready competencies for Electric Light Commercial vehicles, Passenger cars, Hydrogen Internal combustion Engines and Fuel Cell Electric Vehicles.</p> <p>Prior to joining Bosch, he was with NXP Semiconductors at Singapore and Netherlands in the area of Semiconductor development for Mobile, Personal Communication and Digital Televisions for almost 15 years.</p>

Directorships held in other companies/body corporates (as on the date of Postal Ballot Notice)	(a) Bosch Global Software Technologies Private Limited (previously named Robert Bosch Engineering and Business Solutions Private Limited) (b) Robert Bosch (Bangladesh) Limited (c) Robert Bosch Lanka (Private) Limited (d) Bosch Chassis Systems India Private Limited (e) Bosch Automotive Electronics India Private Limited (f) Indo-German Chamber of Commerce	(a) Bosch Automotive Electronics India Private Limited (b) Simyog Technology Private Limited (c) Sun Mobility Private Limited
Names of listed entities from which the appointee director has resigned in the past three years	Z F Steering Gear (India) Limited	Nil
Chairmanship / Membership of the Committees of Board of other companies/body corporates (including Bosch Limited)	Bosch Limited – Member of: 1. Corporate Social Responsibility Committee 2. Risk Management Committee 3. Stakeholders Relationship Committee	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil
No of Meetings attended	Five meetings of the Board of Directors were held during the financial year 2020-21 and also, in the current financial year so far. Mr. Soumitra Bhattacharya attended all the meetings.	Not Applicable. Mr. Mudlapur has been appointed as the Additional Director of the Company effective from February 09, 2022.
Terms and conditions of appointment/re-appointment	As set out in the Explanatory Statement	As set out in the Explanatory Statement
Remuneration last drawn in financial year 2020-21	Rs. 74.91 million	Rs. 1.11 million*
Remuneration proposed to be paid in calendar year 2022	Rs. 78.00 million**	Rs. 28.46 million**

\* Remuneration for the month of March 2021. Mr. Guruprasad Mudlapur joined the Company as the Chief Technology Officer on March 01, 2021.

\*\* Cost-to-Company (CTC) includes variable pay. Actual payout may vary based on Company performance.

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 1, 2 and 3 OF THE NOTICE**

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

**ITEM No.01**

Mr. Soumitra Bhattacharya was appointed as a Joint Managing Director from January 01, 2013 to December 31, 2016 at the 61<sup>st</sup> Annual General Meeting of the Company. Thereafter, he was appointed as a Managing Director from January 01, 2017 to June 30, 2020 at the 65<sup>th</sup> Annual General Meeting. The shareholders at the 68<sup>th</sup> Annual General Meeting accorded its approval for his re-appointment as the Managing Director of the Company from July 01, 2020 to June 30, 2022.

The Board of Directors has, in its meeting held on August 05, 2021, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of Mr. Bhattacharya as a Managing Director of the Company from July 01, 2022 to June 30, 2023 and the terms and conditions approved in its meeting held on February 08, 2022, as mentioned below:

1.	Tenure	From July 01, 2022 to June 30, 2023.
2.	Remuneration	Mr. Soumitra Bhattacharya (the Director) remuneration shall be comprised of a base salary, a variable annual bonus and cash perk basket (CPB)/ allowance.
a.	Base Salary	Annual Base Salary shall be INR 31,060,310 (gross) p.a. in the range of INR 15,000,000 (gross) to INR 50,000,000 (gross) p.a., revisions/increments being at the discretion of the Board.
b.	Variable Annual Bonus	Annual Bonus is fixed annually by the Board of Directors taking into account the economic results and also Mr. Bhattacharya's personal performance and target achievement. It can amount upto 190% of the Base Salary.

c.	Cash per Basket	Cash Perk Basket (CPB) / Allowance of INR 4,250,000 p.a. (gross) in the range of INR 3,000,000 p.a. (gross) to INR 7,500,000 p.a. (gross) comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per Company's policies subject to the provisions of Income Tax Act/ Rules; revision/ increments being at the discretion of the Board.
3.	Deduction of Tax at Source	Mr. Bhattacharya's remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits/Facilities	
a.	Hospitalization	Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Bhattacharya and family Post retirement hospitalization insurance: INR 1,000,000 p.a. for Mr. Bhattacharya and family (Family includes spouse and children upto the age of 23 years)
b.	Life Insurance	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, Security for the house and Garden maintenance at the house	These services will be provided by the Company in the event the Managing Director resides in the residence provided by the Company.

d.	Car and driver	2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Bhattacharya and his family.
e.	Telephone at home:	One or more phones will be provided by the Company in the event the Managing Director resides in the residence provided by the Company.
f.	Club Memberships:	Fees of 2 clubs excluding admission and life membership fees.
g.	Satellite TV	Annual subscription will be borne by the Company in the event the Managing Director resides in the residence provided by the Company.
h.	Retirement Funds	Mr. Bhattacharya will be extended the benefits of Provident Fund, Gratuity and Superannuation on the Fixed Monthly Salary according to Company Rules.
i.	Other benefits	Mr. Bhattacharya would be entitled to any other benefits or privileges as may be available to other Senior Management Executives of the Company as per the Company's policy.
j.	Relocation Expenses	Relocation expenses, including actual expenses incurred on travel and on packing, forwarding, loading, unloading as well as freight, insurance, local transportation and installation expenses in connection with the moving of personal effects of Mr. Bhattacharya and family will be paid when Mr. Bhattacharya finally retires from the employment of the Company. In case Mr. Bhattacharya joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Bhattacharya resigns and joins another company outside the Bosch Group, then the Company will not reimburse relocation expenses.

k.	Leave	As per Company Policy
l.	Business trip	Travel Cost for the Business Trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the period of appointment of Mr. Soumitra Bhattacharya as Managing Director the monthly salary, allowances, perquisites and other benefits shall be paid to him as detailed above notwithstanding that the remuneration is in excess of the limit mentioned in Section II of Part II of Schedule V to the Companies Act, 2013.

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

**1. General Information:**

**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.

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

The Company was incorporated on November 12, 1951 and started its manufacturing operations in the year 1954.

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

Not Applicable

**Financial performance based on given indications as per audited financial results for the year ended March 31, 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	98,135

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

The Company is a 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 director:**

<b>Name of Director</b>	Soumitra Bhattacharya
<b>Background details</b>	This information is provided in the Statement made under Section 102 of the Companies Act, 2013 for Item No.1 in the Notice
<b>Past remuneration during the financial year ended March 31, 2021</b>	As mentioned above
<b>Recognition and awards</b>	Nil
<b>Job Profile and his suitability</b>	<p>Mr. Soumitra Bhattacharya is presently the Managing Director of Bosch Limited and the President of Bosch Group in India. He is serving in the capacity of Managing Director of the Company since 2013.</p> <p>The Company is going through one of the most significant transformations and re-alignments. New projects initiated by the Company like Project House Electrification and Mobility Solutions are at crucial tipping points with respect to customer acquisitions, product portfolio builds and capability building. At the same time, the Managing Director is currently spearheading transformative initiatives to make the Company fit for future.</p> <p>In the above premise, the Managing Director's deep knowledge of the Company as well as its stakeholders and his balanced and mature style of leadership is critical for the Company's success at this stage.</p> <p>Taking into consideration his qualification and expertise in relevant fields, he is best suited for the responsibilities currently assigned to him.</p>

<b>Remuneration proposed</b>	As mentioned above.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons</b>	Taking into consideration the size of the Company, the profile of Mr. Soumitra Bhattacharya, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	Other than the remuneration being paid to the Managing Director, he does not have any other pecuniary relationship with the Company or with the managerial personnel.

**3. Other Information:****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 March 31, 2021.

As, as a matter of abundant caution, to meet the exigencies of inadequate profits in future, if any, provision is being made for the managing director for payment of minimum remuneration in accordance with the provisions of sub-section (3) of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V to the Companies Act, 2013.

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

Not applicable as the Company has adequate profits.

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

Not applicable as the Company has adequate profits.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Soumitra Bhattacharya under Section 190 of the Act. The draft agreement for re-appointment of Mr. Bhattacharya as Managing Director is available for inspection electronically. Members seeking inspection may send an email to [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com).

Save and except Mr. Bhattacharya, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 1 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Mr. Soumitra Bhattacharya fulfils the conditions prescribed under Part I of Schedule V to the Companies Act, 2013 for being appointed as a Managing Director. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue Mr. Soumitra Bhattacharya as a Managing Director.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

**ITEM Nos. 02 and 03**

The Board of the Directors has, on the recommendation of the Nomination and Remuneration Committee of the Company and subject to the approval of the Members of the Company, appointed Mr. Guruprasad as a Director of the Company effective from February 09, 2022, who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of Mr. Mudlapur is required to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board has further approved the appointment of Mr. Guruprasad as a Joint Managing Director from February 09, 2022 to February 08, 2025 on the terms and conditions as mentioned below:

1.	Tenure	From February 09, 2022 to February 08, 2025
2.	Remuneration	Mr. Guruprasad Mudlapur (the Director) remuneration shall be comprised of a base salary, a variable annual bonus and cash perk basket (CPB)/ allowance.

a.	Base Salary	Mr. Guruprasad Mudlapur’s annual base salary shall be INR 9,217,295 (gross) p.a. in the range of INR 8,500,000 p.a. to INR 22,000,000 p.a., revisions/increments being at the discretion of the Board.
b.	Variable Annual Bonus	An annual bonus taking into account the economic results and also Mr. Guruprasad Mudlapur personal performance and target achievement up to 120% of the Base Salary (upto June 30, 2022) and 190% thereafter.
c.	Cash per Basket	Cash Perk Basket (CPB) / Allowance of INR 4,000,000 (gross) p.a. in the range of INR 3,500,000 (gross) p.a. to INR 7,000,000 (gross) p.a (from February 09, 2022 to June 30, 2022) and INR 4,250,000 p.a. (gross) in the range of INR 4,000,000 p.a. (gross) to INR 7,500,000 p.a. (gross) (From July 01, 2022 to February 08, 2025) comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per Company’s policies subject to the provisions of Income Tax Act/ Rules; revision/ increments being at the discretion of the Board.
3.	Deduction of Tax at Source	Mr. Mudlapur’s remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits / Facilities	
a.	Hospitalisation	(a) Hospitalisation Insurance: INR 1,500,000 p.a. for Mr. Guruprasad Mudlapur and family.  (b) Post retirement hospitalization insurance: INR 1,000,000 p.a. for Mr. Guruprasad Mudlapur and family.  <i>(Family includes spouse and children upto the age of 23 years).</i>

b.	Life Insurance	(a) Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months' base salary.  (b) Group Personal Accident Insurance: Compensation for death / permanent total disablement under group personal accident insurance will be 100 months' base salary.
c.	Gas, electricity and water charges, security and garden maintenance	These services will be provided by the Company in the event the Joint Managing Director resides in the residence provided by the Company.
d.	Car and driver:	<u>From February 09, 2022 to June 30, 2022</u> 2 cars maintained and fueled by the Company with 1 driver for the use of Mr. Guruprasad Mudlapur and his family.  <u>From July 01, 2022 to February 08, 2025</u> 2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Guruprasad Mudlapur and his family.
e.	Telephone at home	One or more phones will be provided by the Company in the event the Joint Managing Director resides in the residence provided by the Company.
f.	Club Memberships	Fees of 1 club (upto June 30, 2022) and thereafter, fees for 2 clubs excluding admission and life membership fees.
g.	Retirement Funds	Mr. Guruprasad Mudlapur will be extended the benefits of Provident Fund, Gratuity and Superannuation on the Fixed Monthly Salary according to Company Rules.
h.	Other Benefits	Mr. Guruprasad Mudlapur would be entitled to any other benefits or privileges as may be available to other Senior Management Executives of the Company as per the Company's policy.

i.	Relocation Expenses	Relocation expenses, including 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. Mudlapur and family will be paid when Mr. Mudlapur finally retires from the employment of the Company. In case Mr. Mudlapur joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Mudlapur resigns and joins another company outside the Bosch Group, then the Company will not reimburse relocation expenses.
j.	Leave	As per Company Policy.
k.	Business trip	Travel Cost for the Business Trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the period of appointment of Mr. Guruprasad Mudlapur as Joint Managing Director, the monthly salary, allowances, perquisites, and other benefits shall be paid to him as detailed above notwithstanding that the remuneration is in excess of the limit mentioned in Section II of Part II of Schedule V to the Companies Act, 2013.

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

**1. General Information:**

**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.

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

The Company was incorporated on November 12, 1951 and started its manufacturing operations in the year 1954.

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

Not Applicable

**Financial performance based on given indications as per audited financial results for the year ended March 31, 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	98,135

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

The Company is a 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 director:

<b>Name of Director</b>	Guruprasad Mudlapur
<b>Background details</b>	This information is provided in the Statement made under Section 102 of the Companies Act, 2013 for Item Nos.2&3 in the Notice.
<b>Past remuneration during the financial year ended March 31, 2021</b>	As mentioned above.
<b>Recognition and awards</b>	Nil
<b>Job Profile and his suitability</b>	Mobility landscape and technology is evolving rapidly. Electric vehicles, driver assistance, connected cars are becoming the norm. Bosch is building up significant competencies to become a dominant player in these upcoming technologies.

	Mr. Guruprasad Mudlapur is currently the Chief Technology Officer of Bosch Ltd and is heading the development of Electric vehicle technologies within Bosch India and is responsible to setup engineering competencies for Electric light commercial vehicles, passenger cars and commercial vehicles and explore new business models. He is also responsible to build competencies and engineering capabilities for Hydrogen Internal combustion engines, Fuel cell electric vehicles and connected cars. In line with the target of electrification of automobiles till 2030, the Company is working on bringing a host of offerings that includes drive components and intelligent charging infrastructures, geared towards making electromobility a sustainable reality for vehicle manufacturers and fleet operators in India.
	In the above premise and taking into consideration his qualification and expertise in relevant fields, he is best suited for the responsibilities currently assigned to him.
<b>Remuneration proposed</b>	As mentioned above.
<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and persons</b>	Taking into consideration the size of the Company, the profile of Mr. Guruprasad Mudlapur and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level persons in other Companies.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	Other than the remuneration being 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:

#### **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 March 31, 2021.

As, as a matter of abundant caution, to meet the exigencies of inadequate profits in future, if any, provision is being made for the managing director for payment of minimum remuneration in accordance with the provisions of sub-section (3) of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V to the Companies Act, 2013.

#### **Steps taken or proposed to be taken for improvement:**

Not applicable as the Company has adequate profits.

#### **Expected increase in production and profits in measurable terms:**

Not applicable as the Company has adequate profits.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Guruprasad Mudlapur under Section 190 of the Act. The draft agreement for appointment of Mr. Mudlapur as Joint Managing Director is available for inspection electronically. Members seeking inspection may send an email to [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com).

Save and except Mr. Guruprasad, 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 Nos. 2&3 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Mr. Guruprasad Mudlapur fulfils the conditions prescribed under Part I of Schedule V to the Companies Act, 2013 for being appointed as a Joint Managing Director. The Board considers that appointment of Mr. Mudlapur as a Joint Managing Director would be of immense benefit to the Company.

The Board recommends the Resolutions set out at Item Nos. 2 & 3 of the Notice for approval of the Members.

By Order of the Board

Divya Ajith  
Company Secretary &  
Compliance Officer  
M. No. F11729

Place : Bengaluru

Date : February 9, 2022