

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938; +91 80 6752 3878.

Website: [www.bosch.in](http://www.bosch.in) | E-mail: [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com)

**NOTICE** is hereby given that the Seventy First (71<sup>st</sup>) Annual General Meeting of Bosch Limited (the “Company”) will be held on Tuesday, August 01, 2023, at 11:00 a.m. (IST) at the Registered office of the Company situated at Hosur Road, Adugodi, Bengaluru – 560 030, to transact the following businesses:

**ORDINARY BUSINESS:**

**1. Consideration and Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.**

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

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023, 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 Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Auditors thereon.**

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

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**3. Confirmation of payment of Interim Dividend aggregating to ₹ 200/- per equity share for the financial year 2022-23 and to declare Final Dividend of ₹ 280/- on equity shares for the financial year ended March 31, 2023.**

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

“**RESOLVED THAT** a final dividend of ₹ 280/- (Rupees Two Hundred and Eighty only) per equity share of ₹ 10/- each be declared for the financial year ended March 31, 2023 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on July 14, 2023 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on July 14, 2023 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form.

**RESOLVED FURTHER THAT** the interim dividend of ₹ 200 /- (Rupees Two Hundred only) per equity share of ₹ 10/- each declared by the Board of Directors and already paid for the financial year ended March 31, 2023, be and is hereby confirmed.”

**4. Mr. Markus Bamberger (DIN: 09200475), Director liable to retire by rotation, who does not seek re-election.**

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 any other applicable provisions of the Companies Act, 2013, Mr. Markus Bamberger (DIN: 09200475), a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** the vacancy, so created on the Board of Directors of the Company, be not filled.”

**SPECIAL BUSINESS:**

**5. Appointment of Mr. Guruprasad Mudlapur (DIN:07598798) as Managing Director for term up to 3 years from July 1, 2023:**

To consider and if thought fit, to pass the following resolution as an **Ordinary 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 Managing Director of the Company for term up to 3 years from July 1, 2023 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. Guruprasad Mudlapur (DIN: 07598798) as 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.”

**6. Appointment of Mr. Sandeep Nelamangala (DIN: 08264554) as Joint Managing Director from July 1, 2023, to June 30, 2026:**

To consider and if thought fit, to pass the following resolution as an **Ordinary 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. Sandeep Nelamangala (DIN: 08264554) as a Joint Managing Director of the Company from July 1, 2023 to June 30, 2026 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. Sandeep Nelamangala (DIN: 08264554) 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.”

**7. Appointment of Mr. Stefan Grosch (DIN: 10145827) 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 any 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 Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time and pursuant to the provisions of Articles of Association of the Company, Mr. Stefan Grosch (DIN: 10145827), who was appointed by the Board of Directors as an Additional Director with effect from May 10, 2023 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 and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**8. Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) 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 any 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 Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time and pursuant to the provisions of Articles of Association of the Company, Mr. Soumitra Bhattacharya (DIN: 02783243), who was appointed by the Board of Directors as an Director with effect from August 2, 2023 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 and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**9. Ratification of remuneration of 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 any other applicable provisions 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), consent of the members is hereby accorded to ratify remuneration of ₹ 7,00,000 (Rupees Seven Lakhs Only) plus applicable taxes and out of pocket expenses payable to Messrs. Rao, Murthy & Associates, Cost Accountants having Firm Registration No. 000065 appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2023-24.”

**10. Approval of Material Related Party Transactions with Robert Bosch GmbH (RB GmbH), Germany for the Financial Years 2023-24 to 2025-26.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with “Robert Bosch GmbH”, Germany, for an estimated amount not exceeding in aggregate ₹ 6,700 crores per financial year from 2023-24 to 2025-26.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution.”

**11. Approval of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the Financial Years 2023-24 to 2025-26.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with “Bosch Automotive Electronics India Private Limited” for an estimated amount not exceeding in aggregate ₹ 3,200 crores per financial year from 2023-24 to 2025-26.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution.”

**12. Approval by ratification of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the FY 2022-23 which has exceeded the prescribed limits for the year ended March 31, 2023.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the following Material Related Party Transactions entered into in the ordinary course of business and at arm’s length with “Bosch Automotive Electronics India Private Limited” by the Company, which has exceeded the prescribed limits of ₹ 1000 crores for the year ended March 31, 2023, be and are hereby ratified / approved.

₹ crores

Particulars	Actuals for 2022-23
Purchase of goods	1135.50
Sale of goods	16.10
Sale of services	39.00
Miscellaneous income	9.15
Services received	0.20
<b>TOTAL</b>	<b>1,199.95”</b>

**13. Approval of Material Related Party Transactions with Bosch Global Software Technologies Private Limited for the Financial Years 2023-24 to 2025-26.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with “Bosch Global Software Technologies Private Limited” for an estimated amount not exceeding in aggregate ₹ 1,500 crores per financial year from 2023-24 to 2025-26.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution.”

**14. Re-appointment of Dr. Gopichand Katragadda (DIN:02475721) as an Independent Director for a second term of five (5) years.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Dr. Gopichand Katragadda (DIN: 02475721), who was appointed as an Independent Director of the Company at the 67<sup>th</sup> Annual General Meeting of the Company and who holds office up to December 3, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold



office for a second term of 5 (Five) years commencing from December 4, 2023 till December 3, 2028.”

By Order of the Board

**V. Srinivasan**

Company Secretary & Compliance Officer  
M. No. A16430

Date: May 10, 2023

Place: Hosur Road, Adugodi, Bengaluru - 560 030

**NOTES:**

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the “Act”) in respect of special businesses set out at Item Nos. 5 to 14 of the Notice is annexed hereto. Further, details of Directors whose re-appointment/appointment is/are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2) is also appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.
3. If a Proxy is appointed for more than fifty Members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The form of proxy in order to be effective shall be duly completed and deposited at the Registered Office of the Company **not less than 48 hours** before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
5. An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting including any adjournment thereof.
6. Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the AGM 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 [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com), authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
7. Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the Meeting, only such a joint holder whose name appears as the first holder in the Register of Members will be entitled to vote at the Meeting.
9. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) between 10.00 a.m. IST to 5.00 p.m. IST up to the date of the Meeting.
10. 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.
11. 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.
12. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 15, 2023 to Tuesday, August 1, 2023** (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
13. **Dividend:** Subject to Section 126 of the Act, dividend, if declared, will be paid, on or after August 10, 2023 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 Friday, July 14, 2023 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.
14. **TDS on Divided:** 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"> <li>The shareholder(s) do not have PAN / have not registered their valid PAN details in their account.</li> <li>The shareholder(s) have not linked their Aadhaar with their PAN, rendering the PAN as invalid</li> <li>is a "specified person" as per Section 206AB of the Act</li> </ol>
Submission of declaration in Form 15G/ Form 15H by Individual resident shareholders	NIL	Declaration in Form No. 15G (applicable to any person other than a Company or a Firm) / Form 15H applicable to an Individual who is 60 years and more, along with self-attested copy of the PAN linked to Aadhar, fulfilling certain conditions. <sup>®</sup> Please download Form 15G / 15H from the Income Tax website <a href="http://www.incometaxindia.gov.in">www.incometaxindia.gov.in</a> <a href="https://incometaxindia.gov.in/forms/income-tax%20rules/10312000000007845.pdf">https://incometaxindia.gov.in/forms/income-tax%20rules/10312000000007845.pdf</a> <a href="https://incometaxindia.gov.in/forms/income-tax%20rules/10312000000007846.pdf">https://incometaxindia.gov.in/forms/income-tax%20rules/10312000000007846.pdf</a> or <a href="https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf">https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf</a> <a href="https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf">https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf</a> <sup>®</sup> 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 2023-2024 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 of the Act 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 are 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.
New Pension System (NPS) Trust	Nil	Self-declaration that it qualifies as NPS trust and income is eligible for exemption under Section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self- attested copy of the PAN card.

\*Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in FY 2023-2024 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 on or **before 14.07.2023** in manner prescribed by Rules. The aforesaid declaration shall contain (i) name, address, PAN, and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person

**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: <ol style="list-style-type: none"> <li>Self-attested copy of Indian Tax Identification number (PAN), if available</li> <li>Tax Residency Certificate (TRC) (of FY 2023-2024 or later) obtained from the tax authorities of the country of which the shareholder is a resident</li> <li>Form 10F duly filled and signed. Click here to download Form 10F*** <a href="https://www.bosch.in/media/our_company/shareholder_information/2023/form10f.pdf">https://www.bosch.in/media/our_company/shareholder_information/2023/form10f.pdf</a></li> <li>Self-declaration (of FY 2023-2024 or later) from Non- resident, primarily covering the following: <ul style="list-style-type: none"> <li>Non-resident is eligible to claim the benefit of respective tax treaty.</li> <li>Non-resident receiving the dividend income is the beneficial owner of such income</li> <li>Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India Click here to download Self Declaration format <a href="https://www.bosch.in/media/our_company/shareholder_information/2023/selfdeclarationforeigncompanyjune2023.pdf">https://www.bosch.in/media/our_company/shareholder_information/2023/selfdeclarationforeigncompanyjune2023.pdf</a> <a href="https://www.bosch.in/media/our_company/shareholder_information/2023/selfdeclarationnonresident_other_than_foreigncompanyjune2023.pdf">https://www.bosch.in/media/our_company/shareholder_information/2023/selfdeclarationnonresident_other_than_foreigncompanyjune2023.pdf</a></li> </ul> </li> <li>In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI.</li> <li>Self-declaration regarding ‘Principle Purpose Test’ (if any) as applicable to respective Treaty.</li> <li>In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).</li> </ol>
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.

\*\*\*Form 10F :In pursuance of Notification no. 03/2022 dated 16<sup>th</sup> July 2022 and a subsequent notification dated December 12, 2022 issued by the Central Board of Direct Taxes (CBDT), as required under the Income-tax Act, 1961, non-resident shareholders are required to furnish Form 10F electronically on income tax portal with their login credentials at [portal.incometax.gov.in](http://portal.incometax.gov.in).

However, pursuant to the Notification dated March 28, 2023, CBDT exempted those non-residents who are not having PAN and are not required to have PAN as per the law from mandatory e-filing of Form 10F online until September 30, 2023, and such non-residents may make this statutory compliance of filing Form 10F in manual form as was being done prior to issuance of the Notification No. 3/2022 till September 30, 2023 only.

Declaration form -10F for not having PAN:

[https://www.bosch.in/media/our\\_company/shareholder\\_information/2023/declaration\\_of\\_not\\_having\\_pan\\_form10f\\_june2023.pdf](https://www.bosch.in/media/our_company/shareholder_information/2023/declaration_of_not_having_pan_form10f_june2023.pdf)

#### **Procedure for Electronically furnishing of Form 10F - STEPS FOR E-FILING FORM 10F:**

- Login to <https://www.incometax.gov.in/iec/foportal> using PAN login:
- Go to E-file>Income Tax Forms>File Income Tax Forms
- Select Form 10F from the available options
- Select the relevant Assessment Year for which you need to file Form 10F and click on continue
- Fill all the required fields in the Form.

6. Attach the Tax Residency Certificate and Save the Draft and then Proceed to submit the Form with digital signature (DSC) of the authorized signatory/self.
7. Once submitted, go to 'View Filed Forms' and download the copy of the Form 10F and submit along with other tax forms.

TDS to be deducted at higher rate in case of non-filers of Return of Income.

The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from amount paid/ credited to specified person:

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The 'specified person' means a person who has:

- a) not filed return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- b) to the aggregate of tax deduction/collection at source in aggregate amounting to ₹ 50,000 or more in that previous year.

Where Sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at higher of two rates prescribed in these two Sections .

As per Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, for determining TDS rate on Dividend, the Company will be using functionality of the Income-tax department to determine the applicability of Section 206AB of the Act.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

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.

Lower deduction Certificate u/s 197 of the Act may be obtained under TAN of the Company i.e., BLRM01746D.

Shareholders holding shares under multiple accounts under different status/ category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The Company along 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 July 14, 2023. No communication on the tax determination/ deduction received post July 14, 2023 shall be considered for payment of dividend.

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

If the tax on said Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details/documents. The shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities, if eligible. No claim shall lie against the Company for such taxes deducted.

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.

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://www.incometax.gov.in/iec/foportal>.

15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at [https://www.bosch.in/media/our\\_company/shareholder\\_information/2022/investor\\_service\\_request\\_forms/form\\_isr1.pdf](https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/form_isr1.pdf). Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at [https://www.bosch.in/media/our\\_company/shareholder\\_information/2022/investor\\_service\\_request\\_forms/formisr4.pdf](https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/formisr4.pdf). It may be noted that any service request can be processed only after the folio is KYC compliant.



SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report 2022- 23 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
19. 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 without any fee from the date of circulation of this Notice up to the date of AGM i.e. August 1, 2023.
20. **Route Map:** Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 71<sup>st</sup> AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") would be provided by CDSL.
22. 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.
23. The resolutions as set out in this Notice are being conducted through e-voting. The said resolutions will not be decided by show of hands at the AGM. The members can opt for only one mode of voting i.e. either by remote e-voting or by electronic ballot at the meeting. The members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again. In case of any unforeseen technical failure or eventuality resulting into non- functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their vote at the meeting.
24. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
25. Instructions for Members for remote e-voting are as under:
  - i) The voting period begins on **Friday, July 28, 2023, at 9.00 am and ends on Monday, July 31, 2023, at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, July 25, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



### Brief Steps for remote e-voting are given below for the information of the Members.

#### 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	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/myeasinew/home/login">https://web.cdslindia.com/myeasinew/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.
	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.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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	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.nsd.com">https://eservices.nsd.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.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.
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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 <ul style="list-style-type: none"> <li>• 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 <a href="mailto:Giri@integratedindia.in">Giri@integratedindia.in</a></li> </ul>
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.  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.

- (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: **230619001** 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](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.
  - 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
26. The facility for voting through electronic voting system shall be made available at the Annual General Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
27. 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., Tuesday, July 25, 2023. 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.
28. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 10, 2023, has appointed Mr. N. D. Satish (Membership No. FCS 10003), Practicing Company Secretary as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Company has opted to provide “electronic voting system” for all those members who are present at the AGM and have not cast their votes by remote e-voting facility.
- After the conclusion of voting at the AGM, the Scrutinizers will submit a report to the Chairman of the Company or any other person authorized by the Chairman, 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.
29. Telephone number / toll free number /Help Desk numbers: Toll Free : 1800225533
- Name of the CDSL person --- Grievances Mr. Rakesh Dalvi (022-23058542), Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
30. **Web Cast** : Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 1, 2023 from 11.00 A.M onwards. Shareholders are required to use their Evoting login credentials for accessing webcast link. On successful login shareholders will reach at the link “live streaming” from where you can ONLY VIEW the proceeding of our 71<sup>st</sup> Annual General Meeting. In case you face any difficulty in viewing the meeting, please contact the service provider– Central Depository Services (India) Limited on 1800225533 for assistance.
31. Electronic copy of the full annual report for 2022-2023 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes. Electronic copy of the Notice of the 71<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes .For members who have not registered their email address, physical copies of the Notice of 71<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode

**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).**

	Mr. Guruprasad Mudlapur	Mr. Sandeep Nelamangala	Mr. Soumitra Bhattacharya	Mr. Stefan Grosch	Dr. Gopichand Katragadda
Director Identification Number (DIN)	07598798	08264554	02783243	10145827	02475721
Date of Birth and Age	March 19, 1966; 57 years	April 06, 1971; 52 years	June 24, 1960; 63 years	May 19, 1966; 57 years	May 08, 1968; 55 years
Date of first Appointment on Board	February 09, 2022	January 01, 2020	June 01, 2011	May 10, 2023	December 4, 2018
Qualification	Bachelor's degree in Electronics Engineering and Executive General Management Program (EGMP), IIM Bangalore	Mechanical Engineer from the University of Mysore	Chartered Accountant, The Institute of Chartered Accountants of India	Business administration at the University of Cologne, Germany, and the ESADE business school in Barcelona, Spain.	BE degree in Electronics Engineering from Bangalore University and MS, PhD degrees in Electrical Engineering from the Iowa State University.
Relationship with other Directors, Manager and other key managerial personnel of the Company	Nil	Nil	Nil	Nil	Nil
Expertise in specific functional areas and experience:	Mr. Guruprasad Mudlapur presently designated as Joint Managing Director and 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. 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 & 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.	Mr. Sandeep N. has been associated with the Company since 1992 and is a whole-time director on the Board of the Company since February 12, 2021. <b>Career stages in the Bosch Group</b> 1992: Technical Graduate Trainee, Bosch Limited, India 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)	Mr. Soumitra Bhattacharya is presently the Managing Director of Bosch Limited and the President of Bosch Group in India. 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. 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, 2017.	Mr. Stefan Grosch has been a member of the board of management and director of industrial relations at Robert Bosch GmbH since April 1, 2023. His responsibilities include human resources and social welfare. In addition, he is responsible for occupational safety, environmental protection and sustainability, legal services, compliance management, and the Bosch business in India. <b>Career stages in the Bosch Group</b> 1992: Junior manager program, controlling / logistics, Starter Motors and Generators division, Schwieberdingen, Germany 1996: Head of logistics planning, head of plant controlling and financial accounting, Treto, Spain 2000: Commercial plant manager and head of finance and controlling for Bosch Latin America, Campinas, Brazil	Dr. Gopichand Katragadda is the Founder and CEO of Myelin Foundry, an AI company with a vision to transform human experiences and industry outcomes. He is an Independent Director of Bosch India Limited and ICICI Securities Limited. He is also the Deputy President of the IET, Board of Trustees UK, and a member of the NASSCOM governing council for the Centre of Excellence for Data Science & AI. Till January 2019, Mr. Katragadda was the Group Chief Technology Officer and Innovation Head of Tata Sons. At Tata Sons, he facilitated the development of pioneering products and services, strategic technology collaboration, and innovation across the \$100 Billion Tata Group. Previously, as the Chairman and Managing Director of GE India Technology Centre, he helped grow GE's largest R&D Centre – the John F. Welch Technology Centre, to be amongst the world's leaders in intellectual property generation.



Mr. Guruprasad Mudlapur	Mr. Sandeep Nelamangala	Mr. Soumitra Bhattacharya	Mr. Stefan Grosch	Dr. Gopichand Katragadda
<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>	<p>2007: Key account sales responsibility for Bosch Diesel Systems – Passenger Car India</p> <p>2008: Additional key account responsibility for Gasoline Systems, India</p> <p>2011: Regional President for Gasoline Systems India</p> <p>2015: Additional responsibility for 2 wheeler and power sports business in India</p> <p>2016-April(2018) :Senior Vice President Business Unit Fuel Injection, Gasoline Systems Division, Germany.</p> <p>2019: Non-Executive Director of ZF Steering Gear (India) Limited (Ceased to be a Director from April 5, 2023)</p> <p>Feb, 2021 – Executive Director of Bosch Limited.</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>2004: Corporate department for controlling, planning, mergers and acquisitions, Gerlingen, Germany</p> <p>2007: Commercial vice president for commercial vehicles, Diesel Systems division, Stuttgart, Germany</p> <p>2013: Head of corporate department for internal auditing, Gerlingen, Germany</p> <p>2017: Executive vice president for commercial affairs and director of industrial relations, Automotive Steering division, Schwäbisch Gmünd, Germany</p> <p>October 2022: Executive vice president for commercial affairs, Powertrain Solutions division, Stuttgart, Germany</p> <p>April 2023: Member of the board of management and director of industrial relations, Robert Bosch GmbH</p>	<p>Mr. Katragadda is the past Chairman of the CII National Technology Committee and the CII Western Region Innovation Taskforce. He is a GE Certified Six Sigma Master Black Belt. Mr. Katragadda helped establish the Advanced Materials CoE at IIT-Madras and the Advanced Manufacturing CoE at IIT-Kharagpur. He has framed the CII-Tata Communications Digital Transformation CoE. Gopi also set up and managed the ongoing Tata research collaborations with Harvard and Yale.</p> <p>Mr. Katragadda has authored a book on innovation titled “SMASH,” currently in its second edition. He has over 30 journal publications, five patents, several invited presentations and citations of his research work. Gopi holds a BE degree in Electronics Engineering from Bangalore University and MS, PhD degrees in Electrical Engineering from the Iowa State University.</p> <p>The details of skills, expertise and competencies of Dr. Gopi are provided in the corporate governance report separately.</p>
<p>1. Sun Mobility Private Limited</p> <p>2. Epic Mobility Technologies Pte Limited</p> <p>3. Sun Mobility Pte Limited</p>	<p>1. Robert Bosch Automotive Steering Private Limited,</p> <p>2. ETAS Automotive India Private Limited,</p> <p>3. MICO Trading Private Limited</p>	<p>1. Bosch Automotive Electronics India Private Limited (upto June 30, 2023)</p> <p>2. Bosch Chassis Systems India Private Limited(upto June 30, 2023)</p> <p>3. Bosch Global Software Technologies Private Limited(upto June 30, 2023)</p> <p>4. The Indo German Chamber of Commerce (upto June 30, 2023)</p> <p>5. Robert Bosch Lanka (Private) Limited(upto June 30, 2023)</p> <p>6. Robert Bosch Bangladesh Limited(upto June 30, 2023)</p>	<p>1. ICICI Securities Limited</p> <p>2. Myelin Foundry Private Limited</p> <p>3. IET Solutions (India) Private Limited</p>	<p>1. ICICI Securities Limited</p> <p>2. Myelin Foundry Private Limited</p> <p>3. IET Solutions (India) Private Limited</p>
Directorships held in other companies/body corporates			Nil	

	Mr. Guruprasad Mudlapur	Mr. Sandeep Nelamangala	Mr. Soumitra Bhattacharya	Mr. Stefan Grosch	Dr. Gopichand Katragadda
Names of listed entities from which the appointee director has resigned in the past three years	Nil	1. ZF Steering Gear (India) Limited, w.e.f April 05, 2023	1. Z F Steering Gear (India) Limited w.e.f September 20, 2019	Nil	Nil
Chairmanship / Membership of the Committees of Board of Companies / Body Corporates (including Bosch Limited)	Nil	<b>Bosch Limited-Member of</b> - Risk Management committee	<b>Bosch Limited-Member of</b> - Stakeholders' Relationship Committee (upto June 30, 2023) - Corporate Social Responsibility Committee (upto June 30, 2023) - Risk Management Committee (upto June 30, 2023)	Nil	<b>Bosch Limited</b> - Stakeholders' Relationship Committee (Chairperson) - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Audit Committee (Member)
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil	Nil	Nil	Nil
No. of meetings attended / held during the financial year 2022-23	5 (Five) meetings of the Board of Directors were held during the financial year 2022-23. Mr. Guruprasad Mudlapur has attended all the meeting.	5 (Five) meetings of the Board of Directors were held during the financial year 2022-23. Mr. Sandeep N has attended 4 (Four) out of 5 (Five) during the FY 2022-23.	5 (Five) meetings of the Board of Directors were held during the financial year 2022-23. Mr. Soumitra Bhattacharya has attended all the meeting.	Not Applicable	5 (Five) meetings of the Board of Directors were held during the financial year 2022-23. Dr. Gopichand Katragadda has attended all the meeting.
Terms and conditions of appointment / re-appointment	As set out in the Explanatory Statement	As set out in the Explanatory Statement	As set out in the Explanatory Statement	As set out in the Explanatory Statement	Second tenure as Independent Director for five years from December 4, 2023 till December 3, 2028.; not liable to retire by rotation.
Remuneration last drawn in financial year 2022-23	₹ 22,568,521	₹ 44,480,594	₹ 116,088,144	Not Applicable	Sitting Fees: ₹ 1,250,000 and Commission: ₹ 3,943,288
Remuneration proposed to be paid in financial year 2023-24	As set out in the explanatory statement annexed to the Notice convening the 71 <sup>st</sup> Annual General Meeting to be held on August 01, 2023.	As set out in the explanatory statement annexed to the Notice convening the 71 <sup>st</sup> Annual General Meeting to be held on August 01, 2023.	Sitting fees and Commission will be paid as approved by the Board from time to time; within the limits approved by the shareholders in 66 <sup>th</sup> AGM.	The remuneration is waived off by Mr. Stefan Grosch.	Sitting fees and Commission will be paid as approved by the Board from time to time; within the limits approved by the shareholders in 66 <sup>th</sup> AGM.

## STATEMENT SETTING OUT ADDITIONAL INFORMATION IN RESPECT OF ITEM NO.4 OF THE NOTICE ITEM NO. 4

In accordance with the provisions of the companies Act, 2013 and Articles of the Company, Mr. Markus Bamberger (DIN: 09200475) is due to retire by rotation at the forthcoming Annual General Meeting. However, he has not offered himself for re-election as he will be stepping down as the Chairman of the Board and cease to be a Director after the conclusion of the Annual General Meeting, resulting in a vacancy on the Board; and, the Board has resolved, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled.

The Board recommends the resolution for approval by the shareholders. None of the Directors has any concern or interested in this resolution.

## STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 14 OF THE NOTICE

### ITEM NO.5

Mr. Guruprasad Mudlapur was appointed as a Joint Managing Director from February 9, 2022, to February 8, 2025, through resolutions passed by Postal Ballot on April 7, 2022.

The Board of Directors has, in its meeting held on March 22, 2023, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, approved Mr. Mudlapur as a Managing Director for term up to 3 years from July 1, 2023, and the terms and conditions approved in its meeting held on March 22, 2023 as mentioned below:

1. Tenure:	For a term up to 3 years from July 1, 2023.
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 ₹ 1,39,75,600 (gross) p.a. in the range of ₹ 1,20,00,000 p.a. to ₹ 2,00,00,000 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 190% of the Base Salary.
c. Cash per Basket	Cash Perk Basket (CPB) / Allowance of ₹ 42,50,000 (gross) p.a. in the range of ₹ 40,00,000 (gross) p.a. to ₹ 50,00,000 (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 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: ₹ 15,00,000 p.a. for Mr. Guruprasad Mudlapur and family (includes spouse and children upto the age of 23 years). (b) Post retirement hospitalization insurance: ₹ 10,00,000 p.a. for Mr. Guruprasad Mudlapur and his spouse.
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 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. Guruprasad Mudlapur 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 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:** 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 shall pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and performance pay etc. in accordance with Schedule V to the Companies Act, 2013, subject to such further approvals as may be required.

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 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 Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members

#### ITEM NO.6

Mr. Sandeep Nelamangala was appointed as an Executive Director from February 12, 2021 to February 11, 2024 at the 69<sup>th</sup> Annual General Meeting held on August 5, 2021.

The Board of Directors has, in its meeting held on March 22, 2023, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, approved Mr. Sandeep N as a Joint Managing Director July 1, 2023 to June 30, 2026, and the terms and conditions approved in its meeting held on March 22, 2023 as mentioned below:

1.	Tenure:	From July 1, 2023, to June 30, 2026.
2.	Remuneration:	Mr. Sandeep Nelamangala (the Director) remuneration shall be comprised of a base salary, a variable annual bonus and cash perk basket (CPB)/ allowance.
	a. Base Salary	Mr. Sandeep Nelamangala’s annual base salary shall be ₹ 1,37,33,030 (gross) p.a. in the range of ₹ 1,20,00,000 p.a. to ₹ 2,00,00,000 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. Sandeep N personal performance and target achievement up to 190% of the Base Salary.
	c. Cash per Basket	Cash Perk Basket (CPB) / Allowance of ₹ 42,50,000 (gross) p.a. in the range of ₹ 40,00,000 (gross) p.a. to ₹ 50,00,000 (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 Income Tax Act/ Rules; revision/ 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. Hospitalisation	a) Hospitalisation Insurance: ₹ 15,00,000 p.a. for Mr. Sandeep N. and family (includes spouse and children upto the age of 23 years). b) Post retirement hospitalization insurance: ₹ 10,00,000 p.a. for Mr. Sandeep N. and his spouse.
	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	These services will be provided by the Company in the event the Joint Managing Director resides in the residence provided by the Company.
	d. Security for the house and garden maintenance at the house	These services will be provided / borne by the Company in case of stay in the residence provided by the Company.



e. Car and driver	2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Sandeep N and his family.
f. 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.
g. Club Memberships	Fees for 2 clubs excluding admission and life membership fees.
h. Satellite TV	Annual subscription up to a maximum of ₹ 6500/-. These services will be provided by the Company.
i. Other Benefits	Mr. Sandeep N would be entitled to any other benefits or privileges as may be available to other Senior Management Executives of the Company.
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. Nelamangala and family will be paid when Mr. Nelamangala finally retires from the employment of the Company.  In case Mr. Nelamangala joins another company within the Bosch Group, that company will bear these expenses.  However, if Mr. Nelamangala resigns and joins another company outside the Bosch Group, then the Company will not reimburse 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:** 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 shall pay to the appointee, the above remuneration as the minimum remuneration by way of salary, perquisite, other allowances, benefits and performance pay etc. in accordance with of Schedule V to the Companies Act, 2013, subject to such further approvals as may be required.

Save and except Mr. Sandeep, 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:

The Board of Directors at its meeting held on May 10, 2023, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Stefan Grosch as an Additional Director effective from May 10, 2023, who holds office up to the date of the 71<sup>st</sup> Annual General Meeting convened on August 01, 2023. The Board further based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders’ approval, recommended the appointment of Mr. Stefan Grosch as a Non-Executive Director from May 10, 2023, liable to retire by rotation. The Company has received a notice in writing under Section 160(1) of the Act proposing appointment of Mr. Stefan Grosch as a Director of the Company.

In terms of Mr. Stefan Grosch’s contract entered with Robert Bosch GmbH, Germany as a member of Board of Management, he is entitled to draw remuneration only from Robert Bosch GmbH. Any other remuneration/ fees/ commission as may be paid to him outside Robert Bosch GmbH in the capacity of non-whole- time director by any Bosch entity will need to be paid back to Robert Bosch

GmbH. Accordingly, Mr. Stefan Grosch has waived his right to receive remuneration/ fees/commission as a Non-Executive Director from the Company.

A brief profile of Mr. Stefan Grosch and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Mr. Stefan Grosch, 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 Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

#### ITEM NO.8:

The Board of Directors at its meeting held on May 10, 2023, based on the recommendation of the Nomination and Remuneration Committee, subject to shareholders’ approval, recommended the appointment of Mr. Soumitra Bhattacharya as a Non-Executive Director from August 2, 2023, liable to retire by rotation. The Company has received a notice in writing under Section 160(1) of the Act proposing appointment of Mr. Soumitra Bhattacharya as a Director of the Company. Mr. Bhattacharya is also appointed as a Chairman of the Board of Directors for a period 5 (five) years.

A brief profile of Mr. Bhattacharya and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Mr. Soumitra 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. 8 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

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

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

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 10, 2023, approved the appointment of Messrs. Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company to audit the following cost records of the Company for the Financial Year 2023-24 at a remuneration of ₹ 7,00,000 (Rupees Seven Lakhs only) excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals incurred in connection with Cost Audit:

SI No.	Name of Product(s)/Service(s)	Industries/sectors/products/services (For MCA Reporting)	CETA Heading (Wherever Applicable)	No. of tariff items/Products/services
1	(a) Spark Plugs	Electricals or electronic machinery	8511	2
	(b) Glow Plugs			
2	(a) Nozzle Holder Assembly 2	Other machinery and Mechanical Appliances	8409	3
	(b) Components			
	(c) Fuel Rail Assembly			
3	(a) LAG, SAG, Rotary Drill, Hammer, Marble Cutter	Other machinery and Mechanical Appliances	8467	2
	(b) Impact Drilling Machine			
4	(a) Fuel Injection Pump	Other machinery and Mechanical Appliances	8413	1

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires ratification by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024.

None of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 9 of the Notice.

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

#### **ITEM NOS. 10-11 AND 13:**

The Bosch Group comprises Robert Bosch GmbH (“RB GmbH”) and roughly 470 subsidiaries and regional companies in about 60 countries. The Bosch Group is a leading global supplier of technology and services. Its operations are divided into four business sectors: Mobility Solutions, Industrial Technology, Consumer Goods, and Energy and Building Technology. Bosch Limited (the “Company”) is a step-down subsidiary of Robert Bosch GmbH, Germany and a flagship listed company of Robert Bosch GmbH in India. RB GmbH, the ultimate holding company, holds 70.54% equity stake in the Company through Robert Bosch Internationale Beteiligungen AG (67.76%) and Bosch Global Software Technologies Private Limited (2.78%).

The Company enters into transactions for sale and purchase of goods and raw materials and for availing / rendering services from / to RB GmbH & other Bosch Group companies, being related parties as defined under Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). Such transactions are carried out in the ordinary course of business and at arm’s length basis. RB GmbH has granted the Company access to Bosch Group’s synergies, state of the art products & technologies and competencies which are essential for the Company to carry out its business operations, including but not limited to manufacturing activities. In the absence of such transactions the Company would no longer have access to Bosch Group products, licenses or technologies or the use of “Bosch” and other Bosch Group-owned brands.

Accordingly, the Company, in the ordinary course of its business, enters into transactions for the sale and purchase of goods and raw materials, for availing / rendering services from/to, and other commercial transactions with RB GmbH, Germany and with other RB group Companies, being related parties as defined under regulation 2(1)(zb) of the Listing Regulations, at arm’s length basis.

To sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Robert Bosch GmbH, Germany and other Bosch Group companies. The Company has obtained approval of members at the Annual General Meeting held on August 28, 2015, for entering into transactions with RB GmbH, Germany not exceeding ₹ 5,000 crores in any financial year. The Company, inter-alia, also transacts with Bosch Automotive Electronics India Private Limited and Bosch Global Software Technologies Private Limited. The details of actual transactions with the aforementioned related parties during past financial year is as under:

Table I

(₹ crores)

Particulars	Actual value of transactions with RB GmbH for 2022-23	Actual value of transactions with Bosch Automotive Electronics India Private Limited for 2022-23	Actual value of transactions with Bosch Global Software Technologies Private Limited for 2022-23
Purchase of goods	2,815.7	1,135.5	138.4
Purchase of assets	8.5	-	0.1
Sale of goods	983.4	16.1	1.5
Sale of services	74.8	39.0	128.4
Miscellaneous income	13.6	9.1	26.3
Services received	380.8	0.2	330.1
<b>TOTAL</b>	<b>4,276.8</b>	<b>1,199.9</b>	<b>624.8</b>

The Company estimates that transactions of above nature will be recurrent in each year considering the future business growth. The estimated values for transactions with the said three entities in the RB group are likely to exceed materiality threshold of ₹ 1000 crores as prescribed by the Listing Regulations. Accordingly, it is proposed to seek fresh approval of members by way of an ordinary resolution for related party transactions.

The Board of Directors has in its meetings held on May 10, 2023, based on the recommendation of the Audit Committee, recommended to obtain shareholders' approval for transactions with RB GmbH, RBAI and BGSW which are considered to be material. The estimated value related party transactions for the FYs 2023-24 to 2025-26 are as under:

Table II

(₹ crores)

Particulars	Projection for the FYs 2023-24 to 2025-26 for Robert Bosch GmbH	Projection for the FYs 2023-24 to 2025-26 Bosch Automotive Electronics India Private Limited	Projection for the FYs 2023-24 to 205-26 for Bosch Global Software Technologies Private Limited
Purchase of goods	4,251.8	1,939.3	285.5
Purchase of assets	54.7	-	1.1
Sale of goods	1,438.7	22.7	3.2
Sale of services	323.1	144.7	262.6
Services received	631.8	28.4	447.7
Loans given / renewed / repaid	-	1,065.0	500.0
<b>TOTAL</b>	<b>6,700.1</b>	<b>3,200.1</b>	<b>1,500.1</b>

Shareholders may further note the following:

- (i) The Company continues to have related party transactions with several other RB Group companies and the aggregate estimated value of transaction with such companies for the next 3 years do not individually cross the materiality threshold as per Regulation 23 of the Listing Regulations with any of the companies in the RB Group.
- (ii) Term of Approval: 3 (three) financial years only.
- (iii) Whilst the approval of the Shareholders is being sought for the total value of RPT's, the value shown against various categories of nature of transactions at Sl. No. (ii) above are indicative and may vary inter se. However, the total value of RPTs will remain within the overall limit as may be approved by the Members.
- (iv) Members may kindly note that in terms of SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 8, 2022, the approval of members is sought to the material Related Party Transactions for a period of 3 (three) financial years only.

Details of the proposed RPTs between the Company and RB GmbH and Bosch Automotive Electronics India Private Limited and Bosch Global Software Technologies Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

SI	Description	Robert Bosch GmbH, Germany	Bosch Automotive Electronics India Private Limited	Bosch Global Software Technologies Private Limited
1	Summary of information provided by the management to the Audit Committee			
a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Robert Bosch GmbH, Germany (Ultimate Holding Company)	Bosch Automotive Electronics India Private Limited (Fellow Subsidiary)	Bosch Global Software Technologies Private Limited (Fellow Subsidiary)
b	Type, material terms, monetary value and particulars of the proposed RPTs.	As per the details given in Table II above		
c	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs (excluding proposed loan given/ renewed/repaid)	45%	21%	10%
2	Justification for the proposed RPTs.	The proposed transactions are in the interest of the business growth considering global contracts, access to market, availability of raw materials, access to technology, brand usage and technical support. The proposed transactions are in the ordinary course of business and following arm's length principles within the framework of Transfer Pricing guidelines.		
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary			
a	Amount	NA	₹ 1,065 crores	₹ 500 crores
b	Source of funds	NA	Internal accruals	
c	Interest rate	NA	At interest rate as may be agreed between the parties provided that the same is not less than the prevailing T-Bill/G-Sec rate closest to the tenor of the loan.	
d	Mode of Interest Payment	NA	Quarterly	
e	Repayment schedule,	NA	1 year from the date of disbursement of the loan or earlier, renewable on mutually acceptable terms.	
f	Whether secured or unsecured; if secured, the nature of security	NA	Principal and interest to be guaranteed by Robert Bosch GmbH, Germany.	
g	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	NA	Working Capital requirement	
h	Any other relevant information	NA	As per the approval dated December 12, 2020 of the shareholders vide Postal Ballot under Section 185 of the Act as a special resolution.  The terms and conditions for the loan including any loan represented by a book debt or guarantee given or security provided in connection with any loan taken by any of the borrowing companies in whom any of the directors of the Company are interested shall be on Arm's length basis and for its principal business activities and shall be secured by the Corporate Guarantee of RB GmbH, the Ultimate Holding Company.	
4	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All the transactions are on arm's length basis. The Company obtains certification on related party transactions certifying that the transactions with the related parties are at arm's length which is placed on a half yearly basis before the Audit Committee.		



Sl	Description	Robert Bosch GmbH, Germany	Bosch Automotive Electronics India Private Limited	Bosch Global Software Technologies Private Limited
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, directly or indirectly, financial or otherwise in this Resolution.	None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, directly or indirectly, financial or otherwise in this Resolution except Mr. Soumitra Bhattacharya, who is Director on the Board of RBAI upto June 30, 2023.	None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, directly or indirectly, financial or otherwise in this Resolution except Mr. Soumitra Bhattacharya, who is Director on the Board of BGSW upto June 30, 2023.
6	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.		

The Audit Committee and Board of Directors have considered that these transactions are in ordinary course of business, on arm's length basis and in the interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at item nos. 10, 11 and 13.

Save and except the Director holding position of Directorship in the Company as mentioned above, none of the other Directors, Key Managerial Personnel of the Company and their Relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item nos. 10-11 and 13 of the Notice.

The Board recommends the Resolution under item nos. 10, 11 and 13 of the notice for approval of the Members.

#### ITEM NO. 12:

The Bosch Group comprises Robert Bosch GmbH ("RB GmbH") and roughly 470 subsidiaries and regional companies in about 60 countries. The Bosch Group is a leading global supplier of technology and services. Its operations are divided into four business sectors: Mobility Solutions, Industrial Technology, Consumer Goods, and Energy and Building Technology. Bosch Limited (the "Company") is a step-down subsidiary of Robert Bosch GmbH, Germany and a flagship listed company of Robert Bosch GmbH in India. RB GmbH, the ultimate holding company, holds 70.54% equity stake in the Company through Robert Bosch Internationale Beteiligungen AG (67.76%) and Bosch Global Software Technologies Private Limited (2.78%).

The Company enters into transactions for sale and purchase of goods and raw materials and for availing / rendering services from/to RB GmbH & other Bosch Group companies, being related parties as defined under Regulation 2(1) (zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Such transactions are carried out in the ordinary course of business and at arm's length

basis. RB GmbH has granted the Company access to Bosch Group's synergies, state of the art products & technologies and competencies which are essential for the Company to carry out its business operations, including but not limited to manufacturing activities. In the absence of such transactions the Company would no longer have access to Bosch Group products, licenses or technologies or the use of "Bosch" and other Bosch Group-owned brands.

As a part of this set up the Company has been buying components, viz., Electronic Control Units ("ECUs") from its fellow subsidiary company in India, viz., Bosch Automotive Electronics India Pvt. Ltd. ("RBAI"), a related party, since 2009. These components are then sold as a part of the overall Fuel Injection Equipment ("FIE") system supplied to Original Equipment Manufacturers ("OEMs") in India.

At the beginning of F.Y. 2022-23, the total value of the transactions forecast with RBAI were approx. ₹ 978 crore for F.Y. 2022-23, which was well within the materiality threshold of ₹ 1,000 crores not requiring shareholders' approval as per Regulation 23(4) of SEBI (LODR) Regulations, 2015, and for which the Audit committee also granted omnibus approval for the proposed transactions with RBAI for F.Y. 2022-23 in terms of Regulation 23(3) of the LODR Regulations.

However, with the easing of semiconductor supply-chain issues at the beginning of the year 2023, there was better fulfillment of pending and new orders of ECUs which are sold as a part of FIE systems by the Company to OEMs. The sudden & unexpected high increase in demand from OEMs in the fourth quarter of F.Y. 2022-23, led to higher purchases of ECUs from RBAI, which was unanticipated, and the value of transactions with RBAI for F.Y. 2022-23 at 1,199.95 crores crossed the threshold limit of ₹ 1,000 crore in the fourth quarter of F.Y. 2022-23.

In terms of Regulation 23(4) of the LODR Regulations, the transactions with RBAI aggregating to 1,199.95 crores is deemed to be material and required prior approval from its shareholders. To avoid continuing non-compliance with Regulation 23(4) of SEBI (LODR) Regulations 2015, the Company is seeking post-facto approval from its shareholders in the 71<sup>st</sup> AGM convened on August 01, 2023, for ratification of transactions with RBAI for the FY 2022-23. The Audit Committee has ratified/approved the transactions with RBAI for the FY 2022-23.

It is relevant to note that as soon as the inadvertent potential non-compliance came to the attention of the Company, the Company immediately took steps to rectify the inadvertent non-compliance. The non-compliance by the Company is not deliberate. The Company has not made any undue profit or avoided any loss on account of the non-compliance and no harm or loss has been caused to any investor.

In view of the above, the Company seeks to suo-moto and voluntarily settle all proceedings that may arise and engage with the Securities and Exchange Board of India on such terms as may be mutually acceptable, in accordance with the applicable regulations on settling the same by consent in full and final settlement of any and all proceedings that may be proposed or contemplated in this respect.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at item no.12.

Save and except the Director holding position of Directorship in the Company as mentioned above, none of the other Directors, Key Managerial Personnel of the Company and 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 recommends the Resolution under item no. 12 of the notice for approval of the Members.

#### **ITEM NO. 14:**

The shareholders at the 67<sup>th</sup> Annual General Meeting ('AGM') held on August 23, 2019, approved the appointment of Dr. Gopichand Katragadda as an Independent Director for a term of five consecutive years from December 4, 2018 to December 3, 2023. Dr. Gopichand's term as an Independent Director is expiring on December 3, 2023.

The Board of Directors at its meeting held on May 10, 2023, based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders' approval, recommended the re-appointment of Dr. Gopichand Katragadda as an Independent Director for a second term of five years with effect from December 4, 2023, till December 3, 2028. The Company has received a notice in writing under Section 160(1) of the Act proposing appointment of Dr. Gopichand Katragadda as a Director of the Company.

Dr. Gopichand Katragadda has given his consent to act as Director of the Company and further, has given a declaration that he meets the criteria of independence provided under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could

impair or impact his ability to discharge his duties as an Independent Director of the Company. He has confirmed that he is neither disqualified in terms of Section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board recommends the re-appointment based on his performance evaluation and after considering his skills and expertise required by the Board. The Board is of the view that considering the background, experience and contributions made by Dr. Gopichand during his tenure, his continued association would be beneficial and in the interest of the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, Dr. Gopichand Katragadda fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to appoint Dr. Gopichand Katragadda as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company with effect from December 4, 2023 to December 3, 2028.

A copy of the draft letter for re-appointment of Dr Gopichand Katragadda as an Independent Director setting out the terms & conditions is available on the website of the Company viz., [www.bosch.in](http://www.bosch.in) and are also available for inspection by the members as per the instructions provided in the Note no. 9 of this Notice. i.e., available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

A brief profile of Dr Gopichand Katragadda and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Dr. Gopichand Katragadda, 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. 14 of the Notice.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval of the Members.

By Order of the Board

#### **V. Srinivasan**

Company Secretary & Compliance Officer  
M. No. A16430

Date: May 10, 2023

Place: Hosur Road, Adugodi, Bengaluru - 560 030

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938; +91 80 6752 3878.

Website: [www.bosch.in](http://www.bosch.in) | E-mail: [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com)**Proxy Form (Form No. MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration Rules, 2014)]

**71<sup>st</sup> Annual General Meeting on August 01, 2023**

Name of the Member(s)

Registered Address

Folio No. DPID/Client ID

Email Id

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

- (1) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
- (2) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;
- (3) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him;

as my/our proxy to attend and vote (**either on poll or through e-voting**) for me/us and on my/our behalf at the 71<sup>st</sup> Annual General Meeting of Company, to be held on Tuesday, August 01, 2023 at 11.00 a.m. (IST) at Bosch Limited, Hosur Road, Bengaluru - 560 030 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Type of Resolution	For	Against
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Standalone Financial Statements for the financial year ended March 31, 2023.	Ordinary		
2.	Adoption of consolidated Financial Statements for the financial year ended March 31, 2023.	Ordinary		
3.	Declaration of Final dividend.	Ordinary		
4.	Mr. Markus Bamberger (DIN: 09200475), Director liable to retire by rotation, who does not seek re-election	Ordinary		
<b>SPECIAL BUSINESS</b>				
5.	Appointment of Mr. Guruprasad Mudlapur (DIN:07598798) as Managing Director for term up to 3 years from July 1, 2023.	Ordinary		
6.	Appointment of Mr. Sandeep Nelamangala (DIN:08264554) as Joint Managing Director from July 1, 2023 to June 30, 2026.	Ordinary		
7.	Appointment of Mr. Stefan Grosch (DIN: 10145827) as a Non-Executive Director.	Ordinary		
8.	Appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as a Non-Executive Director.	Ordinary		
9.	Ratification of remuneration payable to Cost Auditors.	Ordinary		
10.	Approval of Material Related Party Transactions with Robert Bosch GmbH, Germany for the FYs 2023-24 to 2025-26.	Ordinary		
11.	Approval of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the FYs 2023-24 to 2025-26.	Ordinary		
12.	Approval by ratification of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the FY 2022-23 which has exceeded the prescribed limits for the year ended March 31, 2023.	Ordinary		
13.	Approval of Material Related Party Transactions with Bosch Global Software Technologies Private Limited for the FYs 2023-24 to 2025-26.	Ordinary		
14.	Re-appointment of Dr. Gopichand Katragadda (DIN:02475721) as an Independent Director for a second term of five (5) years	Special		

Signed this ..... day of ..... 2023

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Signature of shareholder-----  
Signature of Proxy holder(s)**Notes :**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 71<sup>st</sup> Annual General Meeting.
- It is optional to indicate your preference (✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.
- A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such persons shall not act as a proxy for any other person or member.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and such proxy need not be a Member of the company.

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938; +91 80 6752 3878.

Website: [www.bosch.in](http://www.bosch.in) | E-mail: [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com)

**ATTENDANCE SLIP**

**71<sup>st</sup> Annual General Meeting**

Day: Tuesday, Date: August 01, 2023, Time: 11.00 a.m.

Venue : Registered Office of the Company, situated at Hosur Road, Adugodi, Bengaluru - 560 030

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I hereby record my presence at the 71<sup>st</sup> Annual General Meeting of the Company.

-----  
Member's Folio No./DPID-Client ID No.

-----  
Member's/Proxy's name in Block Letters

-----  
Member's/Proxy's Signature

**Sign this attendance slip and hand it over at the venue of the meeting.**



Route Map

MAP NOT TO SCALE

