



BOSCH

The Manager
Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001
Scrip code:500530

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051
Scrip code: BOSCHLTD

Bosch Limited
Post Box No:3000
Hosur Road, Adugodu
Bangalore-560030
Karnataka, India
Tel +91 80 67523878
www.bosch.in
L85110KA1951PLC000761
Secretarial.Corp@in.bosch.com

30.05.2023

Dear Sirs/Madam,

Sub: Annual Secretarial Compliance Report for the Year ended March 31, 2023.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and in compliance with circulars issued by stock exchanges dated 16 March 2023 and 10 April 2023 in this regard, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023 issued by Mr. Pramod S M, Partner, BMP & Co. LLP, Company Secretaries.

This is for the information of the exchange and the members.

Yours faithfully,
For Bosch Limited

V Srinivasan
Company Secretary & Compliance Officer.



**Secretarial compliance report of BOSCH Limited
for the year ended 31st March 2023**

To,
The Board of Directors
Bosch Limited
CIN: L85110KA1951PLC000761
Hosur Road, Adugodi, Bangalore 560030

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Bosch Limited (CIN: L85110KA1951PLC000761) (hereinafter referred as the “Listed Entity”), having its Registered Office at Hosur Road, Adugodi, Bangalore – 560030. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Listed Entity’s books, papers, minutes books, forms and returns filed and other records maintained by the Listed Entity’s and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **BMP & Co. LLP**, have examined:

- (a) all the documents and records made available to us and explanation provided by the “Listed Entity,
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification



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for the year ended 31st March 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; – Not Applicable as the Company did not issue any security during the financial year under review.
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not Applicable as the Company did not buyback any of its securities during the financial year under review.
- (v) The Securities and Exchange Board of India (Share Benefits Employee Benefits and Sweat Equity) Regulations, 2021; – Not Applicable as the Company did not issue any shares to its employees under Employee Stock Option Scheme;



- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Not applicable as the Company has not issued any debt securities during the financial year under review;
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not applicable as the Company has not issued any debt securities during the financial year under review;
- (viii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not Applicable as Company has not issued Preference shares during the year under review;
- (ix) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (xi) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; – Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review;
- and circulars/ guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -



Sr. no.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23(4)- Prior Approval of the shareholders for material related party transactions	Regulation 23 sub regulation (4)	During the FY 2022-23, the Company has entered into related party transactions with Bosch Automotive Electronics India Private Limited which is in excess of rupees one thousand crore without the prior approval of the Shareholders. The Audit Committee of the Company has accorded its approval	-	-	-	-	The Company must obtain approval for this transaction from the shareholders and the Company must compound for non-compliance in accordance with SEBI (Settlement Proceedings) Regulation, 2018.	The Company is in the process of making application with the Securities Exchange and Board of India in accordance with the Securities Exchange and Board of India (Settlement Proceedings) Regulations, 2018 for the	-



Sr. no.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
			/ratified the transaction but since this transaction is a material related party transaction, the prior approval of shareholders of the Company has not been obtained as per the requirements of Regulation 23(4) of SEBI (LODR) Regulations, 2015.						contravention of Regulation 23(4) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	



(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Actions taken by	Type of Action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the	Not Applicable	There no instances of resignation of the auditor of the Company during the review period.

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Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the Listed Entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the Listed Entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the Listed Entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice</p>	Not Applicable	There no instances of resignation of the auditor of the Company during the review period.



Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the Listed Entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The Listed Entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	Not Applicable	There no instances of resignation of the auditor of the Company during the review period.



III. We hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks from PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	
3.	<p><u>Maintenance and disclosures on Website:</u></p>	Yes	



	<ul style="list-style-type: none"> The Listed Entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 		
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p>	Yes	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p><u>Preservation of Documents:</u></p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy</p>	Yes	



	prescribed under SEBI LODR Regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval has been obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	No	<p>The Audit Committee of the Listed Entity in its meeting held on February 13, 2023 had consented in a revision on its existing omnibus approval and the total transaction limit was increased to mINR 89,853.</p> <p>During the quarter ended March 31, 2023, 18 transactions had deviated from the approved limits due to high last quarter purchases owing to high customer demand.</p> <p>The deviated transactions have been ratified by the</p>



			Audit Committee on 10 th May 2023.
9.	<p><u>Disclosure of events or information:</u></p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.</p>	Yes	



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed Entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Listed Entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Listed Entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed Entity.

Place: Bangalore

Date: 30th May 2023

UDIN: F007834E000421161

Peer Review Certificate No: 736/2020

For BMP & Co. LLP,

Company Secretaries



Pramod S M

Partner

FCS No: 7834

CP No: 13784