



BOSCH

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

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

May 29, 2024

Dear Sirs/Madam,

Sub: Annual Secretarial Compliance Report for the Year ended March 31, 2024.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024 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 2024**

To,
The Board of Directors
BOSCH LIMITED
CIN: L85110KA1951PLC000761
Hosur Road, Adugodi,
Bangalore, Karnataka – 560030

We have conducted the review of the compliance of 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, Karnataka – 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 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, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **BMP & Co. LLP**, Practicing Company Secretaries, 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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BMP & Co. LLP

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.
☎ : 080 26728442, 📧 : biswajit@bmpandco.com, 🌐 Website : www.bmpandco.com, LLPIN : AAI-4194

for the year ended 31st March, 2024 (“**Review Period**”) in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
- ii. 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations, 2015**”) to the extent applicable;
- (b) 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;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) 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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - Not applicable as the Company did not issue any Employee Stock Option for its employees;



- (f) 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;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The 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;
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;- to the extent applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period

- (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:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation Name and No./ Circular No. and date	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary, if any	Management Response	Remarks
1.	Regulation 21(3C)- The gap between two Risk Management Committee Meetings	Regulation 21(3C) of Securities and Exchange Board of India (Listing Obligations and	During the FY 2023-24 the gap between two risk management committee	Stock Exchange	Clarification	-	-	The delay was completely inadvertent, and the Company had made its best efforts to comply with	We acknowledge the non-compliance highlighted regarding the timing of the Risk Management	-

shall not exceed one hundred and eighty days	Disclosure Requirements) Regulation, 2015	meetings (November 07, 2022 and May 10, 2023) exceeded one hundred and eighty days with a delay of five (05) days.						Regulation 21(3C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Committee meetings as per Regulation 21(3C) of the SEBI (LODR) Regulations, 2015. There was indeed a delay of 5 days between the previous meeting held on November 07, 2022, and the subsequent meeting on May 10, 2023. The delay was unintended and resulted from unforeseen circumstances and scheduling conflicts. Nonetheless, we recognize the importance of adherence to regulatory requirements and will take necessary measures to ensure timely compliance in the future. We assure of our commitment to
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				the Company had not been obtained as per the requirements of Regulation 23(4) of SEBI (LODR) Regulations, 2015.	-24/7231 dated March 28, 2024 in respect of the suo moto Settlement Application regarding the Related Party Transactions.	
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(c) We hereby report that, during the review period the compliance status of the Listed Entity with the following requirements 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 	Yes	



	reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.		
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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. 	Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Listed Entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p>	Yes	Not applicable as none of the directors are disqualified.
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) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	The listed entity does not have any material subsidiary.
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</p>	Yes	



	records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> 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.	Yes	
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions. (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.	(a) Yes (b) NA	Prior approval of the audit committee was obtained.
9.	<u>Disclosure of events or information:</u> 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.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI	Yes	

	(Prohibition of Insider Trading) Regulations, 2015		
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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	SEBI had passed a settlement order vide order number SO/AS/EFD2/2023-24/7231 dated 28th March 2024 recommending the case for settlement upon payment of Rs. 11,60,000/- (Rupees Eleven Lakhs Sixty Thousand Only) in respect of the Settlement Application for related party transactions.
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></p> <p>In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.</p>	NA	The auditor has not resigned during the review period
13.	<p><u>No. additional non-compliances observed:</u></p>	NA	



No. additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.		
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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.

For BMP & Co. LLP,
Company Secretaries



Pramod S M
Partner

FCS No: 7834
CP No: 13784

Place: Bangalore
Date: 29th May 2024
PR NO: 736/2020
UDIN: F007834F000475906