

**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 Third (73<sup>rd</sup>)** Annual General Meeting of Bosch Limited (the "Company") will be held on **Tuesday, August 05, 2025, at 11:00 a.m. (IST)** at the **WINGS Baldwin Auditorium, Baldwin Boys High School campus, 14, Hosur Road, Richmond Town, Bengaluru – 560025, Karnataka**, 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, 2025, 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, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

**2. Consideration and adoption of audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025, 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, 2025, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

**3. Declare Final Dividend of ₹ 512/- on equity shares for the Financial Year ended March 31, 2025:**

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

**"RESOLVED THAT** a final dividend of ₹ 512 /- (Rupees Five Hundred and Twelve only) per equity share of ₹ 10/- each be declared for the Financial Year ended March 31, 2025 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 of the company as on Tuesday, the July 29, 2025 (Record date), in the case of physical holding and to the beneficial owners of shares as recorded with the Depositories in the case of demat holding as per details to be furnished by the National Securities Depository Ltd and Central Depository Services (India) Ltd as on Tuesday, the July 29, 2025 (Record date)."

**4. Re-appointment of Mr. Sandeep Nelamangala (DIN: 08264554), as a Director liable to retire by rotation:**

*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. Sandeep Nelamangala (DIN: 08264554), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**5. 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 ₹ 700,000 (Rupees Seven Lakhs Only) plus applicable taxes and out of pocket expenses payable to Messrs. K.S. Kamalakara & Co., Cost Accountants having Firm Registration No. 000296, 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 2025-26."

**6. Appointment of Secretarial Auditor of the Company for a term of five (5) consecutive years:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of CS Parameshwar Ganapati Bhat, Practising Company Secretary (FCS- 8860, COP- 11004 and Peer Review

Certificate No. 5508/2024) as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for a term of five (5) consecutive years commencing from April 01, 2025 to March 31, 2030 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor from time to time.”

**7. Revision in the terms and conditions of remuneration of Mr. Guruprasad Mudlapur (DIN: 07598798), Managing Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of Companies Act, 2013 read with Schedule V thereto, (including any statutory modification(s) or amendment (s) thereto or re- enactment(s) thereof, for the time being in force) and in partial modification of Resolution passed at the 71<sup>st</sup> Annual General Meeting (“AGM”) held on August 01, 2023, approval of members be and is hereby accorded for the below revision in the terms and conditions of Mr. Guruprasad Mudlapur’ s remuneration from January 01, 2025 till the unexpired period of his term as under:

From	
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.
To	
Variable Annual Bonus	The annual bonus depends on profit and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results of Bosch’s performance and target achievement. It can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).

**RESOLVED FURTHER THAT** save as aforesaid, all other terms and conditions of appointment of Mr. Guruprasad Mudlapur, as approved by the Shareholders in the 71<sup>st</sup> AGM held on August 01, 2023, shall continue to remain in force and effect in accordance with the terms thereof.”

**8. Revision in the terms and conditions of remuneration of Mr. Sandeep Nelamangala (DIN: 08264554), Joint Managing Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of Companies Act, 2013 read with Schedule V

thereto (including any statutory modification(s) or amendment (s) thereto or re- enactment(s) thereof, for the time being in force) and in partial modification of Resolution passed at the 71<sup>st</sup> Annual General Meeting (“AGM”) held on August 01, 2023, approval of members be and is hereby accorded for the below revision in the terms and conditions of Mr. Sandeep Nelamangala’s remuneration from January 01, 2025 till the unexpired period of his term as under:

From	
Variable Annual Bonus	An annual bonus taking into account the economic results and also Mr. Sandeep Nelamangala personal performance and target achievement up to 190 % of the Base Salary.
To	
Variable Annual Bonus	The annual bonus depends on profit and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results of Bosch’s performance and target achievement. It can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).

**RESOLVED FURTHER THAT** save as aforesaid, all other terms and conditions of appointment of Mr. Sandeep Nelamangala, as approved by the Shareholders in the 71<sup>st</sup> AGM held on August 01, 2023, shall continue to remain in force and effect in accordance with the terms thereof.”

**9. Re-appointment of Mr. Guruprasad Mudlapur (DIN: 07598798) as Managing Director from July 01, 2026, to June 30, 2028:**

*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 members be and is hereby accorded for the re-appointment of Mr. Guruprasad Mudlapur (DIN: 07598798) as Managing Director of the Company from **July 01, 2026 to June 30, 2028** 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 re-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 and is hereby 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."

**10. Re-appointment of Mr. Sandeep Nelamangala (DIN: 08264554) as Joint Managing Director from July 01, 2026, to June 30, 2029:**

*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 members be and is hereby accorded for the re-appointment of Mr. Sandeep Nelamangala (DIN: 08264554) as Joint Managing Director of the Company **from July 01, 2026 to June 30, 2029** 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 re-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 and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and

things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**11. Approval for providing loans to Companies for a further period of 5 years from December 12, 2025 in which Directors of the Company are interested:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Meeting of Board and its Powers) Rules, 2014, (including any statutory modification, amendment or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute) to advance any loan(s), including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken by the following Companies (hereinafter referred as "Borrowing Companies") in whom any of the Director(s) of the Company, either directly or indirectly, are interested, up to an amount not exceeding in aggregate **₹ 1,500 Crores** (Rupees One Thousand Five Hundred Crores only) at any time, provided that such loan is /are utilized by the borrowing Companies for their respective principal business activities for a further period of 5 years from December 12, 2025:

1. Bosch Global Software Technologies Private Limited
2. Bosch Chassis Systems India Private Limited
3. Bosch Automotive Electronics India Private Limited
4. PreBo Automotive Private Limited
5. ETAS Automotive India Private Limited

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the loan and/or guarantee including among others things, the security for repayment, tenure of loan, tranches, interest rate and to sign

and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regards and/or to settle all questions, difficulties or doubts that may arise at any stage from time to time including amendment of the terms and conditions at which the loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company provided that such loan(s) shall be utilized by borrowing entity(ies) for its/their principal business activities.”

By Order of the Board

**V. Srinivasan**

Company Secretary & Compliance Officer

M. No. A16430

Date: May 27, 2025

Place: Colombo, Sri Lanka

## 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. 5-11 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) and details of Secretarial Auditor whose appointment is/are proposed pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 % of paid-up share capital of the Company. However, a member holding more than 10 % 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(50) Members, he/she shall choose any fifty(50) 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 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. The Record Date for Dividend and Cut-off date for E-voting: **Tuesday, July 29, 2025**

13. **Dividend:** Subject to Section 126 of the Act, dividend, if declared, will be paid, on or after **August 18, 2025** 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 **July 29, 2025** 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 Dividend:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 01, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.
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 03, 2021, in Form ISR-1. The Form ISR-1 is also available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1, if not submitted earlier.
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. 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 dematerialization. Members are advised to dematerialize 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](http://www.iepf.gov.in). The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report 2024-25 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 03, 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 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 05, 2025**.
20. **Route Map:** Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 73<sup>rd</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.  
  
The remote E-voting period commences on **Friday, August 01, 2025 (9.00 a.m. IST) and ends on Monday, August 04, 2025 (5.00 p.m. IST) (both days inclusive)**. During this period, Members holding shares, as on the **Cutoff date i.e., Tuesday, July 29, 2025**,

may cast their vote electronically. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.

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. 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 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:

The remote E-voting period commences on Friday, August 01 2025 (9.00 a.m. IST) and ends on Monday, August 04, 2025 (5.00 p.m. IST) (both days inclusive). During this period, Members holding shares, as on the Cutoff date i.e., Tuesday, July 29, 2025, may cast their vote electronically. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently. 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:**

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login, the Easi/Easiest user will be able to see the E-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E-voting period. Additionally, there is also links provided to access the system of all E-voting Service Providers i.e., CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the E-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the evoting is in progress and able to directly access the system of all E-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see E-voting services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider name and you will be re-directed to E-voting service provider website for casting your vote during the remote E-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After Successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider name and you will be redirected to E-voting service provider website for casting your vote during the remote E-voting period.

**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 toll free no. 18002109911.
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 022-4886 7000 and 022-2499 7000.

**Login method for E-voting for Physical shareholders and Shareholders other than individual holding in Demat Form.**

- The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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	<p>Enter your 10-digit alpha-numeric.</p> <p>*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at Giri@integratedindia.in</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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 to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (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 if the 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: 250613005 for Bosch Limited** 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) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to Scrutinizer for verification.
- (xviii) Note for Non – Individual Shareholders and Custodians: (For Remote voting only)
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 Scrutinizer and to the Company at the email address viz; [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com) (designated email address of the Company), 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, 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 toll free no. 1800 21 09911.
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., Any person who is not a member as on the cut-off date July 29, 2025 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 27, 2025, has appointed **Mr. Prasanna Bedi, 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 Scrutinizer 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. **Live Web Cast:** Your Company is pleased to provide one-way live webcast of the proceedings of the **73<sup>rd</sup> AGM on August 05, 2025, from 11 A.M. onwards** till the conclusion of the meeting. Shareholders are required to use their E-voting 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 73<sup>rd</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 toll free no. 1800 21 09911 for assistance.
31. Electronic copy of the full annual report for 2024-25 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 73<sup>rd</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. The Company, in accordance with the Regulation 36(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be sending letter to the shareholders who have not registered their email addresses with the Company.

## STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 11 OF THE NOTICE.

### ITEM No. 5

In terms of Section 148 of the Companies Act, 2013 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 its meeting held on May 27, 2025, approved the appointment of Messrs. Kamalakara & Co., Cost Accountants (FRN-000296) as Cost Auditors of the Company to audit the following cost records of the Company for the Financial Year 2025-26 at a remuneration of ₹ 700,000 (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals incurred in connection with Cost Audit:

sl. no.	Name of Product(s)/ Service(s)	Industries/sectors/products/services	CETA Heading (wherever applicable)	No. of tariff items/ Products/ services	Turnover for the F.Y 2023-24 in Mio INR
1.	(a) Spark Plugs (b) Glow Plugs	Electricals or electronic machinery	8511	2	4,583 792
2.	(a) Nozzle Holder Assembly (b) Components (c) Fuel Rail Assembly	Other machinery and Mechanical Appliances	8409	3	19,499 16,976 51
3.	(a) LAG, SAG, Rotary Drill, Hammer, Marble Cutter (b) Impact Drilling Machine	Other machinery and Mechanical Appliances	8467	2	2,933 1,165
4.	(a) Fuel Injection Pump (b) Components	Other machinery and Mechanical Appliances	8413	2	17,449 1,679
5.	Blower	Other machinery and Mechanical Appliances	8414	1	328
6.	Machines	Other machinery and Mechanical Appliances	8466	1	47
7.	Machines	Other machinery and Mechanical Appliances	8479	1	817
8.	Components	Other machinery and Mechanical Appliances	8481	1	2,112
9.	Components	Rubber and allied products	4009	1	500

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. 5 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, 2026.

None of the Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice, for approval of Members.

#### ITEM No. 6

Based on the recommendation of the Audit Committee and subject to the approval of the Shareholders, the Board of Directors has on May 27, 2025, appointed CS Parameshwar Ganapati Bhat Practising Company Secretary (FCS- 8860, COP- 11004 and Peer Review Certificate No. 5508/2024) as the Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for a term of five (5) consecutive years commencing from April 01, 2025 to March 31, 2030.

CS Parameshwar Ganapati Bhat, Practising Company Secretary had given his consent to act as the Secretarial Auditor of the Company and has confirmed that his appointment, if made, will be within the limit specified by the Institute of Company Secretaries of India. He has also confirmed that he is not disqualified to be appointed as Secretarial Auditor.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Particulars	Details
Proposed Secretarial Auditor	CS Parameshwar Ganapati Bhat, Practising Company Secretary
Proposed fees	The Board has, based on the recommendation of the Audit Committee, approved fee of ₹ 3,75,000/- towards Secretarial Audit, excluding applicable taxes and reimbursement of out-of-pocket expenses, for the financial year 2025-26. The fee for the remaining term may be finalized in subsequent years based on the recommendation of the Audit Committee and as may be approved by the Board of Directors.
Material change in the fee payable to the proposed Secretarial Auditor from that paid to the outgoing Secretarial Auditor	Fee paid to the outgoing Secretarial Auditor ₹ 3,50,000 Fee proposed to the new Secretarial Auditor ₹ 3,75,000 (the increase is due to the increase in scope of secretarial audit)

Particulars	Details
Rationale for change	The erstwhile Secretarial Auditor has been in office as such for the past 4 years. As part of Good Corporate Governance, the Board has recommended this change and proposed the appointment of Mr. Bhat.
Term of Appointment	Five (5) consecutive years commencing from April 01, 2025, to March 31, 2030.
Credentials of proposed Secretarial Auditor and basis of recommendation	CS Parameshwar Ganapati Bhat, Practising Company Secretary, is primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. He has experience in handling the secretarial audits of listed and large unlisted companies. CS Parameshwar Ganapati Bhat, Practising Company Secretary holds Peer Review Certificate No. 5508/2024, Valid up to March 31, 2029, issued by the Peer Review Board of the Institute of Company Secretaries of India. The Board believes that his experience of conducting Secretarial Audit of listed companies and large companies, and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, Securities and Exchange Board of India Act, 1992 and other applicable laws. The recommendation for the appointment of CS Parameshwar Ganapati Bhat, Practising Company Secretary as Secretarial Auditor is based on his past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.

None of the Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members

#### ITEM No. 7

The Members might recall that, Mr. Guruprasad Mudlapur was appointed as Managing Director from July 01, 2023, to June 30, 2026, through resolutions passed at the 71<sup>st</sup> Annual General Meeting ("AGM") held on August 01, 2023.

The Board of Directors has, in its meeting held on May 27, 2025, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, accorded the below revision in the terms and conditions of his remuneration from January 01, 2025, until his unexpired period of his term as under:

From	
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.
To	
Variable Annual Bonus	The annual bonus depends on profit and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results of Bosch's performance and target achievement. It can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).

As a part of the Review Process in accordance with Remuneration Policy of the Company for the Senior

Management Grade SL-4 and above and considering the approach of calculating the variable pay worldwide structure for the said Grades, it is now proposed that the reference salary for annual bonus can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket) Except as stated herein, all other terms and conditions of appointment of Mr. Guruprasad Mudlapur, as approved by the Shareholders in the 71<sup>st</sup> AGM held on August 01, 2023, remain unchanged.

Save and except Mr. Guruprasad Mudlapur, none of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is 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 is 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

Mr. Sandeep Nelamangala was appointed as Joint Managing Director from July 01, 2023, to June 30, 2026, through resolutions passed at the 71<sup>st</sup> Annual General Meeting ("AGM") held on August 01, 2023.

The Board of Directors has, in its meeting held on May 27, 2025, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, accorded the below revision in the terms and conditions of his remuneration from January 01, 2025, until his unexpired period of his term as under:

From	
Variable Annual Bonus	An annual bonus taking into account the economic results and also Mr. Sandeep Nelamangala personal performance and target achievement up to 190 % of the Base Salary.

	To
Variable Annual Bonus	The annual bonus depends on profit and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results of Bosch's performance and target achievement. It can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).

As a part of the Review Process in accordance with Remuneration Policy of the Company for the Senior Management Grade SL-4 and above and considering the approach of calculating the variable pay worldwide structure for the said Grades, it is now proposed that the reference salary for annual bonus can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket). Except as stated herein, all other terms and conditions of appointment of Mr. Sandeep Nelamangala, as approved by the Shareholders in the 71<sup>st</sup> AGM held on August 01, 2023, remain unchanged.

Save and except Mr. Sandeep Nelamangala, None of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is 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 is 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

Mr. Guruprasad Mudlapur was appointed as Joint Managing Director from February 09, 2022, to February 08, 2025, through resolutions passed by Postal Ballot on April 07, 2022. Thereafter, Mr. Guruprasad Mudlapur was appointed as a Managing Director from July 01, 2023, to June 30, 2026, through resolutions passed at the 71<sup>st</sup> Annual General Meeting ("AGM") held on August 01, 2023.

The Board of Directors has, in its meeting held on May 27, 2025, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, approved re-appointment of Mr. Guruprasad Mudlapur as a Managing Director for term of 2 years from July 01, 2026, to June 30, 2028, and the terms and conditions approved in its meeting held on May 27, 2025, as mentioned below:

1.	Tenure:	For a term of 2 years from July 01, 2026, to June 30, 2028.
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 and benefits.
	a. Base Salary	Mr. Guruprasad Mudlapur's annual base salary shall be ₹ 1,78,33,376 (gross) p.a. in the range of ₹ 1,60,00,000 (gross) to ₹ 2,20,00,000 (gross) p.a., revisions/ increments being at the discretion of the Board.
	b. Variable Annual Bonus	The annual bonus depends on profit and performance. Its amount is fixed annually by the Board of Directors, taking into account the economic results of Bosch's performance and target achievement. It can amount up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).
	c. Cash per Basket	₹ 42,50,000 p.a. (gross) in the range of ₹ 40,00,000 p.a. (gross) to ₹ 60,00,000 p.a. (gross) comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per Company's policies subject to the provisions of Income Tax Act/ Rules; revision/ increments being at the discretion of the Board.
3.	Deduction of Tax at Source:	Mr. Mudlapur's remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4.	Benefits/Facilities:	
	a. Hospitalization	Hospitalization Insurance: ₹ 15,00,000 p.a. for Mr. Guruprasad Mudlapur and family (includes spouse and children up to the age of 23 years) (a) 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+Cash Perk Basket. (b) Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance will be 60 months' base salary+Cash Perk Basket.
	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. Mudlapur will be extended the benefits of Provident Fund, Gratuity and Superannuation on the Base 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 Mudlapur, being an appointee, none of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is concerned or interested (financially or otherwise) in the resolution set out at Item No. 9 of the Notice. None of the Directors and KMP of the Company is inter-se related to each other.

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

#### ITEM No. 10

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 05, 2021. Thereafter, Mr. Sandeep Nelamangala was appointed as a Joint Managing Director from July 01, 2023, to June 30, 2026, through resolutions passed at the 71<sup>st</sup> Annual General Meeting ("AGM") held on August 01, 2023.

The Board of Directors has, in its meeting held on May 27, 2025, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company, approved re-appointment of Mr. Sandeep Nelamangala as a Joint Managing Director for term of 3 years from July 01, 2026, to June 30, 2029, and the terms and conditions approved in its meeting held on May 27, 2025, as mentioned below:

1.	Tenure:	For a term of 3 years from July 01, 2026, to June 30, 2029.
2.	Remuneration:	Mr. Sandeep Nelamangala's remuneration is comprised of a base salary, a variable annual bonus, cash perk basket (CPB)/ allowance and benefits.
	a. Base Salary	Mr. Sandeep Nelamangala's annual base salary shall be ₹ 1,54,08,439 (gross) p.a. ₹ 1,40,00,000 p.a. to ₹ 1,95,00,000 p.a., revisions/increments being at the discretion of the Board.
	b. Variable Annual Bonus	An annual bonus taking into account the economic results of Bosch's performance and target achievement up to 190% of the Guaranteed Cash (Base Salary + Cash Perk Basket).
	c. Cash per Basket	₹ 42,50,000 (gross) p.a. in the range of ₹ 40,00,000 (gross) p.a. to ₹ 60,00,000 (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. Hospitalization	(a) Hospitalization Insurance: ₹ 1,500,000 p.a. for Mr. Sandeep Nelamangala and family. <i>Family includes spouse and children up to the age of 23 years.</i> (b) Post retirement hospitalization insurance: ₹ 1,000,000 p.a. for Mr. Sandeep Nelamangala and 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+Cash Perk Basket. (b) Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance will be 60 months' Base Salary+Cash Perk Basket.
	c. Gas, electricity, and water charges, Security and garden maintenance	These services will be provided by the Company in the event the Joint Managing Director resides in the residence provided by the Company.
	d. Car and driver	2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Sandeep N and his family.
	e. Telephone at home	One or more phones will be provided by the Company in the event the Joint Managing Director resides in the residence provided by the Company.
	f. Club Memberships	Fees for 2 clubs excluding admission and life membership fees.
	g. Retirement Funds	Mr. Nelamangala will be extended the benefits of Provident Fund, Gratuity and Superannuation on the Base Salary according to Company Rules.
	h. 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.
	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. 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.
	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 of Schedule V to the Companies Act, 2013, subject to such further approvals as may be required.

Save and except Mr. Sandeep N, being an appointee, none of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way is concerned or interested (financially or otherwise) in the resolution set out at Item No. 10 of the Notice. None of the Directors and KMP of the Company is inter-se related to each other.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

**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).**

Particulars	Mr. Sandeep Nelamangala	Mr. Guruprasad Mudlapur
Director Identification Number (DIN)	08264554	07598798
Date of Birth and Age	April 06, 1971; 54 Years	March 19, 1966; 59 Years
Date of first Appointment on Board	January 01, 2020	February 09, 2022
Qualification	Mechanical Engineering from the University of Mysore.	Bachelor's degree in Electronics Engineering and Executive General Management Program (EGMP), IIM Bengaluru
Relationship with other Directors, Manager, and other key managerial personnel of the Company	Nil	Nil
Expertise in specific functional areas and experience:	<p>Mr. Sandeep N has been associated with the Company since 1992 and is a Joint Managing Director on the Board of the Company since July 01, 2023.</p> <p><b><u>Career stages in the Bosch Group:</u></b></p> <p>1992: Technical Graduate Trainee, Bosch Limited, India.</p> <p>1994-1997: Regional OE Sales account for Cummins Engines Company, USA.</p> <p>1997-1999: Resident Engineer in Bosch, Diesel Systems (Stuttgart, Germany).</p> <p>1999-2000: Bosch resident engineer in Cummins Engines Company, USA.</p> <p>2001-2007: Regional Sales account for Diesel Systems (Tata Motors, Mahindra).</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 05, 2023).</p> <p>February 2021: Executive Director of Bosch Limited.</p> <p>July 2023: Joint Managing Director of Bosch Limited.</p> <p>January 2024: President, Bosch Mobility India Global President, Bosch Mobility Platform and Solutions</p>	<p>Mr. Guruprasad Mudlapur has been the Managing Director of Bosch Limited since July 01, 2023, and Chief Technology Officer of Bosch Limited, since 2022.</p> <p>He has been Vice President at Robert Bosch Engineering and Business Solutions India Ltd. (now Bosch Global Software Technologies Pvt Ltd) in 2013 where he headed the electronics engineering division and was responsible for design &amp; development of automotive semiconductors and electronics control units. He was also Regional President and Managing Director of Bosch Automotive Electronics Pvt Ltd. between 2016 and 2022, he was responsible for setting up the project house for electrification and hydrogen in Bosch India.</p> <p>Prior to joining Bosch in 2008, he was with NXP Semiconductors at Singapore and the Netherlands, involved in semiconductor development for mobile phones, in addition to personal communication and digital televisions for almost 15 years.</p> <p>Mr. Guruprasad Mudlapur holds a bachelor's degree in Electronics Engineering from Bangalore University in 1988 and has done his EGMP at Indian Institute of Management in 2011.</p>

Particulars	Mr. Sandeep Nelamangala	Mr. Guruprasad Mudlapur
Directorships held in other companies/body corporates.	<ul style="list-style-type: none"> <li>ETAS Automotive India Private Limited</li> <li>Robert Bosch Automotive Steering Private Limited</li> <li>MICO Trading Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Sun Mobility Private Limited</li> <li>Bosch Automotive Electronics India Private Limited</li> <li>Bosch Chassis Systems India Private Limited</li> <li>Bosch Global Software Technologies Private Limited</li> <li>Robert Bosch (Bangladesh) Limited</li> <li>Robert Bosch Lanka (Private) Limited</li> </ul>
Names of listed entities from which the appointee director has resigned in the past three years	ZF Steering Gear (India) Limited w.e.f April 5, 2023	Nil
Chairmanship / Membership of the Committees of Board of Companies/Body Corporates (including Bosch Limited)	Bosch Limited- Member of: Risk Management Committee	Bosch Limited- Member of: 1. Stakeholders' Relationship Committee. 2. Risk Management Committee. 3. Corporate Social Responsibility Committee
No. of equity shares held in the Company (self and as a beneficial owner)	Nil	Nil
No. of meetings attended/held during the Financial Year 2024-25	5/5	5/5
Terms and conditions of appointment/re-appointment	As set out in the Explanatory Statement to the Notice.	As set out in the Explanatory Statement to the Notice.
Remuneration last drawn in Financial Year 2024-25	₹ 44,015,129	₹ 48,101,347
Remuneration proposed to be paid in the Financial Year 2025-26	As set out in the explanatory statement to the Notice.	As set out in the explanatory statement to the Notice.

#### ITEM No. 11

It is proposed to provide loan to the Companies ("Borrowing Companies") mentioned in the resolution in which the Directors of the Company are Directors.

Section 185 of the Companies Act, 2013 prohibits giving of loan to any person in whom any of the Directors of the Company is interested which includes any Private Company of which any Director of the Company is a Director or Member.

Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to compliance with the following conditions:

- Approval of the Members of the Company is obtained by the Company for giving the loan and
- The loans are utilized by the borrowing Companies for its principal business activities.

The above restriction is not applicable to any loan given by the Company to its wholly owned subsidiary company or any guarantee given, or security provided by the Company to its wholly owned subsidiary company provided that the loans given are utilized by the Subsidiary Company for its principal business activities.

The names of the Directors of the Company who are Directors of the Companies mentioned in the resolution are given below:

Sr. No	Name of the Director	Name of the Company
1.	Mr. Guruprasad Mudlapur	Bosch Global Software Technologies Private Limited
2.	Mr. Guruprasad Mudlapur	Bosch Chassis Systems India Private Limited
3.	Mr. Guruprasad Mudlapur	Bosch Automotive Electronics India Private Limited
4.	Mr. Sandeep Nelamangala	ETAS Automotive India Private Limited
5.	Ms. Karin Gilges (CFO and Alternate Director)	Prebo Automotive Private Limited

The Directors of the Companies as mentioned above are appointed on these Companies since these Companies are engaged in the Mobility Business and are part of the Mobility Business Strategy of the Company.

The members may note that members vide postal ballot dated November 06, 2020, had approved for giving loans to Companies in which directors of the Company are interested, for a period of 5 years from December 12, 2020, to December 11, 2025.

Considering the growing business of these Companies (as mentioned above), it is proposed to provide financial support to these Companies vide group company loan which holds surplus cash or any loan represented by book debt or give guarantee or provide any security in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested up to an amount not exceeding ₹ 1500 Crores in aggregate. Instead of borrowing from an external financial counterparty, it is preferable to use the surplus cash available to fund the group companies at arm's length pricing. Hence, the Company is intending to further provide loans for a further period of 5 years from December 12, 2025. 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 used by these Companies for their principal business activities only.

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 the loans shall be secured by the Corporate Guarantee of Robert Bosch GmbH, the Holding Company.

The Shareholders at their meeting held on August 07, 2024, have approved Material Related Party Transactions with Bosch Global Software Technologies Private Limited for an estimated loan amount of ₹ 500 Crores per year for the period of 4 years starting from 72<sup>nd</sup> AGM held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028, Bosch Automotive Electronics India Private Limited for an estimated loan amount of ₹ 1,065 Crores per year for the period of 4 years starting from 72<sup>nd</sup> AGM held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028 as per the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Other details are as under:**

Name of the Related Party	Standalone Turnover (₹ in crores) (2024-25)	Standalone Turnover (₹ in Crores) (2023-24)	Standalone Turnover (₹ in Crores) (2022-23)
Bosch Global Software Technologies Private Limited	12,283.8 (provisional)	11,664.7	9,974.0
Bosch Chassis Systems India Private Limited	3943.7 (provisional)	3,310.1	2,887.0
Bosch Automotive Electronics India Private Limited	3974.9 (provisional)	3,761.0	3,391.1
ETAS Automotive India Private Limited	130.1 (provisional)	109.06	89.72
Prebo Automotive Private Limited	133.8	95.1	121.4
Name of the Related Party	Standalone Network (₹ in Crores) (2024-25)	Standalone Network (₹ in Crores) (2023-24)	Standalone Network (₹ in Crores) (2022-23)
Bosch Global Software Technologies Private Limited	4,004.1 (provisional)	4,092.3	3,972.7
Bosch Chassis Systems India Private Limited	1,435.9 (provisional)	1178.1	1,068.4
Bosch Automotive Electronics India Private Limited	403.6 (provisional number, after considering DTA reversal impact, otherwise 503.6)	471.2	442.0
ETAS Automotive India Private Limited	14.8 (provisional)	27.0	23.90
Prebo Automotive Private Limited	33.2	26.8	22.7

Name of the Related Party	Standalone Net profits (₹ in Crores) (2024-25)	Standalone Net Profits (₹ in Crores) (2023-24)	Standalone Net Profits (₹ in Crores) (2022-23)
Bosch Global Software Technologies Private Limited	1,438.6 (provisional)	1,341.6	1,103.2
Bosch Chassis Systems India Private Limited	571.6 (provisional)	339.7	232.6
Bosch Automotive Electronics India Private Limited	(67.6) (provisional number, this is after adjusting 100 Crores one-time tax impact on account of reversal of Deferred Tax Asset (DTA) due to merger)	29.6	13.9
ETAS Automotive India Private Limited	(3.3) (provisional)	8.8	5.7
Prebo Automotive Private Limited	6.4	4.1	4.1
Name of the Related Party	Nature of Transactions undertaken (2024-25)	Nature of Transactions undertaken (2023-24)	Nature of Transactions undertaken (2022-23)
Bosch Global Software Technologies Private Limited	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Purchase of property, plant & eqpt. 5) Purchase of goods 6) Professional, consultancy & other charges	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Purchase of property, plant & eqpt. 5) Purchase of goods 6) Professional, consultancy & other charges	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Purchase of property, plant & eqpt. 5) Purchase of goods 6) Professional, consultancy & other charges
Bosch Chassis Systems India Private Limited	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Purchase of goods	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Purchase of goods 4) Professional, consultancy & other charges	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Purchase of goods 4) Professional, consultancy & other charges
Bosch Automotive Electronics India Private Limited	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Interest Income 5) Purchase of goods 6) Professional, consultancy & other charges 7) Inter-corporate Loans	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Interest Income 5) Purchase of goods 6) Professional, consultancy & other charges 7) Inter-corporate Loans	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Rental Income 4) Interest Income 5) Purchase of goods 6) Professional, consultancy & other charges 7) Inter-corporate Loans

Name of the Related Party	Nature of Transactions undertaken (2024-25)	Nature of Transactions undertaken (2023-24)	Nature of Transactions undertaken (2022-23)
ETAS Automotive India Private Limited	1) Income from services rendered including reimbursement received 2) Rental Income 3) Purchase of goods 4) Professional, consultancy & other charges	1) Income from services rendered including reimbursement received 2) Rental Income 3) Purchase of goods 4) Professional, consultancy & other charges	1) Income from services rendered including reimbursement received 2) Rental Income 3) Purchase of property, plant & eqpt. 4) Purchase of goods 5) Professional, consultancy & other charges
Prebo Automotive Private Limited	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Purchase of goods	1) Sales of Products 2) Income from services rendered including reimbursement received 3) Purchase of goods 4) Professional, consultancy & other charges	1) Sales of Products 2) Purchase of goods 3) Professional, consultancy & other charges

Name of the Related Party	Source of funds in connection with the proposed transaction	Material covenants of the proposed transaction	Present Rate of Interest Charged	Proposed Rate of Interest
Bosch Global Software Technologies Private Limited	Internal accruals/surplus to be used for lending	1. Net debt/equity ratio of the borrowing company is capped at 2.5:1; 2. Borrower has not defaulted in the past; 3. Loans will be given for a period of 1 Year or earlier (short term loan) and will be rolled over on a need basis on mutually acceptable terms	NA	Higher of quotes from two banks for similar tenor loans + spread of 10 bps
Bosch Chassis Systems India Private Limited	Internal accruals/surplus to be used for lending	1. Net debt/equity ratio of the borrowing company is capped at 2.5:1; 2. Borrower has not defaulted in the past; 3. Loans will be given for a period of 1 Year or earlier (short term loan) and will be rolled over on a need basis on mutually acceptable terms	NA	Higher of quotes from two banks for similar tenor loans + spread of 10 bps
Bosch Automotive Electronics India Private Limited	Internal accruals/surplus to be used for lending	1. Net debt/equity ratio of the borrowing company is capped at 2.5:1; 2. Borrower has not defaulted in the past; 3. Loans will be given for a period of 1 Year or earlier (short term loan) and will be rolled over on a need basis on mutually acceptable terms	Higher of quotes from two banks for similar tenor loans + spread of 10 bps	Higher of quotes from two banks for similar tenor loans + spread of 10 bps

Name of the Related Party	Source of funds in connection with the proposed transaction	Material covenants of the proposed transaction	Present Rate of Interest Charged	Proposed Rate of Interest
ETAS Automotive India Private Limited	Internal accruals/surplus to be used for lending	<ol style="list-style-type: none"> <li>1. Net debt/equity ratio of the borrowing company is capped at 2.5:1;</li> <li>2. Borrower has not defaulted in the past;</li> <li>3. Loans will be given for a period of 1 Year or earlier (short term loan) and will be rolled over on a need basis on mutually acceptable terms</li> </ol>	NA	Higher of quotes from two banks for similar tenor loans + spread of 10 bps
Prebo Automotive Private Limited	Internal accruals/surplus to be used for lending	<ol style="list-style-type: none"> <li>1. Net debt/equity ratio of the borrowing company is capped at 2.5:1;</li> <li>2. Borrower has not defaulted in the past;</li> <li>3. Loans will be given for a period of 1 Year or earlier (short term loan) and will be rolled over on a need basis on mutually acceptable terms</li> </ol>	NA	Higher of quotes from two banks for similar tenor loans + spread of 10 bps

This being a transaction with related parties, all the related parties of the Company (including promoters) shall abstain from voting.

Save and except the Directors holding position of Directorship in the Companies as mentioned above, none of the other Directors and Key Managerial Persons of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution set out in the Notice.

None of the Directors and KMP of the Company is inter-se related to each other.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the Notice for approval of the members.

By Order of the Board

**V. Srinivasan**

Company Secretary & Compliance Officer  
M. No. A16430

Date: May 27, 2025

Place: Colombo, Sri Lanka

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938, 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)]

**73<sup>rd</sup> Annual General Meeting on August 05, 2025**

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 73<sup>rd</sup> Annual General Meeting of Company, to be held on Tuesday, August 05, 2025 at 11.00 a.m. (IST) at **WINGS Baldwin Auditorium, Baldwin Boys High School campus, 14, Hosur Road, Richmond Town, Bengaluru – 560025, Karnataka** and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Type of Resolution	For	Against
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**ORDINARY BUSINESS**

1.	Adoption of Standalone Financial Statements for the financial year ended March 31, 2025.	Ordinary		
2.	Adoption of consolidated Financial Statements for the financial year ended March 31, 2025.	Ordinary		
3.	Declaration of Final dividend.	Ordinary		
4.	Re-appointment of Mr. Sandeep Nelamangala (DIN: 08264554) as a Director liable to retire by rotation.	Ordinary		

**SPECIAL BUSINESS**

5.	Ratification of remuneration payable to Cost Auditors.	Ordinary		
6.	Appointment of Secretarial Auditor of the Company.	Ordinary		
7.	Revision in the terms and conditions of remuneration of Mr. Guruprasad Mudlapur (DIN: 07598798), Managing Director	Ordinary		
8.	Revision in the terms and conditions of remuneration of Mr. Sandeep Nelamangala (DIN: 08264554), Joint Managing Director	Ordinary		
9.	Re-appointment of Mr. Guruprasad Mudlapur (DIN: 07598798) as Managing Director from July 01, 2026, to June 30, 2028.	Ordinary		
10.	Re-appointment of Mr. Sandeep Nelamangala (DIN: 08264554) as Joint Managing Director from July 01, 2026, to June 30, 2029.	Ordinary		
11.	Approval for providing loans to Companies for a further period of 5 years from December 12, 2025 in which Directors of the Company are interested.	Special		

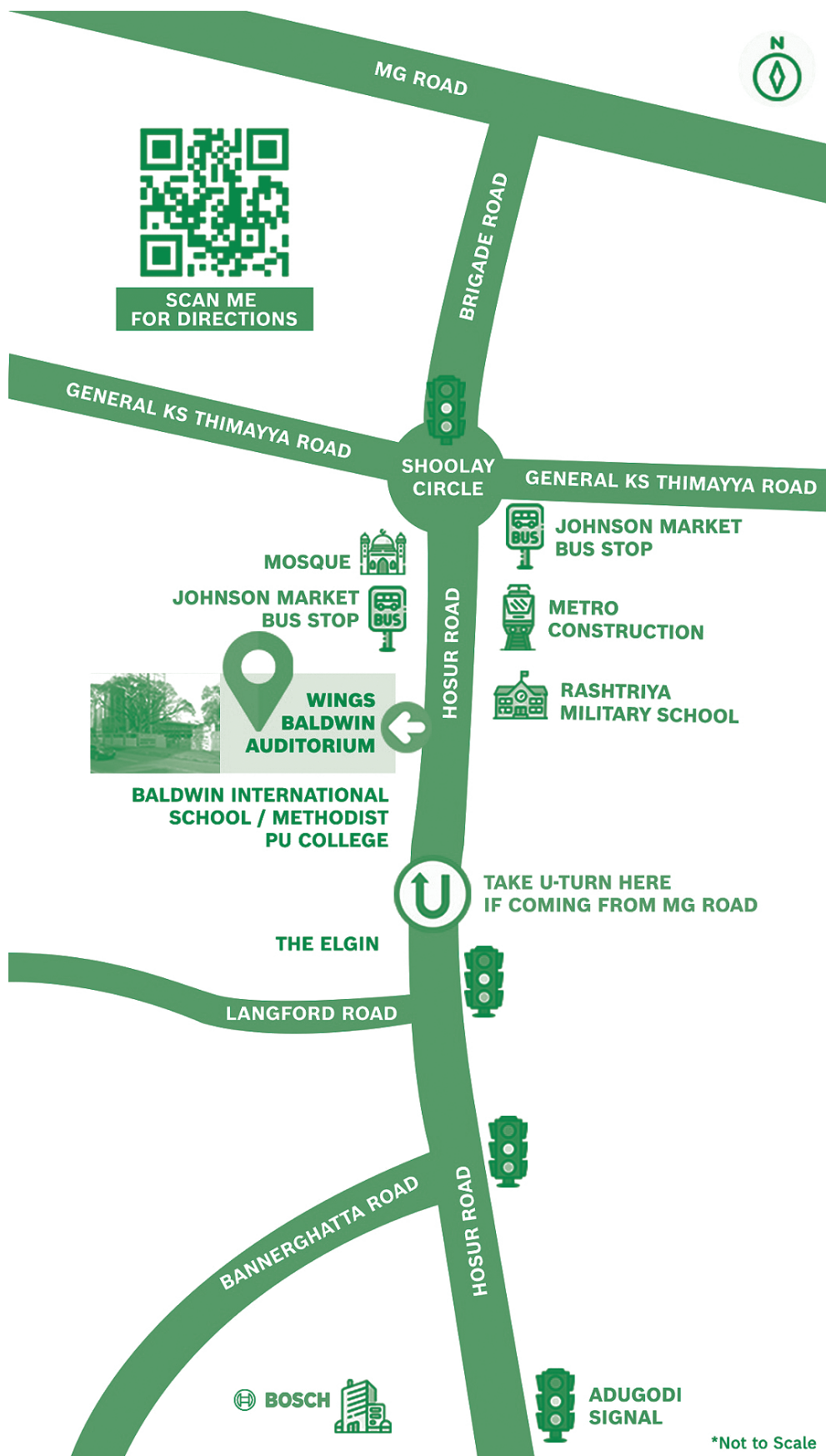
Signed this..... day of..... 2025

.....  
Signature of shareholder.....  
Signature of Proxy holder(s)

**Notes:**

1. This form of proxy 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 73<sup>rd</sup> Annual General Meeting.
3. 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.
4. Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.
5. 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.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. 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.

MAP NOT TO SCALE



\*Not to Scale

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

Registered Office: Hosur Road, Adugodi, Bengaluru-560030, Karnataka, India  
Tel No.: +91-80-67523878, 67524938, Website: [www.bosch.in](http://www.bosch.in);  
e-mail: [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com); [investor@in.bosch.com](mailto:investor@in.bosch.com)

**ATTENDANCE SLIP**

**73<sup>rd</sup> ANNUAL GENERAL MEETING**

Day: Tuesday, Date: August 05, 2025, Time: 11.00 a.m.  
Venue: WINGS Baldwin Auditorium, Baldwin Boys High School campus  
14, Hosur Road, Richmond Town, Bengaluru – 560025, Karnataka

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I hereby record my presence at the 73<sup>rd</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.**

..... Tear Here.....