BOSCH LIMITED
(CIN: L85110KA1951PLC000761)
Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030.
Tel: +91 9262105247
Website: www.bosch.in; E-mail: secretarial.corp@in.bosch.com

NOTICE is hereby given that the **Seventy Fourth (74th)** Annual General Meeting of Bosch Limited (the "Company") will be held on **Tuesday, August 11, 2026, at 11:00 a.m. (IST) at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road Bengaluru-560 001**, 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, 2026, 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, 2026, 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, 2026, 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, 2026, 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 ₹ 270 /- on equity shares for the Financial Year ended March 31, 2026:**

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

   "RESOLVED THAT a final dividend of ₹ 270 /- (Rupees Two Hundred Seventy only) per equity share of ₹ 10/- each be declared for the Financial Year ended March 31, 2026 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members of the Company as on August 04, 2026 (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."

4. **Re-appointment of Mr. Stefan Grosch (DIN: 10145827), 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(6) and any other applicable provisions of the Companies Act, 2013, Mr. Stefan Grosch (DIN: 10145827), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

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 ₹ **8,00,000** (Rupees Eight 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 2026-27."

6. **Material Related Party Transaction with Robert Bosch GmbH (RB GmbH):**

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

   "RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, along with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transaction policy of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company **("the Board")**, which expression shall also include a committee thereof duly constituted by the Board, to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Robert Bosch GmbH (RB GmbH), ultimate holding company of Bosch Limited, accordingly a Related Party of the Company, on such terms and conditions as maybe agreed between both the parties, for an aggregate value not exceeding **Rs.9,000 Crores from 74th AGM to be held in 2026 to 75th AGM to be held in 2027** provided such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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

7. **Material Related Party Transaction with Bosch Automotive Electronics India Private Limited:**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 **("Act")** read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, as amended till date, along with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Related Party Transaction policy of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company **("the Board")**, which expression shall also include a committee thereof duly constituted by the Board, to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement with Bosch Automotive Electronics India Private Limited, fellow subsidiary company of Bosch Limited, accordingly a Related Party of the Company, on such terms and conditions as maybe agreed between both the parties, for an aggregate value not exceeding **Rs.4,000 Crores from 74th AGM to be held in 2026 to 75th AGM to be held in 2027** provided such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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

8. **Appointment of Mr. Ramesh Ramadurai (DIN: 07109252) as a Non-Executive Independent Director for a term of five (5) years:**

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

"**RESOLVED THAT** Mr. Ramesh Ramadurai (DIN: 07109252), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from May 21, 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (**"Act"**) read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, the appointment of Mr. Ramesh Ramadurai (DIN: 07109252) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) years commencing from May 21, 2026 till May 20, 2031.**"**

By Order of the Board

V. Srinivasan
Company Secretary & Compliance Officer
M. No. A16430
Date: May 20, 2026
Place: Bengaluru
Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030.

NOTES:

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at Item nos. 5-9 of the Notice is annexed hereto. Further, the information required according to SEBI Master Circular dated January 30, 2026 (HO/49/14/14(7)2025-CFD-POD2/I/3762/2026) along with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) relating to Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), details of Directors whose re-appointment/appointment is/are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2) is also appended hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY**.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.

3. If a Proxy is appointed for more than fifty (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, 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 for Cut-off date for e-voting**: Tuesday August 04, 2026.**
13. **Dividend:** Subject to Section 126 of the Act, dividend, if declared, will be paid, on or after **August 14, 2026** 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 **August 04, 2026** and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
14. **TDS on Divided:** As per the Income-tax Act, 2025 (the Act), dividends paid or distributed by a company shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct tax at source at the time of making the payment of Dividend.
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. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report 2025-26 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 Companies Act and relevant documents referred in the Notice will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM i.e., **August 11, 2026**.

20. **Route Map:** Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 74th AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.

    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 07, 2026 (9.00 a.m. IST) and ends on Monday, August 10, 2026 (5.00 p.m. IST) (both days inclusive)**. During this period, Members holding shares, as on the **Cutoff date i.e., Tuesday, August 04, 2026**, 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.

21. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 09, 2020 read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

22. 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.

23. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.

24. Instructions for Members for remote e-voting are as under:

    The remote e-voting period commences on **Friday, August 07, 2026, (9.00 a.m. IST) and ends on Monday, August 10, 2026 (5.00 p.m. IST) (both days inclusive)**. During this period, Members holding shares, as on the Cutoff date i.e., **Tuesday, August 04, 2026**, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia. com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration

Type of shareholders	Login Method
	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 www. cdslindia. com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices. nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg. jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www. evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com 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 evoting@ nsdl.co.in 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.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" module.

(iii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric. * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * 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 irg@integratedindia.in

For Shareholders holding shares in Demat Form and Physical Form	
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "**SUBMIT"** tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote 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: 260612003 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 evoting only)

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 favor 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 (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, Manager, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

25. 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.

26. 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 and receives this notice shall treat the same for information purposes only.

27. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 20, 2026, 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 Scrutinizers will submit a report to the Chairman of the Company or any other person authorized by the Chairman, after taking into account votes cast at the AGM as well as through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting along with the Scrutinizer's Report will be sent to the Stock Exchanges and will also be uploaded on website of the Company and CDSL.

28. Telephone number / toll free number /Help Desk numbers: Toll Free: 18002109911,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

29. **Web Cast:** Your Company is pleased to provide one-way live webcast of the proceedings of the **AGM on August 11, 2026, from 11 A.M. onwards** till the conclusion of the meeting. Shareholders are required to use their Evoting login credentials for accessing webcast link. On successful login shareholders will reach at the link "live streaming" from where you can ONLY VIEW the proceeding of our 74th 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.

30. Electronic copy of the full Annual Report for the FY 2025-26 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 74th 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 Participants(s) for communication purposes. For members who have not registered their email addresses, the company will be sending a letter with web-link to access the company's Annual Report 2025-26 and AGM notice.

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 9 OF THE NOTICE.

ITEM No.5

Ratification of remuneration of Cost Auditors:

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 20, 2026, 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 2026-27 at a remuneration of Rs. 800,000 (Rupees Eight 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 (for MCA reporting)	CETA Heading (wherever applicable)	No. of tariff items/ Products/ services	Turnover for 2024-25 in MINR
1	(a) Spark Plugs (b) Glow Plugs (c) Ignition Coil	Electricals or electronic machinery	8511	3	5,792
2	(a) Nozzle Holder Assembly (b) Components (c) Fuel Rail Assembly	Other machinery and Mechanical Appliances	8409	3	28,753
3	(a) LAG, SAG, Rotary Drill, Hammer, Marble Cutter (b) Impact drilling machine	Other machinery and Mechanical Appliances	8467	2	4,284
4	(a) Fuel Injection Pump (b) Components	Other machinery and Mechanical Appliances	8413	2	28,806
5	Blower	Other machinery and Mechanical Appliances	8414	1	379
6	Machines	Other machinery and Mechanical Appliances	8466	1	24
7	Machines	Other machinery and Mechanical Appliances	8479	1	1,081
8	Components	Electricals or electronic machinery	8481	1	3,416
9	Components	Rubber and allied products	4009	1	575

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, 2027.

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

Material Related Party Transaction with Robert Bosch GmbH (RB GmbH):

Background:

Bosch Group is a leading global supplier of technology and services. It employs roughly 413,000 associates worldwide (as of December 31, 2025). The Company generated sales of 91 billion euros in the 2025 fiscal year. Its business operations are divided into four business sectors: Mobility, Industrial Technology, Consumer Goods and Energy and Building Technology. Through its business operations, the Company wants to play role in shaping universal trends such as artificial intelligence, digitalization, electrification, and automation from a technological perspective. Bosch's broad diversification across regions and industries strengthens its innovativeness and robustness. The Company uses its proven expertise in hardware, software, and services to offer customers cross-domain solutions from a single source. It also applies its expertise in connectivity and artificial intelligence to develop and manufacture smart, user-friendly, sustainable products. With technology that is "Invented for life," Bosch wants to help improve quality of life, while conserving natural resources. The Bosch Group comprises Robert Bosch GmbH and its roughly 500 subsidiaries and regional companies in over 60 countries. Together with its sales and service partners, Bosch's global manufacturing, engineering, and sales network covers nearly every country in the world. Innovation is central to Bosch's continued development. Bosch Limited (the "Company") is a stepdown subsidiary of Robert Bosch GmbH, Germany and a flagship listed company of Robert Bosch (RB) GmbH in India. RB GmbH, the ultimate holding company, holds 70.54% equity stake in the Company through Robert Bosch Internationale Beteiligungen AG (67.76%) and Bosch Global Software Technologies Private Limited (2.78%).

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

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

To sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Robert Bosch GmbH, Germany, and other Bosch Group companies.

Members may recall that they had accorded their approval for entering into Material Related Party Transactions with Robert Bosch GmbH for a period of 4 years starting from 72nd AGM held in 2024 to 76th AGM to be held in the year 2028 at the 72nd Annual General Meeting of the Company held on August 07, 2024. However, pursuant to SEBI (LODR) (Third Amendment) Regulations, 2025; the Company is required to obtain a fresh approval of the members that shall be valid upto the next Annual General Meeting (AGM) i.e. 75th Annual General Meeting to be held in the year 2027.

The management has provided the Audit Committee with the relevant details of various proposed Related Party Transactions including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the Related Party Transactions with Robert Bosch GmbH, for an aggregate value upto ₹ 9,000 Crores from the date of AGM in 2026 to AGM 2027. The Audit Committee has noted that the said transactions with Robert Bosch GmbH will be in the ordinary course of business of the Company and at arm's length basis.

The Audit Committee has reviewed the certificate provided by CEO/ Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed Related Party Transactions between the Company and Robert Bosch GmbH, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are as follows:

Details of the proposed transaction:

Sr No.	Particulars of Transaction	Details
a.	Type, material terms and particulars of the proposed transaction	Details as per Annexure A
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Robert Bosch (RB) GmbH, Germany Relationship: Ultimate holding company (RB, GmbH holds 70.54% equity of Bosch Limited)
c.	Tenure of the proposed transaction	Details as per Annexure A
d.	Value of the proposed transaction	Details as per Annexure A
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	45% (Based on turnover for 2025-26)
f.	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Details as per Annexure A
h.	A copy of the valuation or other external party report, if any such report has been relied upon	None
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	1% (Based on turnover for CY 2025)
j.	Any other information that may be relevant	None

Sr No.	Particulars of Transaction	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided below.
2	Justification as to why the proposed transaction is in the interest of the listed entity and basis for determination of price and other material terms and conditions of RPT	Details as per Annexure A
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board at their meeting held on May 19, 2026, and May 20, 2026, respectively. The Board is of the opinion that based on the reasons as mentioned in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 6 for your approval by way of an Ordinary Resolution.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	None
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not Applicable
7	Any other information that may be relevant	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Disclosure requirements as per SEBI RPT Industry standards (Summary)		
Name of the listed entity		Bosch Limited
Name of the related party		Robert Bosch (RB), GmbH, Germany
Part A: Details of related party & transactions with related party		Provided
Part B: Information to be provided for specific type of RPT proposed to be undertaken:		
B1	Sale, purchase or supply of goods or services or any other similar transaction & trade advances	Provided
B2	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	Not Applicable
B3	Transactions relating to investment made by the listed entity	Not Applicable
B4	Guarantee (incl. performance guarantee), surety, indemnity or comfort letter made or given by listed entity	Not Applicable
B5	Transactions relating to borrowings by the listed entity	Not Applicable
B6	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	Not Applicable
B7	Transactions relating to payment of royalty	Not Applicable
Part C: Information to be provided for specific type of RPT proposed to be undertaken is a Material RPT		
C1	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	Not Applicable
C2	Transactions relating to investment made by the listed entity	Not Applicable
C3	Guarantee (incl. performance guarantee), surety, indemnity or comfort letter made or given by listed entity	
C4	Transactions relating to borrowings by the listed entity	Not Applicable
C5	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	
C6	Transactions relating to payment of royalty	Not Applicable

Sr No.	Particulars of Information	Information provided by the Management
A (1). Basic details of the related party		
1	Name of the related party	Robert Bosch (RB), GmbH
2	Country of incorporation of the related party	Germany
3	Nature of business of the related party	Leading global supplier of technology & services in the business sectors of Mobility, Industrial technology, Consumer goods and Energy & Building technology
A (2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Ultimate holding company
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	70.54%
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

Sr No.	Particulars of Information	Information provided by the Management
A(3). Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	

		2025-26 (MINR)
1.	Purchase of goods	42,524
2.	Purchase of machinery	614
3.	Sale of goods	11,227
4.	Sale of services (incl. re-imbursement of expenses)	2,183
5.	Purchase of services	5,606
TOTAL		**62,154**

Sr No.	Particulars of Information	Information provided by the Management
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
A(4). Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	Not exceeding 90,000 MINR
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	45% (Based on turnover for 2025-26)
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1% (Based on turnover for CY 2025)
6	Financial performance of the related party for 2025 (based on consolidated results converted from EUR to INR using average exchange rate for 2025)	See table below
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	

Turnover (MINR)	Profit/ (loss) After Tax (MINR)	Net Worth (MINR)
8,957,517	(35,744)	4,767,122

Sr No.	Particulars of Information	Information provided by the Management
A (5). Basic details of the proposed transaction		
1	Specific type of the proposed transaction	Details as per Annexure A
	(e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2	Details of each type of the proposed transaction	
3	Value of the proposed transaction during a financial year.	
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
4	Tenure of the proposed transaction (tenure in number of years or months to be specified)	
5	Whether omnibus approval is being sought?	
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	

Sr No.	Particulars of Information	Information provided by the Management
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	None
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None
9	Other information relevant for decision making.	None

Part B: Additional Information

B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Details as per Annexure A
2	Basis of determination of price.	
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

Annexure A

Basic details of proposed transactions

Sr No.	Specific type of proposed transaction	Sale of goods	Sale of services (including reimbursements)	Purchase of machinery	Purchase of goods	Purchase of services (including reimbursements)
1	Value of proposed transactions (in MINR)	17,900	4,000	1,200	58,800	8,100
2	Details of proposed transaction	Sale of manufactured goods pertaining to automotive segment	1. Application & engineering services pertaining to automotive segment 2. Services related to purchasing activities 3. Re-imbursement of expenses	Used machines for manufacture of components	Purchase of raw materials & components and traded goods pertaining to automotive segment	1. Application & engineering services for product development 2. Central support charges for IT, Purchasing, Accounting, HR and other central functions
3	Tenure of the proposed transaction (viz. months)	12	12	12	12	12
4	Whether omnibus approval is being sought ?	Yes	Yes	Yes	Yes	Yes
5	Value of proposed transaction during a financial year (if the proposed transaction will be executed over more than 1 financial year, provide estimated break up financial year wise)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Sr No.	Specific type of proposed transaction	Sale of goods	Sale of services (including reimbursements)	Purchase of machinery	Purchase of goods	Purchase of services (including reimbursements)
6	Justification as to why the RPT's proposed to be entered into are in the interest of the listed entity	Sales to RB, GmbH increases export volumes, improves capacity utilization and ensures stable revenue generation while leveraging the Bosch's established global distribution network.	The application & engineering and purchasing services offered strengthens group synergies and optimizes resource utilization, thereby reducing cost & generating additional revenue to Bosch Limited.	Used machinery sourced will be cost advantageous, thereby enabling cost optimization, while maintaining the required quality of the products produced.	The goods purchased from RB, GmbH are specialized products, exclusively used in manufactured products sold in the automotive segment, which involve proprietary know-how which will enable to fulfill customer requirements, thereby generating sales revenue & maintaining/ improving Bosch Limited's profitability.	The services obtained from RB, GmbH are specialized services which involve use of Bosch proprietary know-how, processes as well as expert competencies. Bosch Limited utilizes these services which are cost effective due to economies of scale and optimum utilization of resources.
7	Basis of determination of price	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred for manufacture of the product after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses. Reimbursements of expenses incurred are recovered at cost.	The price for import of machinery is determined based on Chartered Engineers certified value at the time of import.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The purchase price of raw materials and components is determined based on the total cost incurred after adding appropriate margin. The margin is based on an Independent benchmarking study done for similar businesses and varies based on the country of origin. For trade goods, the purchase price is based on pricing model of Resale minus margin.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The purchase price of services received is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study for each segment of business. Reimbursements of expenses are charged at cost.

Sr No.	Specific type of proposed transaction	Sale of goods	Sale of services (including reimbursements)	Purchase of machinery	Purchase of goods	Purchase of services (including reimbursements)
8	Bidding or other process (viz. rationale) applied for choosing the party	Sales to RB, GmbH is executed based on the orders received for manufacture and sale of automotive components being specialized in nature.	Based on the requirements of RB, GmbH, Bosch Limited provides specialized engineering, application & purchasing services in the automotive segment which are unique to Bosch group.	Machinery required for localizing products is available with RB, GmbH which is cost advantageous (as compared to procuring a new machine from third party).	Customers choose Bosch for its technological expertise, capabilities & quality. Hence, Bosch Limited imports these specialized raw materials & components and finished goods which are specifically required to meet the customer demands.	These services cannot be outsourced to third parties as it involves use of Bosch proprietary technologies and know-how.

The said transaction, being a material Related Party Transaction, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Whilst the approval of the members is being sought for the total value of RPT's, the value shown against various categories of nature of transactions above are indicative and may vary inter se. However, the total value of RPTs will remain within the overall limit of ₹ 9,000 Crores, as may be approved by the members.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 6.

Further the members may note that none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 6 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee; the Board of Directors recommends the Ordinary Resolution contained in Item No. 6 of the accompanying Notice to the Members for their approval.

ITEM No. 7

Material Related Party Transaction with Bosch Automotive Electronics India Private Limited:

Background:

Bosch Automotive Electronics India Private Limited is the fellow subsidiary company of Bosch Limited ("The Company) and accordingly, a related party of the Company. Members may recall that they had accorded their approval for entering Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for a period of 4 years starting from 72nd AGM held in 2024 to 76th AGM to be held in the year 2028 at the 72nd Annual General Meeting of the Company held on August 07, 2024. However, pursuant to SEBI (LODR) (Third Amendment) Regulations, 2025, the Company is required to obtain a fresh approval of the members that shall be valid up to the next Annual General Meeting (AGM) i.e. 75th Annual General Meeting to be held in the year 2027.

The management has provided the Audit Committee with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering the RPTs with Bosch Automotive Electronics India Private Limited, for an aggregate value up to ₹ 4,000 Crores from the date of AGM in 2026 to AGM 2027. The Audit Committee has noted that the said transactions with Bosch Automotive Electronics India Private Limited will be in the ordinary course of business of the Company and at an arm's length basis.

The Audit Committee has reviewed the certificate provided by CEO/ Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and Bosch Automotive Electronics India Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are as follows:

Details of the proposed transaction:

Sr No.	Particulars of Transaction	Details
a.	Type, material terms and particulars of the proposed transaction	Details as per Annexure B
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Bosch Automotive Electronics India Private Limited (RBAI) Relationship: Fellow subsidiary company
c.	Tenure of the proposed transaction	Details as per Annexure B
d.	Value of the proposed transaction	Details as per Annexure B
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (excluding loans) (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	11% (Based on turnover for 2025-26)
f.	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	Details as per Annexure B
h.	A copy of the valuation or other external party report, if any such report has been relied upon	None
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT (excluding loans) on a voluntary basis	57% (Based on turnover for 2024-25)
j.	Any other information that may be relevant	None

Sr No.	Particulars of Transaction	Details
1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The Information as placed before the Audit Committee as specified in the RPT Industry Standards is provided below.
2	Justification as to why the proposed transaction is in the interest of the listed entity and basis for determination of price and other material terms and conditions of RPT	Details as per Annexure B
3	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board at their meeting held on May 19, 2026, and May 20, 2026, respectively. The Board is of the opinion that based on the reasons as mentioned in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 7 for your approval by way of an Ordinary Resolution.
5	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	None
6	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not Applicable
7	Any other information that may be relevant	None

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Disclosure requirements as per SEBI RPT Industry standards (Summary)		
Name of the listed entity:	Bosch Limited	
Name of the related party:	Bosch Automotive Electronics India Private Limited (RBAI), India	
Part A: Details of related party & transactions with related party		Provided
Part B: Information to be provided for specific type of RPT proposed to be undertaken:		
B1	Sale, purchase or supply of goods or services or any other similar transaction & trade advances	Provided
B2	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	Provided
B3	Transactions relating to investment made by the listed entity	Not Applicable
B4	Guarantee (incl. performance guarantee), surety, indemnity or comfort letter made or given by listed entity	Not Applicable
B5	Transactions relating to borrowings by the listed entity	Not Applicable
B6	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	Provided
B7	Transactions relating to payment of royalty	Not Applicable
Part C: Information to be provided for specific type of RPT proposed to be undertaken is a Material RPT		
C1	Transactions relating to loans & advances (other than trade advances) or inter-corporate deposits given by listed entity	Provided
C2	Transactions relating to investment made by the listed entity	Not Applicable
C3	Guarantee (incl. performance guarantee), surety, indemnity or comfort letter made or given by listed entity	Not Applicable
C4	Transactions relating to borrowings by the listed entity	Not Applicable
C5	Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate	Provided
C6	Transactions relating to payment of royalty	Not Applicable

Sr No.	**Particulars of Information**	**Information provided by the Management**
A(1). Basic details of the related party		
1	Name of the related party	Bosch Automotive Electronics India Private Limited (RBAI)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Engaged in development, manufacturing & sale of automotive electronic components and systems, including electronic control units, sensors, and related engineering support services.
A(2). Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Fellow subsidiary company
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	

<table>
<tr><th>Sr No.</th><th>Particulars of Information</th><th>Information provided by the Management</th></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><th></th><th></th><th>2025-26 (MINR)</th></tr>
<tr><td>1.</td><td>Purchase of goods</td><td>14,040</td></tr>
<tr><td>2.</td><td>Sale of goods</td><td>315</td></tr>
<tr><td>3.</td><td>Sale of services (incl. re-imbursement of expenses)</td><td>347</td></tr>
<tr><td>4.</td><td>Rental income</td><td>191</td></tr>
<tr><td>5.</td><td>Interest income</td><td>569</td></tr>
<tr><td>6.</td><td>Purchase of services</td><td>201</td></tr>
<tr><td>7.</td><td>Loan given/renewed</td><td>8,000</td></tr>
<tr><td colspan="2">TOTAL</td><td>23,663</td></tr>
</table>
</td></tr>
<tr><td></td><td>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>None</td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>Not exceeding 40,000 MINR</td></tr>
<tr><td></td><td>- There of Purchase/Sale of goods/services, rental & interest income</td><td>Not exceeding 22,900 MINR</td></tr>
<tr><td></td><td>- There of Loans given/renewed</td><td>Not exceeding 17,100 MINR</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions (excluding loans) as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>11% (Based on turnover for 2025-26)</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions (excluding loans) as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>57% (Based on turnover for 2024-25)</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year (2024-25).</td><td></td></tr>
<tr><td></td><td>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>
<table>
<tr><th>Turnover (MINR)</th><th>Profit/ (loss) After Tax (MINR)</th><th>Net Worth (MINR)</th></tr>
<tr><td>40,212</td><td>(529)</td><td>4,176</td></tr>
</table>
</td></tr>
<tr><td colspan="3">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction</td><td rowspan="8">Details as per Annexure B</td></tr>
<tr><td></td><td>(e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td></tr>
<tr><td>3</td><td>Value of the proposed transaction during a financial year.</td></tr>
<tr><td></td><td>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td></tr>
<tr><td>4</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td></tr>
<tr><td>5</td><td>Whether omnibus approval is being sought?</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.</td></tr>
</table>

Sr No.	Particulars of Information	Information provided by the Management
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	None
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Nil
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	None
9	Other information relevant for decision making.	None
Part B: Additional Information		
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Details as per Annexure B
2	Basis of determination of price.	
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	
B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1	Source of funds in connection with the proposed transaction.	Reserves & Surplus
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9.2% p.a. (Estimated Interest income: 1,300 MINR)
5	Maturity / due date	12 months from the date of disbursement/renewal of the loan
6	Repayment schedule & terms	*Repayment:* One year from the date of disbursement of the loan or earlier *Renewal:* Based on mutually acceptable terms
7	Whether secured or unsecured?	Secured
8	If secured, the nature of security & security coverage ratio	Corporate guarantee from Robert Bosch, GmbH *Security coverage ratio*: 100%
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working capital requirements & capacity expansion
B(6). Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate		
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Leasing limited to Bosch group companies within India

Sr No.	Particulars of Information	Information provided by the Management
	Basis of determination of price	Negotiation based on benchmarked rentals as per prevailing market rates at the time of leasing with year-on-year escalation (Estimated rental income from land and factory buildings leased: 300 MINR)
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate	Optimum usage of available space
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last 3 financial years:	Not Applicable
	Turnover	
	Net Worth	
	Net profit	
	Net profit margin	
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity due to sale of the subsidiary / undertaking	
	(a) Expected impact on turnover	
	(b) Expected impact on net worth	
	(c) Expected impact on net profits	
PART C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1	Latest credit rating of the related party	A separate credit rating has not been obtained, as the entire loan is fully guaranteed by the parent company, Robert Bosch GmbH
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
	Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	
C(5). Transactions relating to sale, lease or disposal of assets of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate		
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Total amount of lease rental income for 2025-26 is 191 MINR
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	Not Applicable
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

Annexure B

Basic details of proposed transactions

Sr No.	Specific type of proposed transaction	Sale of goods	Sale of services (including reimbursements)	Purchase of goods & others	Purchase of services (including reimbursements)
1	Value of proposed transaction (MINR)	1,100	900	19,000	300
2	Details of proposed transaction	Sale of Assembly Lines and Other automotive products	1. Application & engineering services pertaining to automotive segment 2. Sales support & other corporate services 3. Re-imbursement of expenses	Purchase of goods pertaining to automotive segment	Rental & other charges for Power tools manufacturing plant in Chennai and Other services
3	Tenure of the proposed transaction (viz. months)	12	12	12	12
4	Whether omnibus approval is being sought ?	Yes	Yes	Yes	Yes
5	Value of proposed transaction during a financial year (if the proposed transaction will be executed over more than 1 financial year, provide estimated break up financial year wise)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Justification as to why the RPT's proposed to be entered into are in the interest of the listed entity	Sales to RBAI increases capacity utilization and ensures stable revenue generation for Bosch Limited.	The application, engineering & other services offered strengthens group synergies and optimizes resource utilization, thereby reducing cost & generating additional revenue to Bosch Limited.	The goods purchased from RBAI are specialized products, exclusively for sale to OEM's in automotive segment, which involve proprietary know-how that will enable to fulfill customer requirements, thereby generating sales revenue & maintaining/improving Bosch Limited's profitability.	Use of available space at RBAI, optimizes the cost of operations for Bosch Limited.
7	Basis of determination of price	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length. The sale price is determined based on the total cost incurred after adding appropriate margin.	Intercompany transactions within Bosch group are governed by transfer pricing regulations to ensure that the transactions are carried out at arm's length.	Rentals paid are benchmarked to prevailing market rates, and all other charges are paid at cost.

Sr No.	Specific type of proposed transaction	Sale of goods	Sale of services (including reimbursements)	Purchase of goods & others	Purchase of services (including reimbursements)
		The sale price is determined based on the total cost incurred for manufacture of the product after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	The margin is based on an independent benchmarking study done for similar businesses. Reimbursements of expenses incurred are recovered at cost.	The purchase price of goods is determined based on the total cost incurred after adding appropriate margin. The margin is based on an independent benchmarking study done for similar businesses.	
8	Bidding or other process (viz. rationale) applied for choosing the party	Bosch Limited's machine building division specializes in manufacturing & sale of special purpose machinery; these are enquiries received for manufacture of specialized assembly lines.	Based on the requirements of RBAI, Bosch Limited provides specialized engineering, application & other services in the automotive segment which are unique to Bosch group.	Business acquisitions from customers are based on the portfolio of products offered by Bosch. Customers choose Bosch for its technological expertise, capabilities & quality. Hence, Bosch Limited purchases these specialized goods which are specifically required to meet the customer demands.	Benefits derived on account of use of available space in a readily available set up reduces the cost of operations for Bosch Limited.

Whilst the approval of the members is being sought for the total value of RPT's, the value shown against various categories of nature of transactions above are indicative and may vary inter se. However, the total value of RPTs will remain within the overall limit of ₹ 4,000 Crores, as may be approved by the members.

The said transactions, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 7.

Further the members may note that none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 7 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 7 of the accompanying Notice to the Members for their approval.

ITEM No. 8

Appointment of Mr. Ramesh Ramadurai (DIN: 07109252) as a Non-Executive Independent Director for a term of five (5) years:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, in its meeting held on May 20, 2026, appointed Mr. Ramesh Ramadurai (DIN: 07109252) as an Additional Non-Executive Independent Director of the Company for a term of five years commencing from May 21, 2026 to May 20, 2031, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Skills and capabilities required and the manner in which Mr. Ramesh Ramadurai meets such requirements:

In the opinion of the Board and the Nomination and Remuneration Committee, the following table summarizes the core skills/expertise/ competencies required for the Independent Director in the context of the Company's business:

Strategic Management	Governance, Risk and Compliance	Industry Knowledge and Experience	International exposure	Accounting and Finance	Sales and Marketing	Technology	Human Capital and Diversity	Management of P&L
✓	✓	✓	✓	✓	✓	✓	✓	✓

Based on his skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Ramesh Ramadurai as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Ramesh Ramadurai confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ramesh Ramadurai to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member signifying his candidature for the office of Director.

Mr. Ramesh Ramadurai has no shareholding in the Company.

Further, Mr. Ramesh Ramadurai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Ramesh Ramadurai has also confirmed that he is not debarred from holding the office of a Director by virtue of order passed by SEBI or any other such authority.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ramesh Ramadurai has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Ramesh Ramadurai is eligible to be appointed as an Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

The letter of appointment of Mr. Ramesh Ramadurai setting out the Terms and Conditions of appointment are made available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting i.e. August 10, 2026.

Except Mr. Ramesh Ramadurai, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board recommends the special resolution set out at Item No.8 of this notice for the approval of 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):

Name of the Director	Mr. Stefan Grosch
Director Identification Number (DIN)	10145827
Date of Birth	May 19, 1966
Age	60 years
Date of first Appointment	May 10,2023
Relationship with Directors and Key Managerial Personnel	Nil
Brief profile	Mr. Stefan Grosch has been a member of the board of management and director of industrial relations at Robert Bosch GmbH since April 01, 2023. His responsibilities include human resources and social welfare. In addition, he is responsible for occupational safety, environmental protection and sustainability, legal services, compliance management, and taxes as well as the Bosch business in India. Stefan Grosch was born in Mönchengladbach, Germany, on May 19, 1966. He is married and has two sons. Grosch studied business administration at the University of Cologne, Germany, and the ESADE business school in Barcelona, Spain. **Career stages in the Bosch Group 1992** Junior manager program, controlling/logistics, Starter Motors and Generators division, Schwieberdingen, Germany **1996** Head of logistics planning, head of plant controlling and financial accounting, Treto, Spain **2000** Commercial plant manager and head of finance and controlling for Bosch Latin America, Campinas, Brazil **2004** Corporate department for controlling, planning, mergers and acquisitions, Gerlingen, Germany **2007** Commercial vice president for commercial vehicles, Diesel Systems division, Stuttgart, Germany **2013** Head of corporate department for internal auditing, Gerlingen, Germany **2017** Executive vice president for commercial affairs and director of industrial relations, Automotive Steering division, Schwäbisch Gmünd, Germany **October 2022** Executive vice president for commercial affairs, Powertrain Solutions division, Stuttgart, Germany **April 2023** Member of the board of management and director of industrial relations, Robert Bosch GmbH
Expertise in specific functional area	Mr. Stefan Grosch has been a member of the board of management and director of industrial relations at Robert Bosch GmbH since April 01, 2023. His responsibilities include human resources and social welfare. In addition, he is responsible for occupational safety, environmental protection and sustainability, legal services, compliance management, and taxes as well as the Bosch business in India.
Qualification(s)	Business administration at the University of Cologne, Germany, and the ESADE business school in Barcelona, Spain.

Name of the Director	Mr. Stefan Grosch
Terms and conditions of appointment	Was appointed as Non-Executive Non-Independent Director liable to retire by rotation.
Remuneration last drawn (including sitting fees)	Nil
Number of meetings of the Board attended during the financial year 2025-26	4 out of 6 meetings
Board Membership in other Indian listed companies as on the date of this Notice	Nil
Chairmanship/Membership of committees in other Indian listed companies as on the date of this Notice	Nil
Chairmanship/Membership of the Committees of Board of Companies/Body Corporates (including Bosch Limited)	Member of: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Risk Management Committee
Number of shares held in the Company as on the date of this Notice - (a)Own and (b)For other persons on a beneficial basis.	Nil
Listed companies from which the Director has resigned in the past three years	Nil

Name of the Director	Mr. Ramesh Ramadurai
Director Identification Number (DIN)	07109252
Date of Birth	February 13, 1962
Age	64
Date of first Appointment	May 21, 2026
Relationship with Directors and Key Managerial Personnel	Nil
Brief profile	Mr. Ramesh Ramadurai is a 30 plus year veteran with 3M, with a uniquely global business and cross-cultural leadership perspective. He has lived and worked in the US, the Philippines and China for close to fifteen years. During his assignment in China between 2014 and 2019, he had responsibility for 3M's industrial business across all of Asia Pacific. He retired as Managing Director of 3M India Limited, a position he held since June 2019. Prior to joining 3M India Limited, he worked at an offshore oil production platform, and at a leading automotive part and two-wheeler manufacturer in India.
Expertise in specific functional area	General Management of Business Industry and Marketing
Qualification(s)	• Post Graduate Diploma in Management, Indian Institute of Management, Calcutta, 1986. • Bachelor of Technology in Chemical Engineering, Indian Institute of Technology, Kanpur, 1983.
Terms and conditions of appointment	Appointed as a Non-Executive Independent Director for a term of 5 years from May 21, 2026, to May 20, 2031.
Remuneration last drawn (including sitting fees)	Not Applicable. He will be paid Sitting fees and Commission as approved by the Board.
Number of meetings of the Board attended during the financial year 2026-27 (up to the date of this notice)	Not Applicable
Board Membership in other Indian listed companies as on the date of this Notice	• Anthem Biosciences Limited – Independent Director • Centum Electronics Limited – Independent Director
Chairmanship/Membership of committees in other Indian listed companies as on the date of this Notice	• Chairmanship: - Risk Management Committee *(Anthem Biosciences Limited)* • Membership: - Audit Committee *(Anthem Biosciences Limited)* - Nomination and Remuneration Committee *(Anthem Biosciences Limited)* - Stakeholders' Relationship Committee *(Anthem Biosciences Limited)*
Number of shares held in the Company as on the date of this Notice - (a)Own and (b)For other persons on a beneficial basis.	Nil
Listed companies from which the Director has resigned in the past three years	Nil

By Order of the Board

V. Srinivasan
Company Secretary & Compliance Officer
M. No. A16430
Date: May 20, 2026

Place: Bengaluru

BOSCH LIMITED
(CIN: L85110KA1951PLC000761)
Registered Office: Hosur Road, Adugodi, Bengaluru -560 030
Tel: +91 9262105247 | website: www.bosch.in | E-mail: 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)]

74th Annual General Meeting on August 11, 2026

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 74th Annual General Meeting of Company, **to be held on Tuesday, August 11, 2026, at 11.00 a.m. (IST) at Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road Bengaluru-560 001** and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Type of Resolution	For	Against
ORDINARY BUSINESS				
1.	Adoption of Standalone Financial Statements for the financial year ended March 31, 2026.	Ordinary		
2.	Adoption of consolidated Financial Statements for the financial year ended March 31, 2026.	Ordinary		
3.	Declaration of Final dividend of ₹ 270/- on equity shares for the Financial Year ended March 31, 2026.	Ordinary		
4.	Re-appointment of Mr. Stefan Grosch (DIN: 10145827), as a director liable to retire by rotation	Ordinary		
SPECIAL BUSINESS				
5.	Ratification of remuneration payable to Cost Auditors.	Ordinary		
6.	Material Related Party Transaction with Robert Bosch GmbH (RB GmbH)	Ordinary		
7.	Material Related Party Transaction with Bosch Automotive Electronics India Private Limited	Ordinary		
8.	Appointment of Mr. Ramesh Ramadurai (DIN: 07109252) as a Non-Executive Independent Director for a term of five (5) years	Special		

Signed this.. day of 2026

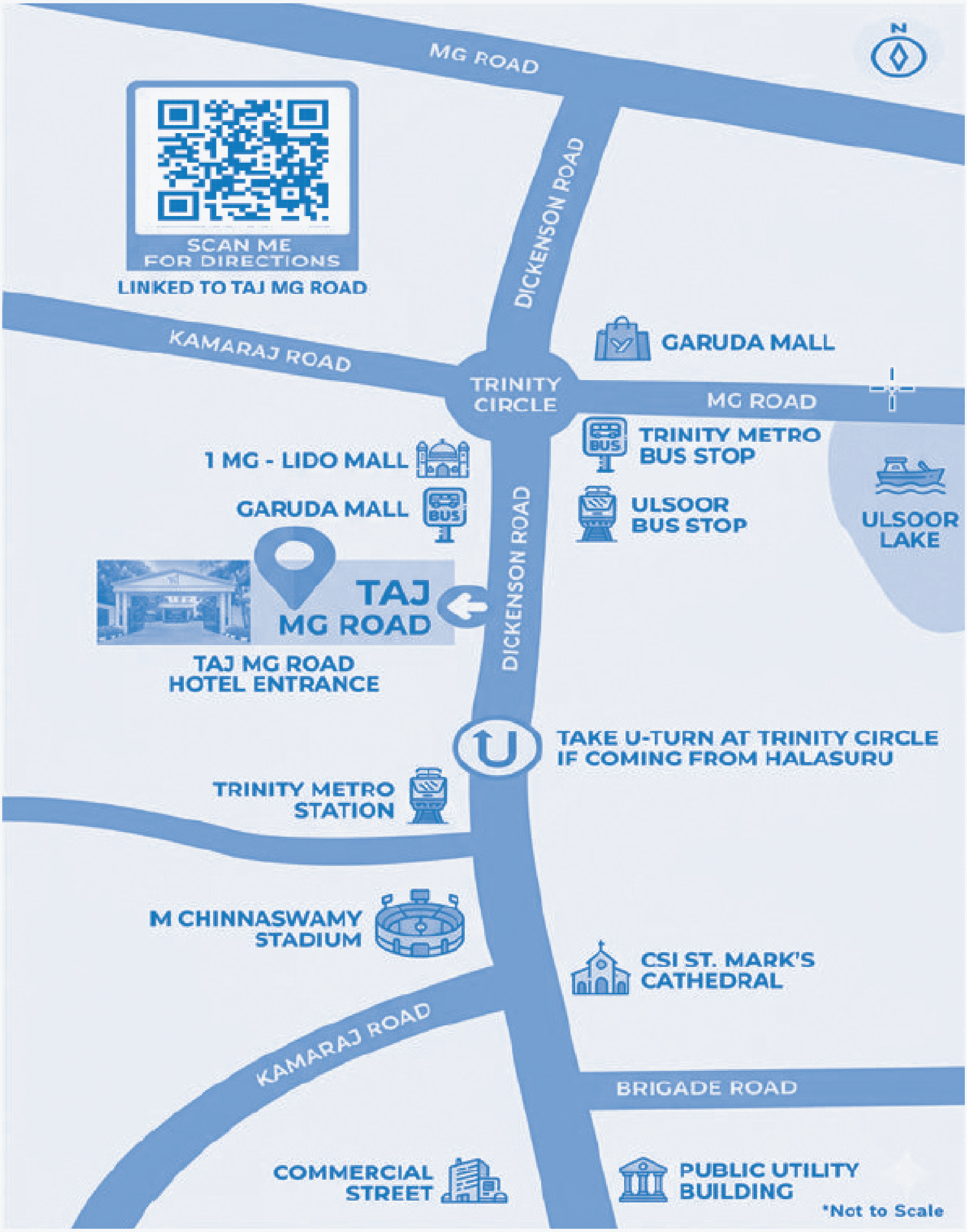
.... Signature of shareholder

.... 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 74th 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



BOSCH LIMITED
(CIN: L85110KA1951PLC000761)
Registered Office: Hosur Road, Adugodi, Bengaluru-560030, Karnataka, India
Tel No.: +91 9262105247, Website: www.bosch.in;
e-mail: secretarial.corp@in.bosch.com; investor@in.bosch.com

ATTENDANCE SLIP

74th ANNUAL GENERAL MEETING

Day: Tuesday, Date: August 11, 2026, Time: 11.00 a.m.
Venue: Trinity Hall, Taj MG Road, 41/3, Mahatma Gandhi Road Bengaluru-560 001

I hereby record my presence at the 74th 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..