



BOSCH

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip code:500530

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

Bosch Limited
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L85110KA1951PLC000761

24.09.2019

Dear Sirs/Madam,

Sub- Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is with reference to our intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated May 21, 2019, in respect of approval of Board of Directors for sale and transfer of the Packaging Machinery Business (PA-IN) as a "going concern" and on a slump sale basis for a lump sum consideration of Rs.1446 million to Robert Bosch Packaging Technology India Private Limited, a Company incorporated on July 08, 2019 having its registered office in Goa, a subsidiary of Robert Bosch Packaging Technology GmbH, which in turn is a subsidiary of Robert Bosch GmbH, our holding company. The aforesaid sale and transfer of the Packaging Machinery Business (PA-IN) was subject to approval of shareholders.

The copy of the said intimation dated May 21, 2019 is attached for your ready reference.

Please note that pursuant to approval of the shareholders granted at the 67th Annual General Meeting of the Company held on August 23, 2019, the Company has executed a "Business Transfer Agreement" with Robert Bosch Packaging Technology India Private Limited today i.e. September 24, 2019.

The sale and transfer of the Packaging Machinery Business (PA-IN) will be effective from close of business hours on September 30, 2019.

This is for your information.

Thanking you,

Yours faithfully,
for Bosch Limited,

Rajesh Parte
Company Secretary & Compliance Officer

Encl. as above



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CIN: L85110KA1951PLC000761

21.05.2019

Dear Sirs,

Sub: Outcome of the Board Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

At the meeting of the Board of Directors held today, the Board has decided the following:

(a) Sale of Packaging Machinery Business

This is with reference to our intimation to the Stock Exchanges dated June 29, 2018, vide which we had enclosed a press release by Robert Bosch GmbH, holding company regarding its decision to sell the Packaging Machinery Business.

We wish to inform that the Board at its Meeting held today approved in principle the sale and transfer of the Packaging Machinery Business (PA-IN) to a subsidiary (which is being incorporated) of Robert Bosch Packaging Technology GmbH, which in turn is a subsidiary of Robert Bosch GmbH, our holding company.

The Board of Directors have approved the sale of PA-IN business as a "going concern" and on a slump sale basis for a lump sum consideration of Rs.1446 million. In case the global packaging business transaction get executed within the next 18 months and results in a higher implicit price for PA-IN, there will be an additional contingent consideration payable to the Company.

The proposed transfer, being a related party transaction under section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is subject to approval of the shareholders. The said transaction is also subject to requisite approvals from statutory and regulatory authorities, if any.

Please find enclosed disclosures pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 as Annexure- 1 to this letter for sale of business as mentioned above.



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(b) Closure of "Thermo-technology Business"

At the meeting of the Board of Directors held today, the Board has decided to close "Thermo-technology Business".

This business was established in 2011 and has not been profitable since beginning in India. Overall revenue from this business is small and not material. Considering the business competitiveness and market attractiveness, the Company doesn't find this business as viable. Overall, it is a highly fragmented market with very high competition from unorganized players.

Please find enclosed disclosures pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 as Annexure-2 to this letter for closure of business as mentioned above.

Yours faithfully,
for Bosch Limited,

A handwritten signature in black ink, appearing to read 'R Parte', is written over a horizontal line.

Rajesh Parte

(Company Secretary & Compliance Officer)



**Disclosure under SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015**

ANNEXURE-1

Disclosure for the Sale of Packaging Machinery Business

The amount and percentage of turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year*	<i>(Rs. in mio)</i>			
	SI No	Particulars	Net worth	Turnover
	1	Bosch Limited	91,262	122,579
	2	Packaging Machinery(PA)	NA	1,659
	3	Percentage (PA)	NA	1.4%
	*Last Financial Year: April 01, 2018 to March 31, 2019			
Date on which the agreement for sale has been entered into	The proposed transaction is subject to approval of the members by means of an Ordinary Resolution. The Business Transfer Agreement would be entered after approval of the shareholders and incorporation of the proposed subsidiary of Robert Bosch Packaging Technology GmbH and completion of other necessary formalities. The Company will intimate the stock exchanges once the Business Transfer Agreement is executed.			
The expected date of completion of sale/disposal	Subject to the approval of the shareholders and other regulatory/statutory approvals, if any, the sale would be completed on or before September 30, 2019. The Company will intimate the stock exchanges once the sale is completed.			
Consideration received from such sale/disposal	<p>The consideration for the proposed sale and transfer of PA-IN business shall be Rs. 1446 million, subject to adjustment to working capital values between the date of valuation 21.05.2019 and the date of effective sale of PA-IN.</p> <p>In case the global PA transaction gets executed within the next 18 months and results in a higher implicit price for PA-IN, there will be an additional contingent consideration payable to the Company.</p>			
Brief details of the buyers and whether any of the buyers belong to the promoter	<p>The same is being incorporated.</p> <p>The proposed buyer would be incorporated as a subsidiary of Robert Bosch Packaging Technology GmbH, Germany, which in turn is a</p>			



group/group companies. If yes, details thereof	subsidiary of Robert Bosch GmbH, Germany – holding company of the Company.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”?	Yes The consideration approved by the Board is Rs. 1446 million which is equivalent to the enterprise value recommended by Mr. Chinmaya A M Partner, Guru & Jana chartered Accountants- Registered Valuers and KPMG India Private Limited, Independent Valuers. Ernst & Young Merchant Banking services LLP vide their fairness opinion have opined that the said valuation is fair.
Area(s) of business of the entity(ies)	<u>The Seller</u> Bosch Limited has its presence across sectors such as mobility solutions, industrial technology, consumer goods, and building and energy technology. It manufactures and trades products as diverse as diesel and gasoline fuel injection systems, automotive aftermarket products, starter motors and generators, special purpose machines, packaging machines, electric power tools, security systems, and industrial and consumer energy products and solutions. <u>The Buyer</u> The buyer is to be incorporated as a subsidiary of Robert Bosch Packaging Technology GmbH, and would be engaged in the business of Packaging Machinery Business.
Rationale of the proposed Slump sale	Robert Bosch GmbH vide its press release dated June 29, 2018 informed that it intends to realign its Packaging Machinery Business (“PA”). The proposed slump sale of the India business is a pre-requisite to be a part of the global re-alignment. PA Business globally is characterized by tough competition and cost pressure. Packaging technology is not a core Bosch business. Due to dependence on PA global for technology and Intellectual Properties (IP), local business cannot be run profitably on standalone basis. Packaging division in India operates in a very competitive environment, competing with Small and Medium Enterprise (SME’s) with structural advantages. Even the margins in this business are very low. Hence, it has been thought fit to globally re-align the said business by seeking a joint venture partner or a buyer for opening up additional growth potential and enabling further

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	<p>expansion of international presence. The proposed re-alignment would enable the global PA business additional growth opportunities.</p> <p>The PA Business in India ("PA-IN") constitutes approximately 1.4% of the total business of the Company.</p> <p>The sale of PA-IN is in line with the global realignment, will allow the Company to sharpen its focus on transformation of the Bosch Group and its future digitalization strategy, including the internet of things and to pool its resources accordingly. The transfer of PA-IN business may enable Bosch Ltd. to increase the overall profitability.</p>
Brief details of change in the shareholding pattern (if any) of the listed entity	There would be no change in the shareholding of the Company consequent to the proposed transaction.



**ANNEXURE-2****Disclosure for the closure of Thermo-technology Business**

Date of such binding agreement, if any entered for sale of such unit/division, if any	No binding agreement has been entered into. The Board of directors of the Company has decided to close Thermo-technology business at its meeting held on 21.05.2019			
Amount & Percentage of turnover or revenue or income and Net worth of the listed entity contributed by such unit or division during last financial year	(Rs. in Mio)			
	Sl No	Particulars	Net worth	Turnover
	1	Bosch Limited	91,262	122,579
	2	Thermo-technology (TT)	NA	285
3	Percentage (TT)	NA	0.2%	
	*Last Financial Year: April 01, 2018 to March 31, 2019			
Date of closure or estimated time of closure	Closure is with immediate effect. However, for next few months, ramp down activities will take place. In addition, Company will continue to provide spare parts and service for Thermo-technology Business offerings for next 5 years			
Reasons for Closure	This business was established in 2011 and has not been profitable since beginning in India. Overall revenue from this business is small and not material. Considering the business competitiveness and market attractiveness, the Company doesn't find this business as viable. Overall, it is a highly fragmented market with very high competition from unorganized players.			