



BOSCH

The Manager (Listing)
National Stock Exchange of India Limited
"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block
Bandra – Kurla Complex,
Bandra (E)
MUMBAI – 400 051
Scrip code: BOSCHLTD

The Manager (Listing)
Corporate Services Department
BSE Limited,
Regd.Office: Floor 25,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip code:500530

Bosch Limited
Post Box No:3000
Hosur Road, Adugodi
Bangalore-560030
Karnataka, India
Tel +91 80 6752 4938
www.boschindia.com
L85110KA1951PLC00761

11.07.2022

Dear Sirs,

Sub: Notice of the 70th Annual General Meeting (AGM)

Ref: Reg. 30(2) read with para-A of part A of Schedule III of SEBI (LODR) Regulations, 2015.

Please find enclosed herewith a copy of the Notice of the 70th Annual General Meeting (AGM) of the Company to be held on Wednesday, August 03, 2022, at 11.30 a.m. (IST) at the Registered office of the Company i.e., Hosur Road, Adugodi, Bengaluru - 560030.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for Bosch Limited,



V Srinivasan
Company Secretary & Compliance Officer



BOSCH

Invented for life

Bosch Limited

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938; +91 80 6752 3878;

Website: www.bosch.in; E-mail:secretarial.corp@in.bosch.com

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting of Bosch Limited (the “Company”) will be held on Wednesday, August 03, 2022 at 11:30 a.m. (IST) at the Registered office of the Company situated at Hosur Road, Adugodi, Bengaluru – 560 030, 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, 2022 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, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Consideration and Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 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, 2022 and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. Declaration of Dividend on Equity Shares.

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

“**RESOLVED THAT** a dividend of Rs.210/- (Rupees Two Hundred and Ten Only) per equity share of ₹10 (Rupees Ten) each for the year ended March 31, 2022 on 29,493,640 Equity shares of the Company aggregating to Mio ₹ 6193.66, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of

the profits of the Company for the financial year ended March 31, 2022.”

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

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Sandeep N (DIN: 08264554) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

5. Appointment of Statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and any other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Messrs. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W/E300004) be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years commencing from the conclusion of the 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

SPECIAL BUSINESS:

6. Re-appointment of Ms. Hema Ravichandar (DIN:00032929) as an Independent Director for a second term of five (5) years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 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, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Ms. Hema Ravichandar (DIN: 00032929), who was appointed as an Independent Director of the Company at the 66th Annual General Meeting of the Company and who holds office upto September 01, 2022, and who is eligible for re-appointment and 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 and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) years commencing from September 02, 2022 till September 01, 2027.”

7. Appointment of Ms. Padmini Khare (DIN:00296388) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 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, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, and the Articles of Association of the Company, Ms. Padmini Khare (DIN: 00296388) who was appointed as an Additional Director with effect from May 19, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and 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 and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, 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 19, 2022 till May 18, 2027.”

8. Appointment of Ms. Filiz Albrecht (DIN: 0009607767) as a Non-Executive Director.

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

“RESOLVED THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company, Ms. Filiz Albrecht (DIN: 0009607767), who was appointed by the Board of Directors as an Additional Director with effect from July 01, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (the “Act”) and in respect of whom the Company has received a Notice in writing under section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of Director, being so eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. Appointment of Mr. Karsten Mueller (DIN: 08998443) as a Whole-time Director.

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

“**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or amendment(s) thereto, or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of Articles of Association of the Company, Mr. Karsten Mueller (DIN: 08998443), who was appointed by the Board of Directors as an Additional Director with effect from July 01, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (the “Act”) and in respect of whom the Company has received a Notice in writing under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Karsten Mueller as a Whole-time Director of the Company for a period of 3 years with effect from July 01, 2022 to June 30, 2025 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to vary the terms and conditions of appointment including determination of remuneration payable to Mr. Karsten Mueller within the scale of salary as set out in the explanatory statement, in such manner as the Board may in its absolute discretion deem fit from time to time.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

10. 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 Rs. 7,00,000 (Rupees Seven Lakh Only) plus applicable taxes and out of pocket expenses payable to Messrs. Rao, Murthy & Associates, Cost Accountants having Firm Registration No. 000065 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 2022-23.”

By Order of the Board

Divya Ajith
Company Secretary &
Compliance Officer
M. No. F11729

Date : May 19, 2022

Place : Hosur Road, Adugodu, Bengaluru - 560 030

4 BOSCH

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. 6 to 10 of the Notice is annexed hereto. Further, details of Directors and Statutory auditors whose re-appointment/appointment is/are proposed pursuant to Regulation 36(3) and 36(5) 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 Members, he/she shall choose any fifty 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 in order 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. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, July 16, 2022 to Wednesday, August 03, 2022** (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.

13. **Dividend:** Subject to section 126 of the Act, dividend, if declared, will be paid, on or after August 10, 2022 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 Friday, July 15, 2022 and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
14. **TDS on Dividend:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 1, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
If PAN registered (In accordance with Section 194 of the I.T. Act)	10%*	Update the PAN, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents - Integrated Registry Management Services Private Limited (in case of shares held in physical mode).
If PAN not registered/ Invalid PAN registered	20%*	Tax is required to be deducted at source under Section 194 of the IT Act, at 10% on the amount of dividend where shareholder(s) have registered their valid Permanent Account Number (PAN) and at a rate of 20% for cases wherein: <ol style="list-style-type: none"> The shareholder(s) do not have PAN / have not registered their valid PAN details in their account. The shareholder(s) have not linked their Aadhaar with their PAN, rendering the PAN as invalid is a "specified person" as per Section 206AB of the Act
Submission of declaration in Form 15G/ Form 15H by Individual resident shareholders	NIL	Declaration in Form No. 15G / Form 15H applicable to an Individual who is 60 years and more, along with self-attested copy of the PAN linked to Aadhar, fulfilling certain conditions. [@] Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in or https://www.integratedindia.in/Downloads/Dr/Form_15G.pdf https://www.integratedindia.in/Downloads/Dr/Form_15H.pdf [@] A declaration in Form No. 15G/15H, as the case may be furnished, to the Company to the effect that the tax on the estimated total income of the FY 2022-2023 after including the income on which tax is to be deducted, will be NIL.
Submitting Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.
Persons for whom Section 194 of the Act is not applicable (e.g. LIC, GIC)	NIL	- Documentary evidence that the said provisions u/s 194 of the Act are not applicable. - a declaration that it has full beneficial interest with respect to the shares owned by it along with PAN.

Persons Covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Documentary evidence that the person is covered under said Section 196 of the Act. Mutual Funds: (i) Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate. (ii) Also, certificate that payment of by way of dividend in respect of any securities or shares are owned by it or in which it has full beneficial interest.
Category - I & II Alternative Investment Funds (AIF) registered with SEBI	NIL	AIF established/incorporated in India - Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
New Pension System (NPS) Trust	Nil	Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

*Notwithstanding the above, tax would not be deducted on payment of dividend to resident Individual shareholder, if total dividend to be paid in FY 2022-23 does not exceed ₹5,000.

In terms of Rule 37BA of Income Tax Rules 1962 if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then deductee should file declaration with the Company in manner prescribed by Rules.

Non-Resident Shareholder:

Particulars	Applicable withholding tax Rate	Documents required (if any)- Please submit with details of DPID – Client Id/ Folio No.
Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)]	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	In order to apply the Tax Treaty rate, following documents would be required: 1. Self-attested copy of Indian Tax Identification number (PAN), if available 2. Tax Residency Certificate (TRC) (of FY 2022-23 or later) obtained from the tax authorities of the country of which the shareholder is a resident 3. Form 10F duly filled and signed. Click here to download Form 10F https://www.bosch.in/media/our_company/shareholder_information/2022/form10f.pdf 4. Self-declaration (of FY 2022-23 or later) from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty. - Non-resident receiving the dividend income is the beneficial owner of such income

		<ul style="list-style-type: none"> - Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India Click here to download Self Declaration format https://www.bosch.in/media/our_company/shareholder_information/2022/selfdeclarationforeigncompany2022.pdf https://www.bosch.in/media/our_company/shareholder_information/2022/selfdeclarationnonresident_other_than_foreigncompany.pdf 5. In case of Foreign Institutional Investors, Foreign Portfolio Investors, self-attested copy of certificate of registration accorded under the relevant regulations of the SEBI. 6. Self-declaration regarding 'Principle Purpose Test' (if any) as applicable to respective Treaty.
Submitting Order u/s 197 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

**Further, as per Section 90 of the Act the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (tax treaty) between India and the country of tax residence of the shareholder read with provisions laid down in Multilateral Instrument, wherever applicable. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholder will have to provide documents as specified above.

Kindly note that the Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company.

TDS to be deducted at higher rate in case of non-filers of Return of Income.

The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from amount paid/ credited to specified person:

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

Where sections 206AA and 206AB are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at higher of two rates prescribed in these two sections.

As per Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, for determining TDS rate on Dividend, the Company will be using functionality of the Income-tax department to determine the applicability of Section 206AB of the Act.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

Lower deduction Certificate u/s 197 of the Act may be obtained under TAN of the Company i.e., BLRM01746D.

Shareholders holding shares under multiple accounts under different status/ category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The Company along with M/s. Integrated Registry Management Services Private Limited, Company's Registrar and Transfer Agent has enabled a shareholder web portal for submission of tax exemption forms/requested documents. Shareholders can submit their tax exemption forms and supporting documents directly on portal for purposes of tax deduction at source by Clicking the below link and selecting 'Bosch Limited' in the company drop down: <https://www.integratedindia.in/ExemptionFormSubmission.aspx>

We request shareholders to upload the relevant documents at aforementioned link on or before July 20, 2022. No communication on the tax determination/deduction received post July 20, 2022 shall be considered for payment of dividend.

For withholding of taxes as mentioned above, the residential status of the shareholders will be considered as per the data available with the Company/RTA/the Depository Participants (the "DPs"). In case there is change in their status, then the shareholders are requested to update their current status with the Company/RTA/the DPs at the earliest.

If the tax on said Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details/documents. The shareholder may claim an appropriate refund in the return of income filed with their respective Tax authorities, if eligible.

Above communication on TDS sets out the provisions of law in a summary manner only from withholding tax perspective. Shareholders should consult their tax advisors for the applicable tax provisions.

No claim shall lie against the Company for such taxes deducted.

Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal>

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 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/form_isr1.pdf. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
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 under the weblink at https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/form_isr4.pdf. 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 dematerialisation, Members are advised to dematerialise 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 2021-22 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 3, 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 03, 2022.
20. **Route Map:** Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 70th AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.
21. In compliance with the provisions of section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") would be provided by CDSL.
22. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order 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 in order to access e-Voting facility.
23. The resolutions as set out in this Notice are being conducted through e-voting. The said resolutions will not be decided by show of hands at the AGM. The members can opt for only one mode of voting i.e. either by remote e-voting or by electronic ballot at the meeting. The members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again. In case of any unforeseen technical failure or eventuality resulting into non-functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their vote at the meeting.
24. In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
25. Instructions for Members for remote e-voting are as under:
 - i) The voting period begins on **Sunday, July 31, 2022 at 9.00 am and ends on Tuesday, August 02, 2022 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, July 27, 2022 may cast their vote electronically. 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	<ol style="list-style-type: none"> 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/myeasi/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/myeasi/Registration/EasiRegistration 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 also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
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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 at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders

- (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 Giri@integratedindia.in
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 in order 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

12 BOSCH

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, provided that 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 for Bosch Limited: **220704014** 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) Note for Non – Individual Shareholders and Custodians:
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required 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 Company at the email address viz; secretarial.corp@in.bosch.com, 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, (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 on 022-23058542/43.

- 26. The facility for voting through electronic voting system shall be made available at the Annual General Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
- 27. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, July 27, 2022. 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.
- 28. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 19, 2022 has appointed Mr. N. D. Satish (Membership No. FCS 10003), 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.

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. Sandeep Nelamangala

Director Identification Number (DIN): 08264554

Age: 51 years

Date of first Appointment on Board: February 12, 2021

Qualification: Mechanical Engineer from the University of Mysore

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: Nil

Expertise in specific functional areas and experience:

Sandeep N. has been associated with the Company since 1992 and is a whole-time director on the Board of the Company since February 12, 2021.

Career stages in the Bosch Group

1992: Technical Graduate Trainee, Bosch Limited, India

1994-1997: Regional OE Sales account for Cummins Engines Company, USA

1997-1999: Resident Engineer in Bosch, Diesel Systems (Stuttgart, Germany)

1999-2000: Bosch resident engineer in Cummins Engines Company, USA

2001-2007: Regional Sales account for Diesel Systems (Tata Motors, Mahindra)

2007: Key account sales responsibility for Bosch Diesel Systems – Passenger Car India

2008: Additional key account responsibility for Gasoline Systems, India

2011: Regional President for Gasoline Systems India

2015: Additional responsibility for 2 wheeler and power sports business in India

2016-April(2018) :Senior Vice President Business Unit Fuel Injection, Gasoline Systems Division, Germany.

2019: He is a Non-Executive Director of ZF Steering Gear (India) Limited

Directorships held in other companies/body corporates:

1. ZF Steering Gear (India) Limited,
2. Robert Bosch Automotive Steering Private Limited,
3. ETAS Automotive India Private Limited,
4. MICO Trading Private Limited

Names of listed entities from which the appointee director has resigned in the past three years: Nil

Chairmanship / Membership of the Committees of Board of companies/body corporates (including Bosch Limited): Nil

No. of equity shares held in the Company (self and as a beneficial owner): Nil

No of Meetings attended held during the financial year 2021-22: 5 (Five) meetings of the Board of Directors were held during the Financial year 2021-22. Mr. Sandeep has attended all the meeting.

Terms and conditions of appointment/re-appointment: As set out in the explanatory statement annexed to the Notice convening the 69th Annual General Meeting held on August 05, 2021 and approved by the shareholders thereof.

Remuneration last drawn in financial year 2021-22: INR 34.71 million

Remuneration proposed to paid in financial year 2022-23: As set out in the explanatory statement annexed to the Notice convening the 69th Annual General Meeting held on August 05, 2021 and approved by the shareholders thereof.

14 BOSCH

Name of the Director: Ms. Hema Ravichandar

Director Identification Number (DIN): 00032929

Age: 61 years

Date of first Appointment on Board: September 02, 2017

Qualification: Bachelor's degree in Arts (Economics) from the University of Chennai. Specialization in Human Resources from IIM Ahmedabad.

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: Nil

Expertise in specific functional areas and experience: Strategic HR Advisor with about 39 years of industry experience. Currently, advises select Indian and multinational corporations and is on the Board of a few listed companies. She has served as Senior Vice-President and Global Head of Human Resources for Infosys Limited till 2005.

Ms. Ravichandar has won several awards and accolades including three "HR Professional of the Year" Awards and listings amongst the "25 Most Powerful Women in India" and "Successful Women Professionals in IT".

Under Ms. Hema Ravichandar's HR Leadership, Infosys won several "Best Employer of the Year" awards in India and was placed in Top 100 rankings, overseas.

Skills and capabilities required for the role: Refer explanatory statement annexed hereto.

Directorships held in other companies/body corporates:

- i. Marico Limited;
- ii. The Indian Hotels Company Limited;
- iii. Trent Limited
- iv. Feedback Business Consulting Services Private Limited.

Names of listed entities from which the appointee director has resigned in the past three years:

- i. Titan Company Limited

Chairmanship / Membership of the Committees of Board of companies/body corporates (including Bosch Limited):

Bosch Limited:

- i. Nomination and Remuneration Committee (NRC) (Chairperson)
- ii. Audit Committee (AC) (Member)
- iii. Corporate Social Responsibility Committee (CSRC) (Member)
- iv. Stakeholders Relationship Committee (SRC) (Member)

Marico Limited

- i. NRC (Chairperson)
- ii. AC(Member)

The Indian Hotels Company Limited

- i. NRC (Chairperson)
- ii. AC (Member) and
- iii. CSRC (Member)

Trent Limited

- i. NRC (Chairperson) and
- ii. CSRC (Member)

No. of equity shares held in the Company (self and as a beneficial owner): Nil

No of Meetings attended: 5 (Five) meetings of the Board of Directors were held during the Financial Year 2021- 22. Ms. Hema Ravichandar has attended all the meetings.

Terms and conditions of appointment/re-appointment: Second tenure as Independent Director for five years from September 02, 2022 to September 01, 2027; not liable to retire by rotation.

Remuneration last drawn in financial year 2021-22
Sitting Fees: Rs. 5,00,000 and Commission: Rs. 39,50,000.

Remuneration proposed to be paid in financial year 2022-23: Sitting fees and Commission will be paid as approved by the Board from time to time; within the limits approved by the shareholders in 66th AGM.

Name of the Director: Ms. Padmini Khare

Director Identification Number (DIN): 00296388

Age: 57 years

Date of first Appointment on Board: May 19, 2022

Qualification: BSc (Mathematics), FCA, CPA and Diploma in Business Finance from ICFAI,India

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: Nil

Expertise in specific functional areas and experience: Padmini has been in the accountancy profession since 1990 after completing her BSc in Mathematics. Apart from being a qualified Chartered Accountant from ICAI, she is also a Certified Public Accountant (USA) and a Diploma in Business Finance from Institute of Chartered Financial Analysts of India.

Padmini is well recognised in the profession and has over 24 years of wide and varied experience in serving large and mid-sized clients in a variety of businesses - Manufacturing, Oil and Gas, Banking and Financial services, Insurance, IT, Hospitality, Real estate and Retail sectors. She has had the privilege of working

very closely with reputed Indian business houses like the Mahindras, Thermax, Finolex, Tatas, HDFC, L&T, TVS group to name a few. Her principal areas of expertise include Audit, Taxation & Corporate Advisory.

Padmini is the Managing Partner of B. K. Khare & Co. (the Firm)- one of the leading and reputed Indian Accounting Firms in the profession for more than six decades. Under her leadership, the firm has grown to be a full-service firm with presence across geographies in India. She has been spearheading several initiatives of the firm in various spheres of Practice to strengthen its position as a leading accounting firm. The firm has invested in technology, knowledge & people to carry forward the legacy of delivering exceptional client services which has earned it a high degree of trust with clients.

Padmini has been instrumental in forging an international footprint of the firm through its affiliation with Morison Global, a UK headquartered global association of leading accounting services firms with presence in 84 countries, which has helped to service client requirements globally.

Padmini has been a member of Shield Panel for technical review of Annual Accounts for 'ICAI awards for excellence in financial reporting'. She has also served on Committees of the Institute of Chartered Accountants of India.

Padmini's experience as an accountant for a cross section of reputed companies enables her to have a wholistic view of an organisation and render appropriate advice not only on Risk and Governance but also on business/organisational matters. Padmini's experience and her solution-oriented approach have enabled the companies to handle complex situations with maturity.

Skills and capabilities required for the role: Refer explanatory statement annexed hereto.

Directorships held in other companies/body corporates:

- i. Tata Chemicals Limited,
- ii. Tata Cleantech Capital Limited
- iii. Rallis India Limited,
- iv. Kotak Mahindra Investments Limited,
- v. J.B. Chemicals & Pharmaceuticals Limited,
- vi. Mumbai Mobile Creches (Section 25 Company).

Names of listed entities from which the appointee director has resigned in the past three years: Nil

Chairmanship / Membership of the Committees of Board of companies/body corporates (including Bosch Limited):

Tata Cleantech Capital Limited

- i. Audit Committee (Chairperson)
- ii. Nomination and Remuneration Committee (NRC Member)
- iii. Corporate Social Responsibility Committee (CSR Member)
- iv. Investment Credit Committee (Member)
- v. Information Technology Strategy Committee (Chairperson)
- vi. Asset Purchase Committee (Member)
- vii. Working Committee (Chairperson)

Kotak Mahindra Investments Limited

- i. Audit Committee (Chairperson)
- ii. IT Strategy Committee (Chairperson)

Rallis India Limited

- i. Audit Committee (Chairperson)
- ii. Nomination and Remuneration Committee (Member)
- iii. Risk Management Committee (Member)

Tata Chemicals Limited

- i. Audit Committee (Chairperson)
- ii. Risk Management Committee (Member)

J. B. Chemicals & Pharmaceuticals Limited

- i. Audit Committee (Chairperson)
- ii. Risk Management Committee (Chairperson)
- iii. Compensation Committee (ESOS-Member)
- iv. Share Transfer Committee (Member)

No. of equity shares held in the Company (self and as a beneficial owner): Nil

No of Meetings attended: Not Applicable.

Terms and conditions of appointment/re-appointment: First tenure as Independent Director for five years from May 19, 2022 to May 18, 2027; not liable to retire by rotation.

Remuneration last drawn in financial year 2021-22: Not Applicable.

Remuneration proposed to be paid in financial year 2022-23: Sitting fees and Commission will be paid as approved by the Board from time to time; within the limits approved by the shareholders in 66th AGM.

Name of the Director: Ms. Filiz Albrecht

Director Identification Number (DIN): 0009607767

Age: 50 years

Date of first Appointment on Board: July 01, 2022

Qualification: Ms. Albrecht studied business law at Westfälische Hochschule Gelsenkirchen, Germany, and Business Administration at Pfeiffer University in Charlotte, North Carolina.

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: Nil

Expertise in specific functional areas and experience: Ms. Filiz Albrecht has been a member of the Board of management of Robert Bosch GmbH and Director of industrial relations since January 1, 2021. She is responsible for human resources and social welfare. In addition, she is responsible for occupational safety, environmental protection and sustainability, legal services, compliance management, information security, and data privacy.

Before joining Robert Bosch GmbH, Filiz Albrecht was a member of the board of management and director of industrial relations at the automotive supplier Mann+Hummel:

Career Stages:

1999-2000: Legal counsel, Happich Fahrzeug- und Industrieteile GmbH, Wuppertal

2001-2006: Head of the legal and HR department, Happich Fahrzeug- und Industrieteile GmbH, Wuppertal

2007-2010: Head of the corporate legal and HR department, Erbslöh Aktiengesellschaft WKW-Gruppe, Velbert; Member of the board of management, EA Dachrelingsystem GmbH, Solingen

2011: Head of HR Germany, Mann+Hummel GmbH & Co. KG, Ludwigsburg

2012-2015: Head of corporate HR, Mann+Hummel GmbH & Co. KG, Ludwigsburg

2016: Member of the board of management and director of ind Mann+Hummel GmbH & Co. KG, Ludwigsburg

2017-2018: Joined Robert Bosch GmbH as head of the corporate office for senior executives

2019-2020: Head of the corporate department for senior executives, talent management, and organizational development

2021: onwards

Member of the Board of Management and Director of Industrial Relations, Robert Bosch GmbH

Directorships held in other companies/body corporates:

- i. Robert Bosch GmbH (Member of the Board of Management/Executive)
- ii. Bosch Management Support GmbH (Chairman of the Advisory Board (Beirat))
- iii. Bosch Rexroth AG (Chairman of the Supervisory Board (Aufsichtsrat))
- iv. BSH hausgeräte GmbH (Member of Supervisory Board (Aufsichtsrat))

Names of listed entities from which the appointee director has resigned in the past three years: Nil

Chairmanship / Membership of the Committees of Board of companies/body corporates (including Bosch Limited): Nil

No. of equity shares held in the Company (self and as a beneficial owner): Nil

No of Meetings attended: Not Applicable.

Terms and conditions of appointment/re-appointment: Appointment as non-executive director effective from July 01, 2022.

Remuneration last drawn in financial year 2021-22: Not Applicable.

Remuneration proposed to be paid in financial year 2022-23: Ms. Filiz has waived her right to receive remuneration as Director of the Company.

Name of Director: Mr. Karsten Mueller

Director Identification Number (DIN): 08998443

Age: 56 years

Date of first Appointment on Board: February 12, 2021 as Alternate Director to Dr. Stefan Hartung

Qualification: Mechanical Engineer

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: Nil

Expertise in specific functional areas and experience: Mr. Mueller has been with Bosch for 30 years. Mr. Mueller started his career in Bosch as a junior management program member in Hildesheim plant, Germany. During these 30 years of association, he has worked in several management positions mainly in Manufacturing, Quality, Safety, Project Management and Corporate functions. His last position was Senior Vice President responsible for worldwide Manufacturing Strategy at Powertrain Solutions caring for more than 50 sites worldwide. He has varied experience in the divisions like Electrical Drives, Powertrain Solutions and Corporate Headquarters-Bosch Production System.

Career Stages:

1991-Hildesheim Plant Germany (Starter Motors and Batteries): Member of the junior manager Program.

1992-Cardiff Plant GB (Alternators): Manufacturing Engineer ramp up of new stator line for Compact Alternators.

1993-Hildesheim Plant Germany (Starter Motors and Batteries): Assistant to SVP technical Plant Manager, Introduction of Mini Factories at Plant.

1995-Hildesheim Plant Germany (Starter Motors and Batteries): Manufacturing Engineer Machining and Cold Forging.

1996-Daian Plant, Denso Japan: Exchange Engineer at ABS Manufacturing, studies of lean Manufacturing.

1998-Hildesheim Plant Germany (Starter Motors and Batteries): Leader Mini Factory of Transmission Gear

2002-Hildesheim Plant Germany (Starter Motors and Batteries) Department Lead of 4 Mini factories.

2004-Stuttgart Corporate headquarter - VP, Introduction of Bosch Production System.

2006-Homburg Plant, Germany (Diesel Systems): VP, Section Manager Common Rail Products Passenger Cars

2011-Jihlava Plant, Czech Republic (Diesel Systems): SVP, Technical Plant Manager

2015-Feuerbach Plant Germany (Diesel Systems): SVP, Technical Plant Manager and Leader International Production Network Pumps.

2018-Powertrain Systems Headquarter: SVP, Head of Manufacturing Strategy Worldwide.

2020-Bosch Limited: SVP, Head of Manufacturing Strategy and Quality, Head of Manufacturing Operations, Powertrain Solutions India. In this capacity, he also headed Safety, Security and Crisis Management in Bosch India.

Directorships held in other companies/body corporates:

- i. Robert Bosch India Manufacturing and Technology Private Limited
- ii. Prebo Automotive Private Limited
- iii. MICO Trading Private Limited

Names of listed entities from which the appointee director has resigned in the past three years: Nil

Chairmanship / Membership of the Committees of Board of companies/body corporates (including Bosch Limited): Nil

No. of equity shares held in the Company (self and as a beneficial owner): Nil

No of Meetings attended: Not applicable.

Terms and conditions of appointment/re-appointment: Appointed as whole-time director for three years from July 01, 2022 to June 30, 2025.

Remuneration last drawn in financial year 2021-22: INR 71.10 million

Remuneration proposed to be paid in financial year 2022-23: As set out in the explanatory statement annexed hereto.

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

ITEM NO. 5

Pursuant to shareholders' approval accorded at the 65th Annual General Meeting (AGM) held on September 01, 2017, Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number: 117366W/W-100018) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the said meeting till the conclusion of the 70th AGM.

The Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, appointed Messrs. S. R. Batliboi & Associates LLP (member firm of Ernst & Young) (Firm Regn. no. 101049W/E300004) as Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 70th AGM till the conclusion of the 75th AGM.

S.R. Batliboi & Associates LLP (part of S.R. Batliboi & Associates network of audit firms), is one of the leading firm providing audit and assurance services in India. They have presence across India with offices in 13 cities. S.R. Batliboi & Associates LLP like Deloitte Haskins & Sells LLP is a member of global network of firms with a capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments and possesses the market standing and technical knowledge best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

S.R. Batliboi & Associates LLP have given their consent to act as the Auditors of the Company and have confirmed that their appointment, if made, will be within the limit specified under sections 139 and 141 of the Act. They have also confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board has, based on the recommendation of the Audit Committee, approved a fee of Rs. 8.9 million, towards audit of standalone financial statements and consolidated financial statements, excluding applicable taxes and reimbursement of out of pocket expenses, for the financial year 2022-23. There is no change in the fee payable to the incoming statutory auditors from the that paid to the outgoing auditor.

The fee for the remaining term may be finalized in subsequent years based on the recommendation of the Audit Committee and as may be approved by the Board of Directors.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. S.R. Batliboi & Associates LLP and their network firms do not provide any non-audit services to its subsidiaries.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 6

The shareholders at the 65th Annual General Meeting ('AGM') held on September 01, 2017 approved the appointment of Ms. Hema Ravichandar as an Independent Director for a term of five consecutive years from September 02, 2017 to September 01, 2022. Ms. Ravichandar's term as an Independent Director is expiring on September 01, 2022.

The Board of Directors at its meeting held on May 19, 2022, based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders' approval, recommended the re-appointment of Ms. Hema Ravichandar as an Independent Director for a second term of five years with effect from September 02, 2022 till September 01, 2027. The Company has received a notice in writing under section 160(1) of the Act proposing appointment of Ms. Hema Ravichandar as a Director of the Company.

Ms. Hema Ravichandar has given her consent to act as Director of the Company and further, has given a declaration that she meets the criteria of independence provided under the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“Listing Regulations”) and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has confirmed that she is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board recommends the re-appointment on the basis of her performance evaluation and after considering her skills and expertise in Human Resources and rich experience as Strategic HR Advisor required by the Board. The Board is of the view that considering the background, experience and contributions made by Ms. Hema Ravichandar during her tenure, her continued association would be beneficial and in the interest of the Company and it is desirable to continue to avail her services as an Independent Director.

In the opinion of the Board, Ms. Hema Ravichandar fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to appoint Ms. Hema Ravichandar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company with effect from September 02, 2022 to September 01, 2027.

A copy of the draft letter for re-appointment of Ms. Hema Ravichandar as an Independent Director setting out the terms & conditions are available on the website of the Company viz., www.bosch.in and are also available for inspection by the members as per the instructions provided in the Note no. 9 of this Notice. (would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.)

A brief profile of Ms. Hema Ravichandar and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Ms. Hema Ravichandar, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested

(financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

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

ITEM NO. 7

The Board of Directors at its meeting held on May 19, 2022, based on the recommendation of the Nomination and Remuneration Committee appointed Ms. Padmini Khare as an Additional Director who holds office up to the date of the 70th Annual General Meeting convened on August 03, 2022. The Board further based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders’ approval, recommended the appointment of Ms. Padmini Khare as an Independent Director for a first tenure of five years from May 19, 2022 upto May 18, 2027. The Company has received a notice in writing under section 160(1) of the Act proposing appointment of Ms. Padmini Khare as a Director of the Company.

Ms. Padmini Khare has given her consent to act as Director of the Company and further, has given a declaration that she meets the criteria of independence provided under the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. She has confirmed that she is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

The Board recommends the appointment after considering her skills and expertise in Accounting, Finance, Audit, Taxation and Corporate Advisory and rich experience as Managing Partner of a leading accounting firm required by the Board. The Board is of the view that Ms. Khare’s association would be beneficial and in the interest of the Company and it is desirable to avail her services as an Independent Director.

In the opinion of the Board, Ms. Padmini Khare fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to appoint Ms. Padmini Khare as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a first term of 5 (five) years on the Board of the Company from May 19, 2022 till May 18, 2027.

A copy of the draft letter for appointment of Ms. Padmini Khare as an Independent Director setting out the terms & conditions are available on the website of the Company viz., www.bosch.in and are also available for inspection by the members as per the instructions provided in the Note no. 9 of this Notice.

A brief profile of Ms. Padmini Khare and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Ms. Padmini Khare, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

ITEM NO. 8

The Board of Directors at its meeting held on May 19, 2022, based on the recommendation of the Nomination and Remuneration Committee appointed Ms. Filiz Albrecht as an Additional Director effective from July 01, 2022 who holds office up to the date of the 70th Annual General Meeting convened on August 03, 2022. The Board further based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders’ approval, recommended the appointment of Ms. Filiz Albrecht as a Non-Executive Director from July 01, 2022, liable to retire by rotation. The Company has received a notice in writing under section 160(1) of the Act proposing appointment of Ms. Filiz Albrecht as a Director of the Company.

In terms of Ms. Albrecht’s contract entered with Robert Bosch GmbH, Germany as a member of Board of Management, she is entitled to draw remuneration only from Robert Bosch GmbH. Any other remuneration/fees/commission as may be paid to her outside Robert Bosch GmbH in the capacity of non-whole-time director by any Bosch entity will need to be paid back to Robert Bosch GmbH. Accordingly, Ms. Filiz Albrecht has waived her right to receive remuneration/

fees/commission as a Non-Executive Director from the Company.

A brief profile of Ms. Filiz Albrecht and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

Save and except Ms. Filiz Albrecht, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 8 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

ITEM NO. 9

Mr. Karsten Mueller was appointed as an Alternate Director to Dr. Stefan Hartung, a non-executive director on the Board from February 12, 2021. Dr. Stefan Hartung has tendered resignation from directorship on the Board of the Company effective from July 01, 2022. Accordingly, Mr. Mueller who was appointed as an alternate director to Dr. Stefan Hartung shall vacate the office of Alternate Director co-terminus with the cessation of directorship of Dr. Stefan Hartung in the Company from July 01, 2022.

The Board of Directors at its meeting held on May 19, 2022, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Karsten Mueller as an Additional Director effective from July 01, 2022 who holds office up to the date of the 70th Annual General Meeting convened on August 03, 2022. The Board further based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders’ approval, recommended the appointment of Mr. Karsten Mueller as a Director from July 01, 2022, liable to retire by rotation. The Company has received a notice in writing under section 160(1) of the Act proposing appointment of Mr. Karsten Mueller as a Director of the Company. The Board furthermore, subject to shareholders’ approval, appointed Mr. Mueller as a Whole-time Director for a period of 3 (three) years with effect from July 1, 2022 to June 30, 2025 on the terms and conditions as mentioned below:

1.	Tenure	From July 01, 2022 to June 30, 2025.
2.	Remuneration	Mr. Karsten Mueller (the Director) remuneration shall be comprised of a base salary, a variable annual bonus and cash perk basket (CPB)/ allowance.
	a. Annual Gross Salary	Annual Gross Salary shall be INR 38,501,268 (gross) p.a. in the range of INR 15,000,000 (gross) to INR 50,000,000 (gross) p.a., revisions/increments being at the discretion of the Board.
	b. Variable Annual Bonus	Annual Bonus is fixed annually by the Board of Directors taking into account the economic results and also company performance and target achievement. It can amount upto 190% of the Bonus Relevant Salary i.e. INR 26,781,113 p.a. in the range of INR 25,000,000 (gross) to INR 50,000,000 (gross) p.a., revisions/increments being at the discretion of the Board.
3.	Deduction of Tax at Source	Mr. Mueller's remuneration shall be subject to deduction of tax at source and other statutory deductions, as applicable.
4	Benefits/ Facilities	
	a. Gas, electricity and water charges, Security for the house and Garden maintenance at the house	These services will be provided by the Company in the event the Whole Time Director resides in the residence provided by the Company.
	b. Car and driver	2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Mueller and his family.
	c. Telephone at home	One or more phones will be provided by the Company in the event the Whole Time Director resides in the residence provided by the Company.
	d. Club Memberships	Fees of 2 clubs excluding admission and life membership fees.
	e. Satellite TV	Annual subscription will be borne by the Company in the event the Whole Time Director resides in the residence provided by the Company.

	f. Other benefits	Mr. Mueller would be entitled to any other benefits or privileges as may be available to other Senior Management Executives of the Company as per the Company's policy.
	g. Relocation Expenses	Relocation expenses, including actual expenses incurred on travel and on packing, forwarding, loading, unloading as well as freight, insurance, local transportation and installation expenses in connection with the moving of personal effects of Mr. Mueller and family will be paid when Mr. Mueller finally retires from the employment of the Company. In case Mr. Mueller joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Mueller resigns and joins another company outside the Bosch Group, then the Company will not reimburse relocation expenses.
	h. Leave	As per Company Policy
	i. Business trip	Travel Cost for the Business Trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

- (i) Subject to the aforesaid, the Company will enter into an agreement with Mr. Karsten Mueller as per the draft Agreement containing the terms of his appointment and remuneration.
- (ii) Mr. Karsten Mueller shall be entrusted with substantial powers of management and shall exercise such powers subject to the superintendence, control and direction of the Company's Board of Directors and that he shall discharge such duties and functions as may be assigned by the Board to him from time to time.
- (iii) Mr. Karsten Mueller shall have authority and responsibilities in the performance of the functions and duties assigned to him and on all important matters he shall abide by collective decision.
- (iv) Mr. Karsten Mueller shall inform to Managing Director and Joint Managing Director of all important business transactions.

- (v) Mr. Karsten Mueller, will be authorised to grant Power to Attorney on behalf of the Company to the Executives of the Company and such other persons as he may deem fit in matters concerning the day to day activities of the Company with revenue authorities, government departments, agencies at the central and/or state governments, Bodies Corporate, litigations concerning the Company and such other matters in the ordinary course of the business of the Company from time to time and to revoke the Power of Attorney so granted by him.
- (vi) Mr. Karsten Mueller shall be deemed to be a Whole-time Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Karsten Mueller under Section 190 of the Act. The draft agreement for appointment of Mr. Karsten Mueller as whole-time Director is available for inspection.

Mr. Karsten Mueller fulfils the conditions prescribed under Part I of Schedule V to the Companies Act, 2013 for being appointed as a Whole-time Director. The Board considers that his association would be of immense benefit to the Company.

Save and except Mr. Karsten, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 9 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

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

ITEM NO. 10

In terms of Section 148 of the Act 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 their meeting held on May 19, 2022, approved the appointment of Messrs. Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2022-23 at a remuneration of INR 700,000 (Rupees Seven Lakh only) excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals incurred in connection with Cost Audit.

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. 10 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, 2023.

None of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 10 of the Notice.

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

By Order of the Board

Divya Ajith
Company Secretary &
Compliance Officer
M. No. F11729

Date : May 19, 2022

Place : Hosur Road, Adugodu, Bengaluru - 560 030

Bosch Limited

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938, 6752 3878 | 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)]

70th Annual General Meeting on August 03, 2022

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 70th Annual General Meeting of Company, to be held on Wednesday, August 03,2022 at 11.30 a.m. (IST) at Bosch Limited, Hosur Road, Bengaluru - 560 030 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Type of Resolution	For	Against
ORDINARY BUSINESS				
1.	Adoption of Standalone Financial Statements for the financial year ended March 31, 2022	Ordinary		
2.	Adoption of consolidated Financial Statements for the financial year ended March 31, 2022	Ordinary		
3.	Declaration of dividend	Ordinary		
4.	Re-appointment of Mr. Sandeep N (DIN 08264554) as a Director	Ordinary		
5.	Appointment of S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company	Ordinary		
SPECIAL BUSINESS				
6.	Re-appointment of Ms. Hema Ravichandar (DIN:00032929) as an Independent Director for a second term of five (5) years	Special		
7.	Appointment of Ms. Padmini Khare (DIN:00296388) as an Independent Director	Special		
8.	Appointment of Ms. Filiz Albrecht (DIN: 0009607767) as a Non-Executive Director	Ordinary		
9.	Appointment of Mr. Karsten Mueller (DIN: 08998443) as a Whole time Director	Ordinary		
10.	Ratification of remuneration payable to Cost Auditors	Ordinary		

Signed this day of 2022

Signature of shareholder

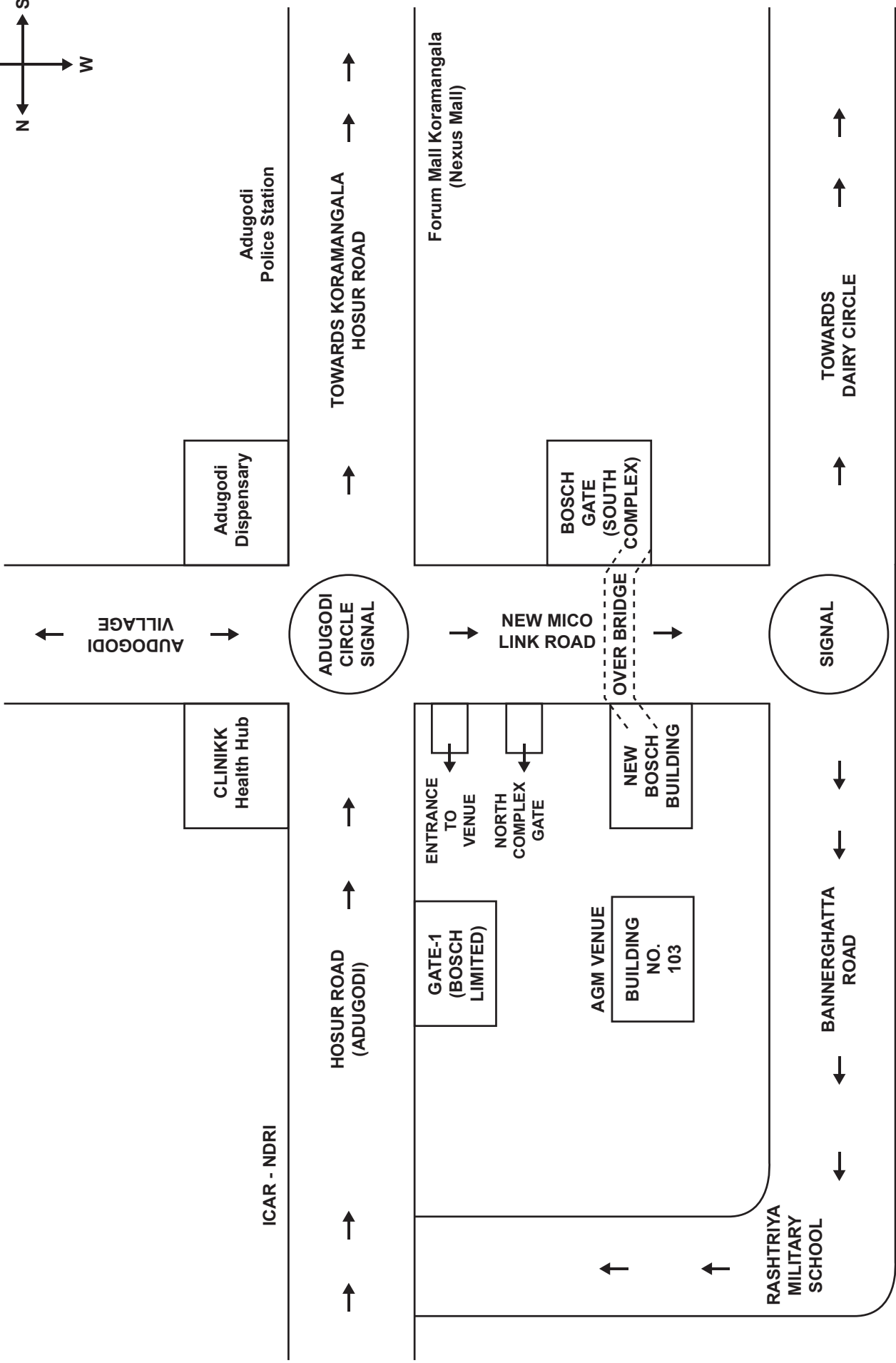
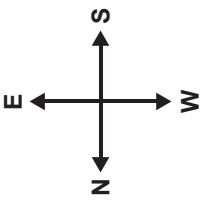
Signature of Proxy holder(s)

Notes :

- This form of proxy in order 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 70th Annual General Meeting.
- 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.
- Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.
- 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.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 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.

Route Map

MAP NOT TO SCALE



BOSCH LIMITED

(CIN : L85110KA1951PLC000761)

Registered Office : Hosur Road, Adugodi, Bengaluru-560030, Karnataka, India

Tel No. : +91-80-67523878, 67524938, Website: www.bosch.in ;

e-mail : secretarial.corp@in.bosch.com ; investor@in.bosch.com

ATTENDANCE SLIP

70th ANNUAL GENERAL MEETING

Day : Wednesday, Date : August 03, 2022, Time : 11.30 a.m.

Venue : Registered Office of the Company, situated
at Hosur Road, Adugodi, Bengaluru - 560 030

I hereby record my presence at the 70th 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 -----



Dear Shareholders,

With reference to Ministry of Corporate Affairs (MCA) Circular dated May 05, 2022 and Securities and Exchange Board of India (SEBI) Circular dated May 13, 2022, the Notice of 70th Annual General Meeting (AGM) and the Annual Report of the Company for the year ended March 31, 2022 are being sent only by electronic mode to all the shareholders whose email address is registered either with the Company / Registrar & Transfer Agent (RTA)/ Depository Participants (DPs).

We find that your email id is not recorded / registered in the said folio/DPID-CLID for sending the reports in electronic mode. You are requested to register your email id with your Depository Participant / Registrar and Transfer Agents for receiving future communications including Annual Reports, Notices, etc. in electronic mode. Now, as per the requirement of Regulation 44(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Proxy Form in Form No. MGT-11 is attached along with the Notice of the AGM.

Thanking You,

Yours faithfully,

For Bosch Limited

Sd/-

V. Srinivasan

Company Secretary

& Compliance Officer