

# Bosch Limited

Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030  
Tel: +91 80 4176 8626; 2299 2315 Fax +91 80 2299 2181, website: www.boschindia.com;  
E-mail: investor@in.bosch.com; CIN: L85110KA1951PLC000761

NOTICE is hereby given that the SIXTY THIRD Annual General Meeting of Bosch Limited (the "Company") will be held at 10.30 a.m. on Friday, August 28, 2015 at Trinity Hall, 'Vivanta By Taj', 41/3, Mahatma Gandhi Road, Bengaluru - 560001, to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the fifteen months period from January 01, 2014 to March 31, 2015, namely, (i) the Balance Sheet as at March 31, 2015; (ii) the Statement of Profit & Loss for the fifteen months period from January 01, 2014 to March 31, 2015; (iii) the Cash Flow Statement for the fifteen months period from January 01, 2014 to March 31, 2015; (iv) Notes annexed to, and forming part of documents referred to in (i) to (iii) above and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the fifteen months period from January 01, 2014 to March 31, 2015.
3. To appoint a Director in place of Dr. Steffen Berns (DIN: 06449396), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Registration No. 007567S/S-200012) be and are hereby appointed as Auditors of the Company for a period of two years from the conclusion of this Annual General Meeting till the conclusion of the 65<sup>th</sup> Annual General Meeting (subject to ratification of appointment by the shareholders at subsequent Annual General Meeting) on such remuneration as may be decided by the Board of Directors."

## SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT subject to the provisions of Sections 2(94), 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, consent of the Company be and is hereby accorded for appointment of Dr. Andreas Wolf (DIN: 07088505) as a Whole-time Director of the Company (consequent to his appointment as an Alternate Director) for a period of four years commencing from March 01, 2015 to February 28, 2019 on the terms and conditions including remuneration set out in the Agreement dated March 04, 2015, entered into between the Company and Dr. Andreas Wolf with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Dr. Andreas Wolf provided that the remuneration payable to Dr. Andreas Wolf shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.  
RESOLVED FURTHER THAT in the event of Dr. Andreas Wolf ceasing to be an Alternate Director at any time, during the aforesaid period of service and is appointed as a Director of the Company, whether as an Alternate or otherwise, Dr. Andreas Wolf shall continue as a Whole-time Director of the Company on aforesaid terms and conditions upon such re-appointment except that during the period that he ceases to be a Director of the Company, he shall continue as an employee of the Company on the same terms and conditions as aforesaid.  
RESOLVED FURTHER THAT the Board of Directors and Company Secretary, be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."
6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and in partial modification of the resolution passed at the Annual General Meeting held on June 05, 2013, approval of the Company be and is hereby accorded for the revision in remuneration and perquisites/benefits of Mr. Soumitra Bhattacharya, Joint Managing Director of the Company (DIN: 02783243) from November 01, 2014 for the unexpired period of his term as under:

Sl. No.	Particulars	
1.	Annual Base Salary:	₹9,454,500 p.a. (gross) with effect from November 01, 2014 and with effect from January 01, 2015; ₹11,042,400 p.a. (gross) in the range of ₹7,000,000 to ₹14,000,000 p.a. (gross) increments / revision being at the discretion of the Board.
2.	Cash Perk Basket:	₹3,364,000 p.a. (gross) in the range of ₹3,000,000 to ₹6,000,000 p.a. (gross) comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per the Company's policies subject to the provisions of Income Tax Act/Rules; increments / revision being at the discretion of the Board.
3.	Benefits/Facilities	
(i)	Hospitalization	
a)	Hospitalization Insurance:	₹1,500,000 p.a. for Mr. Bhattacharya and family.
b)	Post retirement hospitalization:	₹1,000,000 p.a. for Mr. Bhattacharya and family. Family includes wife and children upto the age of 23 years.
(ii)	Life Insurance	
a)	Group Term Life Insurance:	Compensation for death due to natural causes under group term life insurance will be 60 months' base salary.
b)	Group Personal Accident Insurance:	Compensation for death/permanent total disablement under group personal accident insurance 100 months' base salary.
4.	Mr. Soumitra Bhattacharya shall also be entitled to any other benefits or privileges as may be available to other Senior Management/Executives of the Company from time to time.	

RESOLVED FURTHER THAT save as aforesaid, all other terms and conditions of appointment of Mr. Soumitra Bhattacharya, as approved by the shareholders at the Annual General Meeting held on June 05, 2013, shall remain unchanged."

7. 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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), remuneration of ₹500,000/- (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to Messrs Rao, Murthy & Associates, Cost Accountants (Regn. No.000065), for conducting audit of the Cost Records of the Company for the Financial Year 2015-16, as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorized to do such acts, deeds, things and matters as may be required to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), a profit related commission of a sum not exceeding in aggregate one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst any or all of the directors of the Company, other than the Managing Director / Joint Managing Director / Whole-time Director(s) of the Company, but including the independent directors of the Company, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 01, 2015, provided however that the aggregate commission paid to all Non-Executive Directors of the Company (including independent directors) shall not exceed ₹20,000,000/- (Rupees Two crore only) for or in respect of a financial year."

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

"RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Listing Agreement (including any statutory modifications or re-enactments thereof, for the time being in force), consent of the Company be and is hereby accorded for entering into contracts, arrangements or transactions in the ordinary course of business with Robert Bosch GmbH, Germany ("RB GmbH"), holding company, a related party within the meaning of Clause 49 (VII) read with section 2(76) of Companies Act, 2013, which includes purchase, sale, transfer and receipt of goods, assets, materials, components, services, resources or obligations, on such terms and conditions as may be mutually agreed between the Company and RB GmbH for an aggregate amount not exceeding ₹50,000 million in respect of a Financial Year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.”

By Order of the Board

S. Karthik  
Company Secretary  
Membership No.: A6768

Bengaluru  
May 29, 2015

**Notes:**

- (a) Statement setting out material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”) in respect of Item Nos. 5 to 9 of the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 ten percent of paid up share capital of the Company.
- (c) If a Proxy is appointed for more than fifty Members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case, the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
- (d) The instrument appointing the proxy (duly completed, stamped and signed) must be 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.
- (e) In terms of the provisions of Section 152 of the Companies Act, 2013, Dr. Steffen Berns (DIN : 06449396) retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. Details required under clause 49 of the listing agreement is enclosed as an Annexure to the Notice.
- (f) The relevant documents referred in the Notice will be open for inspection by the members at the Registered Office of the Company during working days (except Saturdays, Sundays & Public Holidays) between 09.30 a.m. to 5.00 p.m.
- (g) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 22, 2015 to Friday, August 28, 2015 (both days inclusive).
- (h) Subject to Section 126 of the Act, dividend, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on August 21, 2015 and in respect of shares held in dematerialised form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on August 21, 2015. The dividend warrants will be posted on or about September 01, 2015.

*Notes: (i) In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.*

*(ii) Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agents.*

*(iii) With a view to prevent fraudulent encashment of dividend warrants, Members holding shares in physical form are advised to furnish particulars of their bank account together with their 9 digit MICR code number for recording the same.*

- (i) Pursuant to sub-section (5) of Section 205A of the Companies Act, 1956, dividend for the financial year ended December 31, 2007 and thereafter, which remain unclaimed for a period of 7 years from the date of transfer will be remitted to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 205C of the Act. Members can claim the unpaid dividend from the Company before transfer to the Investor Education and Protection Fund. As per the prevailing statutory provisions, the unpaid dividend once transferred to the said Fund cannot be claimed.
- (j) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and any change or variation in the nomination in prescribed Form SH-14 with the Company’s Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed/changed with the respective Depository Participant.
- (k) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

- (l) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (m) Members/Proxies/Representatives are requested to bring the attendance slip, enclosed with the annual report / notice for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- (n) In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- (o) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar and Transfer Agents(RTA).
- (p) 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.
- (q) Rule 3 of Companies (Management and Administration) Rules, 2014 prescribes that Register of Members should now have additional 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.
- (r) None of the Directors are related to each other nor they hold any shares in the Company.
- (s) In this Notice and Annexure thereto the term "Shareholders" and "Members" are used interchangeably.
- (t) The instructions for shareholders voting electronically are as under:

I	In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, 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 business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).	
II	The remote e-voting period commences on Monday, August 24, 2015 at 9.00 a.m. and ends on Thursday, August 27, 2015 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, August 21, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, the member shall not be allowed to recast or change it subsequently.	
III	The process and manner for remote e-voting are as under:	
	A.	In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
	(i)	Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
	(ii)	Launch internet browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>
	(iii)	Click on Shareholder - Login
	(iv)	Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
	(v)	Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
	(vi)	Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
	(vii)	Select "EVEN" of Bosch Limited
	(viii)	Now you are ready for remote e-voting as Cast Vote page opens.
	(ix)	Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
	(x)	Upon confirmation, the message "Vote cast successfully" will be displayed

	(xi)	Once you have voted on the resolution, you will not be allowed to modify your vote.						
	(xii)	Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to <a href="mailto:sree@sreedharancs.com">sree@sreedharancs.com</a> with a copy marked to <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> .						
B.		In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requested physical copy] :						
	(i)	Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: <table border="1" data-bbox="523 501 1398 607"> <thead> <tr> <th><b><u>EVEN (Remote e-voting Event Number)</u></b></th> <th><b><u>USER ID</u></b></th> <th><b><u>PASSWORD/PIN</u></b></th> </tr> </thead> <tbody> <tr> <td>102297</td> <td>XXXXXXXX</td> <td>XXXXXXXX</td> </tr> </tbody> </table>	<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>	102297	XXXXXXXX	XXXXXXXX
<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>						
102297	XXXXXXXX	XXXXXXXX						
	(ii)	Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above, to cast vote.						
IV		In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the “Downloads” section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800-222-990. Alternatively, members may also contact the below mentioned officer of the Company for any grievance related to remote e-voting:-						
		Mr. Prakash V Deputy Manager – Secretarial Department Ph : (080) 2299 2315/ 2299 9652/ 6752 2310; e-mail: <a href="mailto:investor@in.bosch.com">investor@in.bosch.com</a>						
V		If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.						
VI		You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).						
VII		The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 21, 2015 and person who is not a member as on cut-off date and receives this notice shall treat the same for information purposes only.						
VIII		Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 21, 2015, may obtain the login ID and password by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Issuer/RTA.  However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> or contact NSDL at the following toll free no.: 1800-222-990.						
		A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.						
IX		A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.						
X		Mr. V. Sreedharan, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.						
XI		The Company has opted to provide at the AGM “electronic voting system” for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.						
XII		After the conclusion of voting at the AGM, the Scrutinizers will submit a report after taking into account votes cast at the AGM and 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 hosted on website of the Company and NSDL.						

By Order of the Board

S. Karthik  
Company Secretary  
Membership No.: A6768

Bengaluru  
May 29, 2015

## ANNEXURE TO THE NOTICE

### (A) Details of Director seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement):

Dr. Steffen Berns, aged 52 years, is a Mechanical Engineer from Darmstadt Technical University, Germany and a Doctorate in Engineering from Technical University of Aachen, Germany. He served the Company as General Manager - R&D and OE Sales during 1996-1998. From 1998 to 1999, he held the position of President of Robert Bosch India Limited (Presently Robert Bosch Engineering and Business Solutions Private Limited). He then returned to parent company-Robert Bosch GmbH as Senior Vice-President, Diesel Systems division and subsequently Executive Vice President, Gasoline Systems Division. He joined the Company from September 01, 2012 and became the Managing Director of the Company with effect from January 01, 2013. Dr. Steffen Berns holds directorship in the following companies other than Bosch Limited:- (i) Robert Bosch Engineering and Business Solutions Private Limited, (ii) MICO Trading Private Limited, (iii) Robert Bosch (Bangladesh) Limited and (iv) Robert Bosch Lanka (Private) Limited. He is a National Council Member of Confederation of Indian Industry and Committee Member of Indo German Chamber of Commerce. Dr. Berns is a member of "Stakeholders' Relationship Committee", "Share Transfer Committee", "Corporate Social Responsibility Committee" and "Risk Management Committee" of the Company. He is also a member of the "Corporate Social Responsibility Committee" of Robert Bosch Engineering and Business Solutions Private Limited. He does not hold any shares in the Company.

During the fifteen months period from January 01, 2014 to March 31, 2015, 7 Board Meetings were held which were attended by Dr. Steffen Berns.

### (B) Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 5 to 9 of the Notice

#### Item No. 5

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on February 13, 2015 appointed Dr. Andreas Wolf, Executive Vice President (Manufacturing & Quality) as an Alternate Director to Mr. Peter Tyroller (DIN:06600928) with effect from March 01, 2015. Consequent to his appointment as an Alternate Director, Dr. Wolf has been placed in position of a Whole-time Director as per the provisions of Companies Act, 2013. The Board of Directors, therefore, at the same meeting approved the appointment of Dr. Wolf as Whole-time Director for a period of four years from March 01, 2015 to February 28, 2019, subject to the approval of Central Government and shareholders on terms and conditions as under:

1. a) Annual Base Salary ₹17,891,050 gross (comprising of an Euro component of Euro 135,237 payable at the exchange rate on the salary day and a rupee component of ₹7,149,448) in the range of ₹10,000,000 to ₹30,000,000 gross; revisions / increments being at the discretion of the Board.  
Dr. Wolf is eligible for onetime payment towards joining allowance of ₹3,012,943 gross.
- b) Variable Annual Bonus Annual bonus is fixed annually by the Board of Directors, taking into account the economic results and also Dr. Wolf's personal performance and target achievement. It can amount up to 160% of the Base Salary.
2. Deduction of Tax at Source Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
3. Minimum Managerial Remuneration (in case of absence or inadequacy of profits) Wherein in any financial year during the currency of the tenure of Dr. Wolf, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary, benefits and amenities to him as specified in the agreement dated March 04, 2015 between the Company and Dr. Wolf subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration by way of salary, perquisites and any other allowances within the ceiling limits prescribed under para 1 of section II of part II of Schedule V to the Companies Act, 2013 (including any statutory amendment thereof).
4. Benefits/facilities:
  - i. Housing:  
The Company will provide and maintain a house for Dr. Wolf and his family.
  - ii. Car and Driver:  
Two cars maintained and fueled by the Company with 2 drivers for the use of Dr. Wolf and his family.
  - iii. Gas, Electricity & Water charges for the house:  
These services will be borne/paid by Dr. Wolf.

iv. Telephone:

One cell phone, broadband/Internet and fax. These services will be provided by Company. Private calls and additional connections are to be paid by Dr. Wolf.

v. Club Membership:

Fees of 2 clubs excluding admission and life membership fees.

vi. Security and Gardener Maintenance at the house:

These services will be provided by the Company.

vii. Satellite TV:

Annual subscription to be up to a maximum of ₹6,500/-, plus one German channel (optional). These services will be provided by Company.

viii. Expenses while on joining the Company, while on deputation and when returning to home country/state after completion of employment:

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 Dr. Wolf and family for joining duty in Bangalore will be paid by the Company.

Relocation expenses referred to above, in case Dr. Wolf joins another company within Bosch group, that company will bear these expenses. However, if Dr. Wolf resigns and joins another company outside the Bosch group, then the Company will not reimburse such relocation expenses.

5. Other Benefits:

Dr. Wolf would be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company.

6. End of Contract:

The contract of employment may be terminated by either party upon notice of 12 months, to expire at the end of a calendar quarter. The notice of termination must be given in writing. The contract of employment shall terminate without the need to give notice at the end of the calendar quarter in which the Director attains 60th birthday, unless a written agreement has been reached on its prolongation at least six months before that date.

Since Dr. Wolf is not deemed to be a resident of India within the meaning of Clause (e) of Part I of Schedule V, approval of the Central Government has been sought for his appointment as a Whole-time Director on terms and conditions hereinabove. The approval of Central Government is awaited.

A copy of the Agreement dated March 04, 2015 referred to in the resolution at Item No.5 will be available for inspection by the Members at the Registered Office of the Company between 9.30 a.m. and 5.00 p.m. on any working day except Saturdays, Sundays and public holidays.

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

Except Dr. Andreas Wolf, none of the Directors or Key Managerial Personnel, or their respective relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

A brief profile of Dr. Andreas Wolf pursuant to Clause 49 of the Listing Agreement is given below:

Dr. Andreas Wolf, aged about 53 years, is a Mechanical Engineer and PhD holder from Technical University Dresten.

He has been associated with the Bosch group for over 24 years. During these 24 years of association, he has worked in several management positions mainly in Manufacturing, Quality, Safety, Project Management and Corporate functions as well. He has varied experience in the divisions CR (Corporate Research and Development), DS (Diesel Systems), GS (Gasoline Systems), ATMo (Special machinery) and DC (Drive and Control systems). Few of the key positions held by him during his tenure are enumerated below:-

1. Section Manager, Technical Branch in Homburg Plant;
2. Director, Department Manager Manufacturing Common Rail Injections, Diesels Systems Homburg Plant, Germany.
3. Vice President and Area Manager, PCV Diesels systems, Jihlava Plant, Czech Republic;
4. Senior Vice President and Technical Plant Manager, Bosch Bursa Plant, Turkey;

5. Senior Vice President and Technical Plant Manager, Feuerbach Plant, Germany.

Dr. Andreas Wolf holds directorship in the following companies other than Bosch Limited:- (i) Bosch Automotive Electronics India Private Limited and (ii) Bosch Chassis Systems India Limited. Dr. Andreas Wolf is not member of any Committee of the Board of the Company. Dr. Wolf is a member of "Nomination and Remuneration Committee" and "Corporate Social Responsibility Committee" of Bosch Chassis Systems India Limited and Bosch Automotive Electronics India Private Limited, respectively.

**Item No. 6**

Mr. Soumitra Bhattacharya was appointed as Joint Managing Director of the Company for a period of 4 years commencing from January 01, 2013 (01.01.13 to 31.12.17). The Board of Directors at their meeting held on February 13, 2015, on recommendation of Nomination and Remuneration Committee, revised the compensation structure of Mr. Bhattacharya as mentioned in the resolution commensurate with his responsibilities in line with remuneration policy for the senior management of the Company. Except as stated in the resolution, the other terms and conditions of his appointment as approved by the shareholders at the AGM held on June 05, 2013 remain unchanged.

Mr. Soumitra Bhattacharya, aged 54 years, is a Chartered Accountant from The Institute of Chartered Accountants of India. During his tenure with the Bosch Group he has served as Commercial Director of Robert Bosch Turkey and General Manager at the Feuerbach Plant. Before his appointment to the Board, he served the Company as Vice President responsible for commercial functions at Company's Nashik and Jaipur Plants and in charge of Corporate Planning & Controlling for the Company. He is also the Chief Financial Officer of the Company.

Mr. Bhattacharya holds directorship in the following companies other than Bosch Limited:- (i) Bosch Electrical Drives India Private Limited, (ii) MICO Trading Private Limited and (iii) Bosch Rexroth (India) Limited. He is an Executive Committee member of Automotive Component Manufacturers Association of India and Southern Council member of Confederation of Indian Industries. Mr. Bhattacharya is a member of "Corporate Social Responsibility Committee" and Chairman of "Risk Management Committee" of the Company and Chairman of "Nomination and Remuneration Committee" and "Stakeholders' Relationship Committee" of Bosch Rexroth (India) Limited.

A copy of the Supplementary Agreement dated March 04, 2015 setting out the revised remuneration, perquisites, facilities and other benefits to Mr. Bhattacharya will be available for inspection by the Members at the Registered Office of the Company between 9.30 a.m. and 5.00 p.m. on any working day except Saturdays, Sundays and Public Holidays.

Mr. Soumitra Bhattacharya has attended all the Board Meetings held during the period from January 01, 2014 to March 31, 2015, except one.

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

Except Mr. Soumitra Bhattacharya, none of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 6 of the Notice.

**Item No. 7**

The Board of Directors at their meeting held on May 29, 2015, on recommendation of the Audit Committee, appointed Messrs Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company to audit the cost records of the Company for the Financial Year 2015-16 at a remuneration of ₹500,000/- (Rupees Five Lakhs only) excluding applicable taxes and reimbursement of out of pocket expenses 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 is required to be ratified by the Members of the Company. Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice, for approval of Members.

None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 7 of the Notice.

**Item No. 8**

The Members at the Annual General Meeting of the Company held on June 03, 2010 passed a Special Resolution under erstwhile Section 309(4) of the Companies Act, 1956, approving the payment of Commission to Non Whole-time Directors of the Company, for a sum not exceeding ₹6,000,000 per annum for a period of five financial years commencing from January 01, 2010.



The Companies Act, 2013, the amendments to listing agreement and dynamic business environment have placed more onerous responsibilities on the Non-Executive Directors (NED) particularly the Independent Directors. This requires the Directors to play a more pro-active role along with greater involvement in Board's decision making process. Considering the above and with a view to align the remuneration payable to non-executive directors / independent directors with the industry standards, it is proposed to revise the overall commission payable to all non-executive / independent directors from ₹6,000,000 to ₹20,000,000 for a period of five financial years commencing from April 01, 2015.

In line with the prevailing practice, the Board has adopted a compensation structure for non-executive directors/ independent directors that is linked to the attendance at Board meetings, Membership/Chairmanship of Committee/s of the Board, overall responsibilities as a director and other relevant factors. Within the overall limit, Commission will be distributed amongst the Directors in accordance with the recommendation of Nomination and Remuneration Committee and directions given by the Board of Directors in respect of each financial year. The Commission will be in addition to fees payable to the Directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other meetings. The overall limit of ₹2 crore specified in the resolution is enabling in nature to facilitate future revisions by the Board.

Accordingly, it is proposed to seek fresh approval of the shareholders by way of a special resolution for payment of commission to non-executive directors for an aggregate amount not exceeding ₹2 crore for any one financial year, during the five financial years commencing from April 01, 2015.

The Board of Directors recommend the Special Resolution set out at Item No. 8 of the Notice, for approval of Members.

The Non-Executive Directors and the Independent Directors may be deemed to be concerned or interested in passing of the resolution at Item No.8. No Key Managerial Personnel or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 8 of the Notice.

#### Item No. 9

Your Company is the subsidiary of Robert Bosch GmbH, Germany ("RB GmbH") which has its presence across the globe. Being a part of a global group, your Company collaborates closely with the holding company to meet its business objectives. The Company has wide range of transactions involving purchase of raw materials, components, trade goods, assets and services, sale of products and services, royalty payments, transfer of technology and know-how and other incidental transactions in the normal course of its business with the holding company. This helps the Company to leverage on the advanced technologies available with the holding company and provide relevant products & solutions to the Indian market. For more details on the business relationship of the Company with its holding company, RB GmbH, shareholders may refer the corporate presentation available at [http://www.boschindia.com/media/in/documents/our\\_company\\_1/shareholder\\_information\\_1/2015/Investors\\_Conference\\_2015.pdf](http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2015/Investors_Conference_2015.pdf).

The broad nature of transactions / arrangements with RB GmbH envisaged in the ordinary course of business of the Company is as under:

Sl. No.	Nature of transaction
1.	Purchase of goods (raw materials, trade goods, components, tools, spares, etc.)
2.	Purchase of assets
3.	Sale of goods (products, components, etc.)
4.	Services received (royalty, development charges, IT charges, etc.)
5.	Sale of services (development income, etc.)
6.	Miscellaneous income

The other relevant particulars of contracts / arrangements / transactions are as under:

Sl. No.	Particulars	Remarks
1.	Name of the related party	Robert Bosch GmbH, Germany
2.	Nature of relationship	Holding company under Section 2(46) of the Companies Act, 2013
3.	Monetary Value	Not exceeding ₹50,000 million in any financial year. The estimated aggregate value of the transactions is arrived after considering the trend of transactions for previous years, current forecast, future business projections and business exigencies.
4.	Are the transactions in ordinary course	Yes

5.	Are the transactions on an arm's length basis	Yes. The transactions would be entered on an arm's length basis in line with the Related Party Transaction Policy of the Company, transfer pricing guidelines and regulatory requirements.
6.	Whether the transactions have been approved by Audit Committee	Prior approval of the Audit Committee is taken for all related party transactions on a periodic basis as per the provisions of Clause 49 (VII) of the listing agreement.
7.	Any other relevant information	The transactions are in ordinary course of business aligned to the business plans of the Company. The Audit Committee will review the aforesaid transactions on a periodic basis.

The said transactions including obligations, if any, with RB GmbH may exceed 10% of the consolidated annual turnover of the Company and become material in nature within the meaning of Clause 49 (VII) of the listing agreement. Thus, these transactions require approval of shareholders by way of a special resolution.

None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 9 of the Notice.

RB GmbH, being the holding company and a related party within the meaning of section 2(76) and clause 49 of the listing agreement, will abstain from voting in the resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice, for approval of Members.

By Order of the Board

S. Karthik  
Company Secretary  
Membership No.: A6768

Bengaluru  
May 29, 2015

# Bosch Limited

PROXY FORM

(CIN: L85110KA1951PLC000761)

Regd office: Hosur Road, Adugodi, Bengaluru -560030

Tel: +91 80 4176 8626, 2299 2315 Fax: +91 80 2299 2181

website: [www.boschindia.com](http://www.boschindia.com)

e-mail: [investor@in.bosch.com](mailto:investor@in.bosch.com)

Name of the member(s) :
Registered address :
E-mail ID :
Folio No. / DP ID-Client ID :

I/We, being the member (s) of ..... 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: \_\_\_\_\_

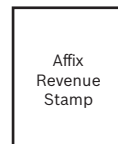
as my/our proxy to attend and vote (either on poll or through e-voting) for me/us and on my/our behalf at the 63<sup>rd</sup> Annual General Meeting of Company, to be held on the 28<sup>th</sup> day of August, 2015 At 10.30 a.m. at Trinity Hall, Vivanta By Taj, 41/3, Mahatma Gandhi Road, Bengaluru - 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Financial Statements for the fifteen months period from January 01, 2014 to March 31, 2015.		
2.	Declaration of a dividend for the fifteen months period from January 01, 2014 to March 31, 2015.		
3.	Re-appointment of Dr. Steffen Berns as a Director.		
4.	Appointment of Price Waterhouse & Co Bangalore LLP (Regn. No. 007567S/S-200012) Chartered Accountants, as Auditors and fix their remuneration.		
<b>SPECIAL BUSINESS</b>			
5.	Approve the appointment of Dr. Andreas Wolf as a Whole-time Director of the Company.		
6.	Revision in remuneration of Mr. Soumitra Bhattacharya, Joint Managing Director with effect from November 01, 2014.		
7.	Ratification of Remuneration payable to Cost Auditors.		
8.	Approval of payment of Commission to Non-Executive Directors/Independent Directors.		
9.	Approval of Related Party Transactions with Robert Bosch GmbH, Holding Company.		

Signed this ..... day of ..... 2015

Signature of shareholder

Signature of Proxy holder(s)



## Notes :

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 63<sup>rd</sup> Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered invalid.

**Route Map for AGM Location**

