



**BOSCH**

Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai – 400 051

Bosch Limited  
Post Box No:3000  
Hosur Road, Adugodi  
Bangalore-560030  
Karnataka, India  
Tel +91 80 41768626  
Fax +91 80 2299 2181  
www.boschindia.com  
L85110KA1951PLC000761

05.08.2016

Dear Sir/Madam,

Sub: Notice of the 64<sup>th</sup> Annual General Meeting (AGM).

Reference: Regulation 30(2) of SEBI (LODR) Regulations, 2015

Please find enclosed herewith a copy of the Annual Report 2015-16 and Notice of the 64<sup>th</sup> Annual General Meeting to be held on Thursday, September 01, 2016 at 10.30 A.M at 'The Grand Ballroom', Shangri-La Hotel Bengaluru, No.56-6B, Palace Road, Bengaluru- 560052.

Please bring the above to the notice of your members.

Thanking you,

Yours faithfully,  
for Bosch Limited,



(R. Vijay)

Deputy Company Secretary

# Bosch Limited

(the "Company")

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

Tel: +91 80 4176 8626; 2299 2315; Fax: +91 80 2299 2830; website: [www.boschindia.com](http://www.boschindia.com)

E-mail: [investor@in.bosch.com](mailto:investor@in.bosch.com); CIN: L85110KA1951PLC000761

NOTICE is hereby given that the SIXTY FOURTH Annual General Meeting of Bosch Limited will be held at 10.30 a.m. on Thursday, September 01, 2016 at 'The Grand Ballroom', Shangri-La Hotel Bengaluru, No. 56-6B, Palace Road, Bengaluru - 560 052, to transact the following businesses:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the:
  - a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and
  - b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Soumitra Bhattacharya (DIN:02783243), 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the Sixty Third Annual General Meeting, appointment of Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Registration No. 007567S/S-200012) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 65<sup>th</sup> Annual General Meeting of the Company, 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 pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Dr. Steffen Berns (DIN:06449396) as Managing Director of the Company for a period of 2 (two) years from 01.01.2017 to 31.12.2018 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Dr. Steffen Berns.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall deem to include any Committee thereof) be and are hereby authorized to vary the terms and conditions of appointment, including determination of remuneration payable to Dr. Steffen Berns, in such manner as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such 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 Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Mr. Soumitra Bhattacharya (DIN:02783243) as Joint Managing Director of the Company for a period of three years and six months from 01.01.2017 to 30.06.2020 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Mr. Soumitra Bhattacharya.

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. Soumitra Bhattacharya, in such manner as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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), remuneration of INR 600,000 (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 2016-17, 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, matters and things 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof), the draft Regulations contained in the Articles of Association submitted to this Meeting, be approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take steps and perform such actions as may be deemed necessary, proper and expedient to give effect to this resolution.”

By Order of the Board

S. Karthik  
Company Secretary  
Membership No.:A6768

Bengaluru  
May 25, 2016

**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 8 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, Mr. Soumitra Bhattacharya (DIN : 02783243) retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re- appointment.
- (f) The relevant documents referred in the Notice will be available for inspection by the members at the Registered Office of the Company during business hours on any working day (except Saturdays, Sundays & Public Holidays).

- (g) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 11, 2016 to Thursday, June 16, 2016 (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 June 10, 2016 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 June 10, 2016. The dividend warrants will be posted on or about September 05, 2016.

*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 Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended December 31, 2008 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 Section 205C(1) of the Companies Act, 1956. Members can claim the unpaid dividend from the Company before it is transferred 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) Corporate Members intending to send their authorized representatives to attend the Annual General 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 authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (l) 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.
- (m) 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.
- (n) The Securities and Exchange Board of India (SEBI) has mandated submission of copy of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their copy of PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their copy of PAN to the Company / Registrar and Transfer Agents (RTA).
- (o) 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.
- (p) 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.
- (q) None of the Directors are related to each other or any Key Managerial Personnel of the Company nor do they hold any shares in the Company.
- (r) In this Notice and Annexure thereto the term "Shareholders" and "Members" are used interchangeably.
- (s) 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).
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II	The remote e-voting period commences on Monday, August 29, 2016 at 9.00 a.m. and ends on Wednesday, August 31, 2016 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 26, 2016, 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. You will not receive any PDF file in case you are already registered with NSDL.						
	(ii)	Launch internet browser by typing the following URL: ( <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> )						
	(iii)	Click on Shareholder - Login						
	(iv)	In case you are logging in for the first time – a) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. b) 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.						
	(v)	Home page of remote e-voting opens. Click on remote e-voting → Active Voting Cycles.						
	(vi)	Select “EVEN” of Bosch Limited. You can login any number of times on e-voting platform of NSDL till you have voted on all the resolutions during the remote e-voting period i.e. till 5.00 p.m. on August 31, 2016.						
	(vii)	Cast Vote page opens.						
	(viii)	Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.						
	(ix)	Upon confirmation, the message “Vote cast successfully” will be displayed.						
	(x)	Please note that once you have voted on the resolution(s), you will not be allowed to modify your vote.						
	(xi)	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. preferably 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:pramod@adyanta.co.in">pramod@adyanta.co.in</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 have 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 1541 1398 1653"> <thead> <tr> <th><b><u>EVEN (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>104386</td> <td>xxxxxxxx</td> <td>xxxxxxxx</td> </tr> </tbody> </table>	<b><u>EVEN (E-Voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>	104386	xxxxxxxx	xxxxxxxx
<b><u>EVEN (E-Voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>						
104386	xxxxxxxx	xxxxxxxx						
	(ii)	Please follow all steps from Sl. No.(ii) to Sl. No.(xi) 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 Bosch Limited, PB. No. 3000, Hosur Road, Aduodi, Bengaluru - 560 030 Deputy Manager – Secretarial Department Ph : (080) 2299 2315/ 2299 9652/ 2299 2310; e-mail: <a href="mailto:investor@in.bosch.com">investor@in.bosch.com</a> or <a href="mailto:VenkataramanPrakash@in.bosch.com">VenkataramanPrakash@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 26, 2016 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 holds shares as of the cut-off date i.e. August 26, 2016, 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 to the Company/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 is not eligible 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. Pramod SM of HBP & Co., Practicing Company Secretaries, 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 25, 2016

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 8 OF THE NOTICE**

##### **Item No. 5**

Dr. Steffen Berns was appointed as the Managing Director of the Company with effect from January 01, 2013 for a period of four years. His current term as Managing Director will end on December 31, 2016.

Considering his expertise, overall performance and organisational requirements, the Nomination and Remuneration Committee (NRC) at their meeting held on May 25, 2016 recommended his re-appointment as Managing Director for a term of 2 years commencing from January 01, 2017. The Board of Directors, based on the recommendation of NRC, re-appointed Dr. Berns for a period of two years with effect from January 01, 2017. The main terms and conditions of his re-appointment are as under:

1. Term:  
From 01.01.2017 to 31.12.2018
2. (a) Base Salary:  
Annual base salary shall be INR 32,283,207 gross p.a (comprising of an Euro component of Euro 230,161 payable at the Exchange rate on the salary day and a Rupee component of INR 15,205,280) in the range of INR 30,000,000 gross p.a. to INR 45,000,000 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 Dr. Steffen Berns personal performance and target achievement. It can amount to upto 160% of the Base Salary.

3. Deduction of Tax at Source:  
Dr. Berns' remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
4. Minimum managerial remuneration (in case of absence or inadequacy of profits):  
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Dr. Steffen Berns, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as herein stated.
5. Benefits/ Facilities:
  - (i) Housing:  
The Company will provide and maintain a house for Dr. Steffen Berns and his family.
  - (ii) Gas, electricity and water charges for the house:  
These services will be borne/paid by Dr. Steffen Berns.
  - (iii) Security and Garden Maintenance at the house:  
These services will be provided by the Company.
  - (iv) Car and Driver:  
2 cars maintained and fueled by the Company with 2 drivers for the use of Dr. Steffen Berns and his family.
  - (v) Telephone at home:  
One or more phones for the purpose of Company's business according to Company rules.
  - (vi) Club Memberships:  
Fees of 2 clubs excluding admission and life membership fees.
  - (vii) Satellite TV:  
Annual subscription to be up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
  - (viii) Medical Reimbursement:  
As per the existing Company policy available to other Senior Management/ Executives of the Company.
  - (ix) Reimbursement of School Fees for children:  
As per the existing Company policy available to other Senior Management/ Executives of the Company.
  - (x) Other Benefits:  
Dr. Steffen Berns would be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company.
  - (xi) Expenses incurred on joining the Company, while on deputation and when returning to home 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. Berns and family for joining duty in Bengaluru will be paid by the Company.  
A one time arrival allowance equivalent to 1.5 month's salary will be paid to Dr. Berns at the time of joining duty to meet his initial transfer expenses.  
  
Relocation expenses referred to above will also be paid when Dr. Berns finally retires from the employment of the Company. In case Dr. Berns joins another company within the Bosch Group, that company will bear these expenses. However, if Dr. Berns resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.
6. Leave:  
As per applicable Company's policy.
7. Business Trips:  
Travel costs for business trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

A copy of the Agreement dated May 25, 2016 referred to in the resolution at Item No. 5 will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting. Any member desirous of inspecting the documents electronically may write to the Company at [investor@in.bosch.com](mailto:investor@in.bosch.com).

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

Except Dr. Steffen Berns, 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. 5 of the Notice.

**A brief profile of Dr. Steffen Berns is given below:**

Dr. Steffen Berns, aged 53 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 was appointed as 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. He is not related to any Director or Key Managerial Personnel of the Company.

During the Financial Year ended March 31, 2016, 5 Board Meetings were held which were all attended by Dr. Steffen Berns.

The current salary drawn by Dr. Berns is INR 28,814,576 gross p.a. (comprising of an Euro component of Euro 190,547 payable at the Exchange rate on the salary day and a Rupee component of INR 14,675,995) in the range of INR 18,000,000 gross p.a. to INR 30,000,000 gross p.a. in line with the approval of shareholders at the 61<sup>st</sup> Annual General Meeting.

**Item No. 6**

Mr. Soumitra Bhattacharya was appointed as the Joint Managing Director of the Company with effect from January 01, 2013 for a period of four years. His current term as Joint Managing Director will end on December 31, 2016.

Considering his expertise, overall performance and organisational requirements, the Nomination and Remuneration Committee at their meeting held on May 25, 2016 recommended his re-appointment as Joint Managing Director for a term of three years and six months commencing from January 01, 2017. The Board of Directors, based on the recommendation of NRC, re-appointed Mr. Bhattacharya for a period of three years and six months from January 01, 2017. The main terms and conditions of re-appointment are as under:

1. Term:  
From 01.01.2017 to 30.06.2020
  2. (a) Base Salary:  
Annual base salary shall be INR 19,161,360 gross p.a. in the range of INR 15,000,000 gross p.a. 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 Mr. Soumitra Bhattacharya personal performance and target achievement. It can amount upto 160% of the base salary.
  - (c) Cash Perk Basket:  
INR 3,364,000 gross p.a. in the range of INR 3,000,000 gross p.a. to INR 7,500,000 gross p.a. comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per Company's policies subject to the provisions of Income Tax Act/Rules; revisions/increments being at the discretion of the Board.
3. Deduction of Tax at Source:  
Mr. Bhattacharya's remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.



4. Minimum managerial remuneration (in case of absence or inadequacy of profits):  
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Soumitra Bhattacharya, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as herein stated.
5. Benefits/ Facilities:
- (i) Hospitalisation:
    - (a) Hospitalisation Insurance: INR 1,500,000 p.a. for Mr. Bhattacharya and family.
    - (b) Post retirement hospitalisation: INR 1,000,000 p.a. for Mr. Bhattacharya and family (*Family includes spouse and children upto the age of 23 years*).
  - (ii) Life Insurance:
    - (a) Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 month's base salary.
    - (b) Group Personal Accident Insurance: Compensation for death / permanent total disablement under group personal accident insurance will be 100 month's base salary.
  - (iii) Retirement Funds:  
Benefits of Provident Fund, Gratuity and Superannuation on the fixed monthly salary according to the Company's Rules.
  - (iv) Gas, electricity and water charges for the house:  
These services will be borne/paid by Mr. Soumitra Bhattacharya.
  - (v) Car and Driver:  
2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Soumitra Bhattacharya and his family.
  - (vi) Telephone at home:  
One or more phones for the purpose of Company's business according to Company rules.
  - (vii) Club Memberships:  
Fees of 2 clubs excluding admission and life membership fees.
  - (viii) Satellite TV:  
Annual subscription to be up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
  - (ix) Other Benefits:  
Mr. Bhattacharya would be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company.
  - (x) Expenses incurred on joining the Company, while on deputation and when returning to home 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 Mr. Bhattacharya and family for joining duty in Bengaluru will be paid by the Company.  
A one time arrival allowance equivalent to 1.5 month's salary will be paid to Mr. Bhattacharya at the time of joining duty to meet his initial transfer expenses.  
Relocation expenses referred to above will also be paid when Mr. Bhattacharya finally retires from the employment of the Company. In case Mr. Bhattacharya joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Bhattacharya resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.
6. Leave:  
As per applicable Company's policy.
7. Business Trips:  
Travel costs for business trips will be reimbursed within the framework of the Company guidelines applicable for the time being.

A copy of the Agreement dated May 25, 2016 referred to in the resolution at Item No. 6 will be available for inspection by the Members at the Registered Office of the Company during the business hours on any working day (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting. Any member desirous of inspecting the document electronically may write to the Company at [investor@in.bosch.com](mailto:investor@in.bosch.com).

Except Mr. 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.

**A brief profile of Mr. Bhattacharya is given below:**

Mr. Soumitra Bhattacharya, aged 56 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, (iii) Z F Steering Gear (India) Limited and (iv) Robert Bosch Automotive Steering Private Limited. He is an Executive Committee member of Automotive Component Manufacturers Association of India. Mr. Bhattacharya is a member of "Corporate Social Responsibility Committee" and Chairman of "Risk Management Committee" of the Company. He does not hold any shares in the Company. He is not related to any Director or Key Managerial Personnel of the Company.

During the Financial Year ended March 31, 2016, 5 Board Meetings were held which were all attended by Mr. Soumitra Bhattacharya.

The current salary drawn by Mr. Soumitra Bhattacharya is as under:

Annual Base Salary :	INR 14,193,600 gross p.a. in the range of INR 14,000,000 gross p.a. to INR 30,000,000 gross p.a.
Cash Perk Basket :	INR 3,364,000 gross p.a. in the range of INR 3,000,000 gross p.a. to INR 6,000,000 gross p.a. comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per the Company's Policy.

**Item No. 7**

The Board of Directors at their meeting held on May 25, 2016, 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 2016-17 at a remuneration of INR 600,000 (Rupees Six 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 Articles of Association (AoA) of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1913 and were thereafter amended from time to time in accordance with the provisions of the Companies Act, 1956.

It is now proposed to have a new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Rules framed thereunder. The change is necessitated as many provisions of the Companies Act, 1956 have been repealed, some have become redundant and new concepts have been introduced under the Companies Act, 2013.

The new AoA is to be substituted in place of the existing AoA. Members attention is invited to certain salient features in the new AoA of the Company viz:

- i. Various existing Articles have been aligned to the Act;
- ii. Provisions relating to the use of electronic medium by the Members and the Directors have been incorporated;
- iii. Provisions relating to the appointment of Key Managerial Personnel have been added; and
- iv. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

A copy of the proposed set of new Articles of Association of the Company is available for inspection by the Members of the Company at the Registered Office during business hours, on any working day (except Saturdays, Sundays and Public Holidays) of the Company, upto the date of the Annual General Meeting. The proposed draft Articles of Association is also available on the Company's website [www.boschindia.com](http://www.boschindia.com) for perusal by the Members.

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

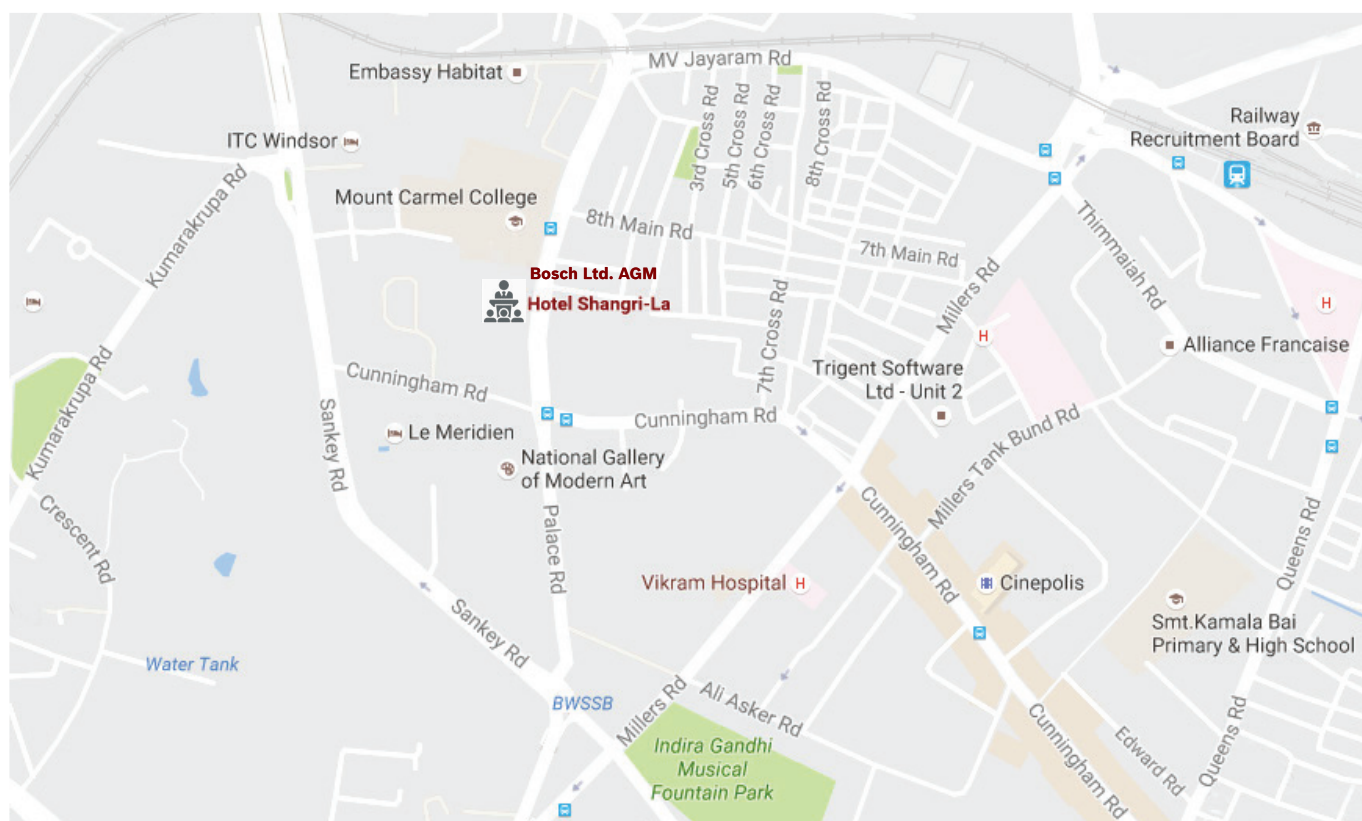
None of the Directors or Key Managerial Personnel, or their relatives, are in any way concerned or interested (financially or otherwise) in this Resolution.

By Order of the Board

Bengaluru  
May 25, 2016

S. Karthik  
Company Secretary  
Membership No.:A6768

### Route Map For AGM Location



Map not to scale

# Bosch Limited

(CIN: L85110KA1951PLC000761)  
 Regd office: Hosur Road, Adugodi, Bengaluru -560030  
 Tel: +91 80 4176 8626, 2299 2315 Fax: +91 80 2299 2830  
 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: \_\_\_\_\_ or failing him;

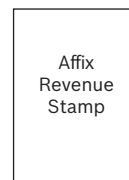
as my/our proxy to attend and vote (either on poll or through e-voting) for me/us and on my/our behalf at the 64<sup>th</sup> Annual General Meeting of Company, to be held on the 1<sup>st</sup> day of September, 2016 at 10.30 a.m. at 'The Grand Ballroom', Shangri-La Hotel Bengaluru, No. 56-6B, Palace Road, Bengaluru - 560 052 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI.No.	Resolutions	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2016.		
2.	Declaration of a dividend.		
3.	Re-appointment of Mr. Soumitra Bhattacharya as a Director.		
4.	Ratification of Appointment of Price Waterhouse & Co Bangalore LLP (Regn. No. 007567S/S-200012) Chartered Accountants, as Auditors of the Company.		
<b>SPECIAL BUSINESS</b>			
5.	Re-appointment of Dr. Steffen Berns as a Managing Director with effect from January 01, 2017.		
6.	Re-appointment of Mr. Soumitra Bhattacharya as Joint Managing Director with effect from January 01, 2017.		
7.	Ratification of remuneration payable to Cost Auditors.		
8.	Approval of Alteration of the Articles of Association of the Company.		

Signed this ..... day of ..... 2016

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 64<sup>th</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.

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