



**BOSCH**

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BSE Limited  
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Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001  
Scrip code:500530

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

Bosch Limited  
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Karnataka, India  
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www.boschindia.com  
L85110KA1951PLC000761

August 25, 2016

Dear Sir/Madam,

**Sub: Submission of Public Announcement for Buyback of Equity Shares**

In furtherance of our letter dated August 24, 2016 informing the exchanges that the shareholders of the Company have approved the proposal of Buyback of up to 878,160 Equity Shares of the Company, please find attached a copy of the Public Announcement dated August 24, 2016 published in the newspapers viz., Business Standard (English & Hindi) and Kannada Prabha (Kannada) on August 25, 2016 pursuant to Regulation 8(1) of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998.

Thanking you,

Yours faithfully,  
for Bosch Limited,

(S. Karthik)  
Company Secretary

Encl: as above



# BOSCH LIMITED

CIN: L85110KA1951PLC000761

Registered Office: P.B. No. 3000 Hosur Road, Adugodi, Bengaluru – 560 030

Phone : 080-22992315 / 080-41768626

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## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF BOSCH LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 1998

This public announcement ("Public Announcement") is being made pursuant to Regulation 8(1) and Part A of Schedule II to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time (the "Buy Back Regulations") and contains the disclosures as specified in Part A of Schedule II to the Buy Back Regulations.

**OFFER TO BUY BACK UP TO 878,160 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH OF BOSCH LIMITED AT A PRICE OF RS. 23,000 PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.**

### 1. Details of the Buyback Offer and Offer Price

1.1 The Board of Directors ("Board") of Bosch Limited ("Company"), at its meeting held on July 1, 2016 ("Board Meeting") passed a resolution approving a buyback of up to 878,160 (Eight Hundred Seventy Eight Thousand One Hundred and Sixty Only) fully paid-up equity shares of face value of Rs. 10 each ("Equity Shares") of the Company ("Buyback") at a price of Rs. 23,000 (Rupees Twenty Three Thousand Only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate amount of Rs. 20,197,680,000 (Rupees Twenty Thousand One Hundred and Ninety Seven Million and Six Hundred and Eighty Thousand Only) ("Buyback Offer Size") excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. from all the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the tender offer route. The Board has also sought the approval of the shareholders of the Company, by a special resolution, through the postal ballot notice dated July 15, 2016 ("Postal Ballot Notice"), the results of which were announced on August 24, 2016. Through the postal ballot, the shareholders of the Company have approved, by a special resolution, the Buyback.

1.2 The Buyback is in accordance with the provisions contained in Article 12 of the Articles of Association of the Company, Section 68 of the Companies Act, 2013 ("Companies Act"), the relevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act and the Buy Back Regulations.

1.3 The Buyback is further subject to approvals as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws including but not limited to Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares of the Company are listed i.e. the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges").

1.4 The Buyback Offer Size constitutes 24.99% of the total fully paid-up share capital and free reserves as per the audited standalone accounts of the Company for the financial year ended March 31, 2016 and is within the statutory limits of 25% of the total fully paid-up share capital and free reserves prescribed under the Companies Act and the Buyback Regulations. The maximum number of Equity Shares proposed to be bought back represents 2.796% of the total number of Equity Shares.

1.5 The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the BSE and the NSE where the Equity Shares are listed, the net worth of the Company, price earnings ratio and impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share. The Buyback Offer Price represents a (i) premium of 6.85% and 6.86% over the closing price of the Equity Shares on the BSE and NSE, respectively, as on June 28, 2016, being the date on which Company intimated the Stock Exchanges of the date of the Board Meeting, and (ii) premium of 9.91% and 9.84% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding June 28, 2016, being the date on which Company intimated the Stock Exchanges of the date of the Board Meeting.

1.6 The Equity Shares shall be bought back on a proportionate basis from all the equity shareholders of the Company ("Shareholders") as of September 06, 2016 ("Record Date") through the "tender offer" route, as prescribed under Regulation 4(1)(a) of the Buyback Regulations, and, subject to applicable laws, facilitated through the stock exchange mechanism as specified under the "Mechanism for acquisition of share through Stock Exchanges" prescribed under the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular"). Please refer to Paragraph 7 below for details regarding the Record Date and share entitlement for tender in the Buyback.

### 2. Necessity / Rationale for the Buyback

2.1 The Company has accumulated free reserves and satisfactory liquidity as represented by its bank balances and marketable securities. The future generation of cash along with borrowings, if any, will support the resources required for investments and other operational requirements of the Company in the coming years. The Buyback provides an opportunity to the Company to return excess cash to the Shareholders and to enhance overall Shareholders' value. The Board at its meeting held on July 01, 2016, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ending March 31, 2016 and as such, the Board decided to allocate a sum of Rs. 20,197,680,000 (Rupees Twenty Thousand One Hundred and Ninety Seven Million and Six Hundred and Eighty Thousand Only) for distribution to the Shareholders of the Company through the Buyback.

2.2 After considering several factors and benefits to the Shareholders, the Board decided to recommend the Buyback of up to 878,160 Equity Shares (representing up to 2.796% of the total number of Equity Shares) at a price of Rs. 23,000 per Equity Share for an aggregate consideration not exceeding Rs. 20,197,680,000. The Buyback is being proposed by the Company to return surplus funds to the Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase Shareholders' value and the Buyback would result in, amongst other things:

2.2.1. The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in Shareholders' value.

2.2.2. The Buyback will help the Company to distribute surplus cash to its Shareholders, broadly in proportion to their shareholding, thereby, enhancing the overall return to Shareholders.

2.2.3. The Buyback gives an option to the Shareholders to either (i) participate and receive cash payments in lieu of Equity Shares to be accepted under the Buyback, or (ii) not participate and enjoy a resultant increase in their percentage shareholding in the Company, after the Buyback, without any additional investment.

2.2.4. The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations and the SEBI Circular, would involve an allocation of 15% of the outlay to small Shareholders. The Company believes that this reservation of 15% for small Shareholders would benefit a large number of public Shareholders, who would be classified as "small shareholder" as per Regulation 2(1)(la) of the Buyback Regulations.

### 3. Details of the Promoter Shareholding and Intention to Participate in the Buyback

3.1 The aggregate shareholding of the promoter of the Company, the directors of the promoter of the Company and directors and key managerial personnel of the Company as on the date of the Postal Ballot Notice (i.e. July 15, 2016) is as follows.

3.1.1. Robert Bosch GmbH ("Promoter"), the promoter of the Company, holds 22,349,420 Equity Shares representing 71.18% of the total paid-up Equity Share capital of the Company.

3.1.2. None of the directors of the Promoter hold any Equity Shares.

3.1.3. None of the directors or key managerial personnel of the Company hold any Equity Shares.

3.2. None of the persons mentioned in Paragraph 3.1 above have purchased or sold any Equity Shares for a period of 6 months preceding the date of the Board Meeting.

3.3. None of the persons mentioned in Paragraph 3.1 above have purchased or sold any Equity Shares for the period between the date of the Board Meeting and the date of the Postal Ballot Notice.

3.4. In terms of the Buyback Regulations, under the tender offer route, the Promoter has the option to participate in the Buyback. In this regard, the Promoter has expressed its intention vide its letter dated July 4, 2016 to participate in the Buyback and offer up to an aggregate of 22,349,420 Equity Shares or such lower number of Equity Shares in accordance with the Buyback Regulations.

Details of the date and price of acquisition of the Equity Shares that the Promoter intends to tender are set out below:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Consideration (Rs. per Equity Share)	Face Value (Rs.)
March 17, 1959	Conversion <sup>(1)</sup>	53,370	-	100
March 23, 1960	Allotment	29,350	100	100
February 10, 1961	Allotment	3,342	100	100
May 19, 1961	Allotment	188	100	100
March 16, 1962	Rights issue	17,250	110	100
January 02, 1963	Bonus issue	25,875	Nil	100
April 04, 1966	Rights issue	25,875	110	100
September 30, 1966	Bonus issue	51,750	Nil	100
January 12, 1967	Rights issue	8,625	110	100
June 01, 1973	Bonus issue	215,625	Nil	100
December 13, 1976	Bonus issue	215,625	Nil	100
May 23, 1982	Bonus issue	323,438	Nil	100
October 25, 1986	Bonus issue	970,313	Nil	100
July 16, 2004	Sub-division of 1 Equity Share of face value of Rs. 100/- each to 10 Equity Shares of face value of Rs. 10/- each.			
Total no. shares after sub-division		19,406,260	-	-
August 09, 2007	Open Offer	2,943,160	4,600	10
<b>Total as on the date of this Public Announcement</b>		<b>22,349,420</b>		

<sup>(1)</sup> Upon conversion of equity shares as per the scheme of arrangement for re-organization of the capital structure sanctioned by the High Court of Mysore at Bangalore and approved by the Company on March 17, 1959.

4. The Company confirms that there are no defaults subsisting in repayment of deposits, interest thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder of the Company, or repayment of any term loans or interest payable thereon to any financial institution or banks.

5. The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and that it has formed the opinion:

5.1. that immediately following the date of the Board Meeting and date on which the results of the postal ballot approving the Buyback were declared, there are no grounds on which the Company can be found to be unable to pay its debts.

5.2. as regards to the Company's prospects for the year immediately following the date mentioned in Paragraph 5.1 above, that having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date.

5.3. that in forming the opinions as set out in paragraphs 5.1 and 5.2 for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the rules made thereunder, as may be applicable.

### 6. Report addressed to the Board of Directors by the Company's Auditor on permissible capital payment and opinion formed by directors regarding insolvency.

The text of the Report from Price Waterhouse & Co Bangalore LLP, the auditor of the Company, dated July 1, 2016 addressed to the Board is reproduced below:

The Board of Directors  
Bosch Limited,  
Hosur Road, Adugodi,  
Bangalore – 560 030

### Auditors' Report on Buy Back of Shares pursuant to the requirement of Schedule II to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998

1. This report is issued in accordance with our agreement dated June 24, 2016.

2. We have been engaged by Bosch Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Annexure I in connection with the proposed buy back by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998' and amendments thereto (the "Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initialled the Annexure I for identification purposes only.

### Board of Directors Responsibility

3. The Board of Directors of the Company is responsible for the following:

i. The amount of capital payment for the buy-back is properly determined; and

ii. It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot will be declared.

### Auditor's Responsibility

4. Pursuant to the requirement of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

i. whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act; and

ii. whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date on which the results of the postal ballot will be declared.

5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:

- Examined authorisation for buy back from the Articles of Association of the Company;
- Examined that the amount of capital payment for the buy-back as detailed in Annexure I is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
- Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
- Examined that all the shares for buy-back are fully paid-up;
- Inquired into the state of affairs of the Company with reference to the audited financial statements of the Company as at and for the year ended March 31, 2016 (the "Audited Financial Statements") which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
- Examined resolution passed in the meetings of the Board of Directors;
- Examined Directors' declarations for the purpose of buy-back and solvency of the Company; and
- Obtained appropriate representations from the Management of the Company.

6. We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates.

7. The financial statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 25, 2016. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

### Opinion

8. As a result of our performance of aforementioned procedures, we report that:

i. The amount of capital payment of Rs. 20,197.68 million for the shares in question, as stated in the accompanying certified extract of the minutes of the Board of Directors' meeting held on July 1, 2016, which we have initialled for identification, is within the permissible capital payment of Rs. 20,197.75 million, as calculated in Annexure I based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act and

ii. The Board of Directors in their meeting held on July 1, 2016 has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date on which the results of the postal ballot will be declared.

### Restrictions on Use

9. Our work was performed solely to assist you in meeting your responsibilities with reference to the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

10. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable the Board of Directors of the Company (a) to include in Explanatory statement to be included in the postal ballot notice to be circulated to the shareholders (b) to provide to the managers to the offer for the purpose of buyback and (c) to include in the Public Announcement to be made to the shareholders of the Company, the draft letter of offer and letter of offer which will be filed with (a) Securities and Exchange Board of India, (b) the BSE Limited, (c) the National Stock Exchange of India Limited, (d) the Registrar of Companies as required by the Regulations and (e) the National Securities Depository Limited and the Central Depository Services (India) Limited for the purpose of extinguishment of equity shares and should not be used for any other purpose. Price Waterhouse & Co Bangalore LLP does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### For Price Waterhouse & Co Bangalore LLP Firm Registration Number: 0075675/S-200012

Chartered Accountants

Subramanian Vivek

Bengaluru

Partner

July 1, 2016

Membership Number: 100332

### Annexure I - Statement of Permissible Capital Payment for Buyback of Equity Shares

Particulars	Rs. in Million
Issued, Subscribed and Paid up Capital as at March 31, 2016 (31,398,900 equity shares of Rs. 10/- each fully paid up)	313.99
Free reserves as at March 31, 2016:	
- General Reserve	42,060.39
- Securities Premium Account	8.07
- Statement of Profit and Loss	38,408.55
Total	80,791.00
Maximum permissible amount for Buyback i.e. 25% of the total paid-up capital and free reserves	20,197.75

**Note:** Calculation in respect of Permissible Capital Payment for Buyback of Equity shares is done on the basis of audited financial statements of the Company for the year ended March 31, 2016 which is not more than six months old from the proposed date of offer document.

### For and on behalf of Bosch Limited

Sd/-

Soumitra Bhattacharya

Jt. Managing Director & CFO

Sd/-

S Karthick

Vice President (Corporate Finance, Accounts & Controlling) and Company Secretary

### 7. Record Date and Shareholder Entitlement

7.1. As required under the Buyback Regulations, the Company has fixed September 06, 2016 as the Record Date for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback.

7.2. In due course, Shareholders holding Equity Shares, either in physical or dematerialised form, as on the Record Date ("Eligible Shareholders") will receive a letter of offer in relation to the Buyback ("Letter of Offer") along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.

7.3. The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (i) reserved category for Small Shareholders (defined below) and (ii) the general category for all other Eligible Shareholders.

7.4. As defined under the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than Rs. 200,000 (Rupees Two Hundred Thousand Only).

7.5. In accordance with Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

7.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.

7.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

7.8. The participation of the Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.

7.9. The maximum tender under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

7.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

7.11. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on Record Date.



## 8. Process and Methodology to be Adopted for the Buyback

- 8.1. The Buyback is open to all Eligible Shareholders / beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- 8.2. The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” pursuant to the SEBI Circular and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 8.3. The Company has appointed Citigroup Global Markets India Private Limited as the registered broker to the Company (“**Company Broker**”) to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback as described in Paragraph 8.5 below. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders. The contact details of the Company Broker are as follows:  
**Citigroup Global Markets India Private Limited**  
1202, 12th Floor  
First International Financial Centre  
G Block, Bandra Kurla Complex  
Bandra East  
Mumbai 400 051  
**Tel:** +91 22 6175 9999  
**Fax:** +91 22 6175 9961  
**Contact Person:** Rahul Roy  
**E-mail:** bosch.buybackoffer@citi.com  
**SEBI Registration Number:** INM000010718
- 8.4. The BSE has been appointed as the ‘Designated Stock Exchange’ to provide the separate ‘Acquisition Window’ to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback.
- 8.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers (“**Seller Member(s)**”) during normal trading hours of the secondary market. The Seller Members can enter orders for dematerialized shares as well as physical shares. In the tendering process, the Company Broker may also process the orders received from the Eligible Shareholders.
- 8.6. **Procedure to be followed by Eligible Shareholders holding Equity Shares in Dematerialised Form:**
- 8.6.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback.
- 8.6.2. The Seller Member would be required to transfer the Equity Shares tendered in the Buyback to a special account of the Clearing Corporation of India Limited (“**Clearing Corporation**”) specifically created for the purpose of the Buyback (“**Special Account**”).
- 8.6.3. The details of the Special Account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the BSE / Clearing Corporation.
- 8.6.4. For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 8.6.5. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (“**TRS**”) generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc.

## 8.7. Procedure to be followed by Eligible Shareholders holding Equity Shares in Physical Form

8.7.1. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out. Such documents include (i) original Equity Share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder’s PAN card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

8.7.2. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

8.7.3. The Seller Member / Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 8.7.1 above) along with the TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent (“**RTA**”) (at the address mentioned at Paragraph 12 below or the collection centres of the RTA details of which will be included in the Letter of Offer) within 2 days of bidding by Seller Member. The envelope should be super-scribed as “Bosch Buyback Offer 2016”. One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Seller Member / Eligible Shareholder.

8.7.4. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The RTA will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as ‘unconfirmed physical bids’. Once the RTA confirms the bids, it will be treated as ‘Confirmed Bids’.

8.8. Modification/cancellation of orders will only be allowed during the tendering period of the Buyback.

8.9. The cumulative quantity tendered shall be made available on the BSE website (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

## 9. Method of Settlement

9.1. Upon finalization of the basis of acceptance as per Buyback Regulations:

9.1.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

9.1.2. The Company will pay the consideration to the Company’s Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Seller Member will receive funds pay-out in their settlement bank account.

9.1.3. The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company (“**Company Demat Escrow Account**”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.

9.1.4. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be returned to the Selling Member by Clearing Corporation in the pay-out. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the RTA.

9.1.5. The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

9.1.6. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

10. The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

## 11. Compliance Officer

The Company has designated the following as the Compliance Officer for the Buyback:

**S. Karthik**, Company Secretary  
Bosch Limited  
Dept: BCS  
Hosur Road, Adugodi  
Bengaluru -560030  
**Tel:** +91 80 4176 8626 **Fax:** +91 80 2299 2830  
**E-mail:** investor@in.bosch.com

In case of any clarifications or to address investor grievance, the Eligible Shareholders may contact the Compliance Officer, from Monday to Friday between 10 am to 5 pm on all working days, at the above mentioned address.

**12. Registrar to the Offer/RTA**  
**M/s. Karvy Computershare Private Limited**  
Karvy Selenium  
Tower B, Plot Number 31 and 32  
Financial District, Gachibowli  
Hyderabad 500 032  
**Tel:** +91 40 6716 2222 **Fax:** +91 40 2343 1551  
**Email:** bosch.buybackoffer@karvy.com  
**Contact Person:** M. Murali Krishna/ Williams R

In case of any queries, Eligible Shareholders may also contact the Registrar to the Buyback, from Monday to Friday between 10 am to 5 pm on all working days, at the above mentioned address.

**13. Manager to the Buyback**  
**Citigroup Global Markets India Private Limited**  
1202, 12th Floor  
First International Financial Centre  
G Block, Bandra Kurla Complex  
Bandra East  
Mumbai 400 051  
**Tel:** +91 22 6175 9999 **Fax:** +91 22 6175 9961  
**Contact Person:** Rahul Roy  
**E-mail:** bosch.buybackoffer@citi.com  
**SEBI Registration Number:** INM000010718

## 14. Directors’ Responsibility

As per Regulation 19(1)(a) of the Buyback Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

**For and behalf of the Board of Directors of BOSCH LIMITED**

Sd/-  
S. Karthik  
(Company Secretary)

Sd/-  
Steffen Berns  
(Managing Director)

Sd/-  
Soumitra Bhattacharya  
(Joint Managing Director)

Date: August 24, 2016  
Place: Bengaluru



**BOSCH**  
Invented for life

