



BOSCH

Corporate Relationship Department
BSE Limited
1st 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

04.08.2017

Dear Sir/Madam,

Sub: Notice of the 65th Annual General Meeting (AGM)

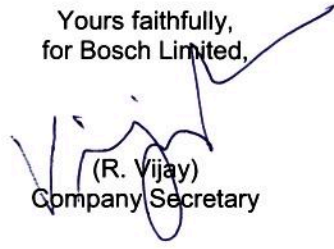
Reference: Regulation 30 (2) of SEBI (LODR) Regulations, 2015

Please find enclosed herewith a copy of the Notice of the 65th Annual General Meeting to be held on Friday, September 01, 2017 at 10.30 A.M at 'Vivanta by Taj', 41/3, Mahatma Gandhi Road, Bengaluru – 560 001.

Please bring the above to the notice of your members.

Thanking you,

Yours faithfully,
for Bosch Limited,


(R. Vijay)
Company Secretary

Bosch Limited

(The "Company")

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

NOTICE is hereby given that the SIXTY FIFTH Annual General Meeting of Bosch Limited will be held at 10.30 a.m. on Friday, September 01, 2017 at 'Vivanta by Taj', 41/3, Mahatma Gandhi Road, Bengaluru – 560 001 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, 2017, 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, 2017, together with the Report of the Auditors thereon.
2. Dividend:
 - (a) To confirm the payment of Special Dividend of INR 75 per Equity Share of INR 10 each declared by the Board of Directors on February 10, 2017.
 - (b) To declare a Final Dividend of INR 90 per share on Equity Shares of INR 10 each for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mr. Peter Tyroller (DIN: 06600928), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 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 modifications or re-enactments thereof for the time being in force) Messrs Deloitte Haskins & Sells LLP, Chartered Accountants ("DHS LLP") (Firm Registration No. 117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company in place of Messrs Price Waterhouse & Co. Bangalore LLP (Firm Registration No. 007567S/S-200012), the retiring Auditors, for a period of 5 consecutive years from the conclusion of the 65th Annual General Meeting till the conclusion of 70th Annual General Meeting to audit the Financial Statements of the Company from Financial Year 2017-18, subject to ratification of their appointment at every intervening Annual General Meeting held after this Annual General Meeting on such remuneration excluding applicable taxes and out of pocket expenses as may be mutually agreed between DHS LLP and the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT in partial modification of resolution passed by the shareholders at the 64th Annual General Meeting and 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 (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby accorded for re-designation of Mr. Soumitra Bhattacharya (DIN: 02783243) as Managing Director of the Company for a period of three years and six months from January 01, 2017 to June 30, 2020 and on the terms and conditions including remuneration as set out in the Agreement dated December 01, 2016 read with the Agreement dated May 25, 2016 between the Company and Mr. Soumitra Bhattacharya.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are 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 Dr. Andreas Wolf (DIN: 07088505), who was appointed as an Additional Director of the Company with effect from January 01, 2017 by the Board of Directors of the Company at their meeting held on November 09, 2016 pursuant to Section 161(1) of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation.

7. 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 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Dr. Andreas Wolf (DIN: 07088505) as Joint Managing Director of the Company for a period of two years and two months from January 01, 2017 to February 28, 2019 and for the payment of remuneration as set out in the Agreement dated December 01, 2016 entered between the Company and Dr. Andreas Wolf.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are 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.”

8. 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 read with section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approval of the Central Government, consent of the Company be and is hereby accorded for appointment of Mr. Jan Oliver Röhrli (DIN: 07706011) as Whole-time Director of the Company (consequent to his appointment as an Alternate Director) from February 11, 2017 to December 31, 2020 on terms and conditions including remuneration set out in the Agreement dated February 23, 2017, entered into between the Company and Mr. Röhrli.

RESOLVED FURTHER THAT in the event of Mr. Röhrli ceasing to be an Alternate Director at any time during the aforesaid period of time and is appointed as Director of the Company, whether as an Alternate or otherwise, Mr. Röhrli shall be deemed as Whole-time Director of the Company on the aforesaid terms and conditions upon such re-appointment except 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/or Company Secretary, be and are 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.”

9. 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 modifications or re-enactments thereof for the time being in force), remuneration of INR 600,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to Messrs Rao, Murthy & Associates, Cost Accountants (Registration No. 000065), for conducting audit of the Cost Records of the Company for the Financial Year 2017-18, 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.”

By Order of the Board

R. Vijay

Company Secretary

Membership No. ACS 18244

Bengaluru
May 25, 2017

Notes:

- (a) Statement setting out material facts pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") in respect of the special businesses set out at Item Nos. 5 to 9 of the Notice is annexed hereto.
- (b) Brief profile of Mr. Peter Tyroller who retires by rotation and being eligible, offers himself for re-appointment pursuant to Section 152 of the Companies Act, 2013 is annexed herewith as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Profiles of Mr. Soumitra Bhattacharya, Dr. Andreas Wolf and Mr. Jan Oliver Röhrli form part of the statement setting out material facts.
- (c) **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.
- (d) 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.
- (e) 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.
- (f) An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting (65th) including any adjournment thereof.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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) up to the date of the Meeting.
- (k) The Register of Members and the Share Transfer Books of the Company will remain closed from June 10, 2017 to June 16, 2017 (both days inclusive) for ascertaining entitlement of members eligible to receive the final dividend, if declared at the meeting.
- (l) Subject to Section 126 of the Act, final dividend, if declared, will be paid to those Members, whose names appear in the Register of Members as at the close of business on Friday, June 09, 2017 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 Friday, June 09, 2017. The dividend warrants will be posted on or after September 05, 2017.
- (m) In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs Price Waterhouse & Co. Bangalore LLP, Chartered Accountants, the Outgoing Statutory Auditors of the Company will retire at the conclusion of this Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended the appointment of Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, ("DHS LLP") (Firm Registration No. 117366W/W-100018) as the new Statutory Auditors at this Annual General Meeting to audit financial statements for five financial years commencing from the Financial Year 2017-18.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from DHS LLP to the effect that their appointment, if made, will be in accordance with the applicable provisions of the Act and the Rules framed thereunder.

Brief Profile of M/s Deloitte Haskins & Sells LLP:

Deloitte Haskins & Sells LLP (DHS LLP), Chartered Accountants, is a Firm registered with the Institute of Chartered Accountants of India. DHS LLP has a strong National Presence having 13 offices in India and serves several large listed and unlisted companies in all the business sectors, including the sectors in which the Company operates.

- (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 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.
- (q) None of the Directors are related to each other or any Key Managerial Personnel of the Company. They do not hold any shares in the Company.
- (r) In this Notice and Annexure thereto the terms "Shareholders" and "Members" are used interchangeably.
- (s) The Instructions for shareholders voting electronically are as under:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of 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 businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") would be provided by National Securities Depository Limited (NSDL).
 - II. The remote e-voting period commences on Tuesday, August 29, 2017 at 9.00 a.m. and ends on Thursday, August 31, 2017 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 25, 2017 (cut-off date), 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 e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open e-mail 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: <https://www.evoting.nSDL.com>
 - (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, 2017.

- (vii) Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and “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 attend and vote on their behalf at the Meeting to the Scrutinizer through e-mail to pramod@adyanta.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose e-mail 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:

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/ PIN |
|---|----------------|--------------------------|
| 106556 | xxxxxxx | xxxxxxx |

- (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 www.evoting.nsdl.com 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
 Manager – Secretarial Department
 Bosch Limited, P.B. No. 3000, Hosur Road, Adugodi, Bengaluru - 560 030
 Ph : (080) 2299 2315/ 2299 9652/ 2299 2310;
 e-mail: investor@in.bosch.com or VenkataramanPrakash@in.bosch.com

- 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 in the paid up equity share capital of the Company as on the cut-off date i.e. August 25, 2017 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 becomes member of the Company after dispatch of the notice and holds shares as of the cut-off date i.e. August 25, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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 www.evoting.nsdl.com or contact NSDL on 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 BMP & 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.

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 remote e-voting.

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 uploaded on website of the Company and NSDL.

By Order of the Board

Bengaluru
May 25, 2017

R. Vijay
Company Secretary
Membership No. ACS 18244

ANNEXURE TO THE NOTICE

Profile of Mr. Peter Tyroller pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|---|
| Director Identification Number | 06600928 |
| Date of Birth | 07.11.1957 |
| Date of Appointment | 01.07.2013 |
| Qualification | <ul style="list-style-type: none"> • Engineering from the University of Applied Sciences (Ulm, Germany) • Engineering Management from the University of Applied Sciences (Frankfurt, Germany) |
| Experience | Mr. Tyroller served as the Director of the Airbag Systems Unit of Robert Bosch GmbH and Managing Director of Wiper Systems & Electrical Motors Division of Valeo Autoelectric GmbH & Co. KG, Bietigheim. He held the position as Executive Vice-President (Sales - Gasoline Systems Division). Robert Bosch GmbH, Schwieberdingen in 2000 and later as President in 2003. He has been the member of the Board of Management, Robert Bosch GmbH from 2006 with corporate responsibility in marketing and sales, automotive original equipment sales and division responsibility in Automotive Aftermarket and from July 01, 2013, he took over the responsibility of Asia Pacific. Mr. Tyroller has been the President of CLEPA, the European Association of Automotive Suppliers since January, 2010. |
| Directorships held in other companies/body corporates | <ul style="list-style-type: none"> • Robert Bosch (South East Asia) Pte. Ltd. • United Automotive Electronic Systems Co., Ltd. • ZF Shanghai Steering Systems Co., Ltd. • DEKRA SE |
| Chairmanship/Membership of Committees held in other companies/body corporates | Nil |
| Relationship with other Directors and Key Managerial Personnel | Nil |
| Number of Equity shares held in the Company | Nil |
| Number of Board Meetings attended during last Financial Year (2016-17) | 3 (three) |
| Terms and conditions of appointment | Non-Executive and Non-Independent Director, liable to retire by rotation. Mr. Tyroller has waived his remuneration as Director of the Company. |

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,
IN RESPECT OF ITEM NOS. 5 TO 9 OF THE NOTICE**

Item No. 5

Members would recall that at the previous (64th) Annual General Meeting held on September 01, 2016, Mr. Soumitra Bhattacharya was re-appointed as Joint Managing Director for a period of three years and six months effective January 01, 2017 to June 30, 2020 and Dr. Steffen Berns was re-appointed as Managing Director for a period of 2 years effective from January 01, 2017 to December 31, 2018.

Pursuant to the reorganisation in the Senior Management, Dr. Berns returned to Germany to take up the responsibility as President, Car Multimedia Business at Robert Bosch GmbH, Germany.

Consequent to resignation of Dr. Berns as Director and Managing Director of the Company, the Board, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on November 09, 2016, re-designated Mr. Bhattacharya as Managing Director for a period of three years and six months from January 01, 2017 to June 30, 2020 on the same terms and conditions including remuneration as approved by the shareholders at the previous (64th) AGM held on September 01, 2016. The Company entered into an agreement on December 01, 2016 pursuant to the said re-designation. The Board of Directors, on recommendation of the Nomination and Remuneration Committee, at its meeting held on February 10, 2017 increased the annual base salary of Mr. Soumitra Bhattacharya from INR 19,161,360 (gross) p.a. to INR 19,250,000 (gross) p.a. with effect from January 01, 2017, in line with the Annual Salary Review process of the Company within the overall range as approved by the shareholders at the 64th AGM. The main terms and conditions of Mr. Bhattacharya as Managing Director as approved by the shareholders at the 64th AGM and as per the Agreement dated December 01, 2016 read with the Agreement dated May 25, 2016 are as under:

1. (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. Bhattacharya's personal performance and target achievement. It can amount up to 160% of the Base Salary.
- (c) Cash Perk Basket (CPB)
Allowance of 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.
2. Deduction of Tax at Source:
Mr. Bhattacharya's 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):
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. 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.
4. Benefits/Facilities:
 - a) Hospitalization:
 - i. Hospitalization Insurance: INR 1,500,000 p.a. for Mr. Bhattacharya and family.
 - ii. Post retirement hospitalization: INR 1,000,000 p.a. for Mr. Bhattacharya and family (*Family includes spouse and children up to the age of 23 years*).
 - b) Life Insurance:
 - i. Group Term Life Insurance: Compensation for death under group term life insurance for death due to natural causes will be 60 months' base salary.
 - ii. Group Personal Accident Insurance: Compensation for death/permanent total disablement under group personal accident insurance will be 100 months' base salary.
 - c) Gas, electricity and water charges for the house:
These services will be borne/paid by Mr. Bhattacharya.
 - d) Security and Garden Maintenance at the house:
These services will be provided by the Company.

- e) Car and Driver:
2 cars maintained and fueled by the Company with 2 drivers for the use of Mr. Bhattacharya and his family.
- f) Telephone at home:
One or more phones for the purpose of Company's business according to Company rules.
- g) Club Memberships:
Fees of 2 clubs excluding admission and life membership fees.
- h) Satellite TV:
Annual subscription up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
- i) Other Benefits:
Mr. Soumitra Bhattacharya would be entitled to any other benefits or privileges as may be available to other Senior Management/Executives of the Company.
- j) 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 onetime 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.

- 5. Leave:
As per applicable Company's policy.

- 6. 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 Agreements dated May 25, 2016 and December 01, 2016, encompassing the aforesaid terms and conditions as well as the notice of the 64th AGM and Articles of Association referred above are uploaded on website of the Company at www.boschindia.com and also 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) up to the date of the Annual General Meeting.

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

A brief profile of Mr. Bhattacharya is given below:

Mr. Soumitra Bhattacharya, aged 57 years, is a Chartered Accountant from The Institute of Chartered Accountants of India. Mr. Bhattacharya has been associated with the Bosch Group for about 22 years. During his tenure with the Bosch Group, he has assumed various responsibilities both in India and abroad including Commercial Director of Robert Bosch Turkey and General Manager at the Feuerbach Plant. He has held various Senior Management Position with the Company including responsibility for commercial functions at Company's Nashik and Jaipur Plants and Corporate Planning & Controlling for the Company. He was initially inducted on the Board as Alternate Director to Dr. B. Bohr from July 01, 2011 to December 31, 2012. He was appointed as Joint Managing Director of the Company with effect from January 01, 2013.

Mr. Bhattacharya holds directorship in the following companies other than Bosch Limited:- (i) MICO Trading Private Limited, (ii) ZF Steering Gear (India) Limited-(listed) (iii) Robert Bosch Automotive Steering Private Limited (iv) Robert Bosch Engineering and Business Solutions Private Limited (v) Robert Bosch (Bangladesh) Limited and (vi) Robert Bosch Lanka (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", "Stakeholders' Relationship Committee", "Share Transfer Committee" and Chairman of "Risk Management Committee" of the Company. He does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

The last drawn salary of 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.

During the Financial Year ended March 31, 2017, 6 Board Meetings were held which were all attended by Mr. Soumitra Bhattacharya.

Item Nos. 6 & 7

Dr. Andreas Wolf was appointed as an Alternate Director to Mr. Peter Tyroller with effect from March 01, 2015. In line with the changes in the Senior Management positions, he resigned as an Alternate Director with effect from the close of business hours on December 31, 2016. The Board of Directors, on recommendation of the Nomination and Remuneration Committee at their meeting held on November 09, 2016 appointed Dr. Wolf as an Additional Director and Joint Managing Director of the Company from January 01, 2017 to February 20, 2019. In terms of Section 161(1) of the Companies Act, 2013 (the "Act"), Dr. Wolf will hold office as an Additional Director upto the date of the 65th Annual General Meeting of the Company. The Company has received requisite notice from a Member under section 160 of the Act proposing the candidature of Dr. Wolf for the office of Director. A copy of the said notice is available on the website viz., www.boschindia.com.

The main terms and conditions of Dr. Wolf as Joint Managing Director as per the agreement dated December 01, 2016 are as under:

1. a) Base Salary:
Annual base salary shall comprise of a Euro component of Euro 163,539 (gross) p.a. payable at the exchange rate on the salary day and a rupee component of INR 14,412,222 (gross) p.a.; in the annual base salary range of INR 10,000,000 to INR 50,000,000 (gross) p.a., increments/revisions 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. Wolf's personal performance and target achievement. It can amount up to 160% of the base salary.
2. Deductions of Tax at Source:
Dr. Wolf's 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):
Notwithstanding anything to the contrary herein contained, where 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 and perquisites as herein stated.
4. Benefits/Facilities:
 - a) Housing:
The Company will provide and maintain a house for Dr. Wolf and his family.
 - b) Car and Driver:
Two cars maintained and fueled by the Company with 2 drivers for the use of Dr. Wolf and his family.
 - c) Telephone at home:
One or more phones for the purpose of Company's business according to Company rules.
 - d) Club Memberships:
Fees of 2 clubs excluding admission and life membership fees.
 - e) Satellite TV:
Annual subscription up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
 - f) Gas, electricity and water charges for the house:
These services will be borne/paid by Dr. Andreas Wolf.
 - g) Security and garden maintenance at the house:
These services will be provided by the Company.
 - h) Medical Reimbursement:
As per the Company's Policy, applicable to Senior Management Executives of the Company.

- i) Reimbursement of school fees:
As per the Company's Policy, applicable to Senior Management Executives of the Company.
- j) 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.
- k) 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. Wolf and family for joining duty in Bengaluru will be paid by the Company.

A onetime arrival allowance equivalent to 1.5 month's salary will be paid to Dr. Wolf at the time of joining duty to meet his initial transfer expenses.

Relocation expenses referred to above will also be paid when Dr. Wolf finally retires from the employment of the Company. In case Dr. Wolf joins another company within the 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. Leave:

As per applicable Company's policy.

6. 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 December 01, 2016, encompassing the aforesaid terms and conditions and Articles of Association referred above are hosted on website of the Company at www.boschindia.com and also 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) up to the date of the Annual General Meeting.

The Board of Directors recommend the Ordinary Resolutions set out at Item Nos. 6 & 7 of the Notice, for approval of Members.

Except Dr. Wolf, none of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolutions set out at Item Nos. 6 & 7 of the Notice.

A brief profile of Dr. Andreas Wolf is given below:

Dr. Andreas Wolf, aged 55 years, is a Mechanical Engineer and PhD holder from Technical University Dresten.

He has been associated with the Bosch Group for over 26 years. During his association with the Bosch Group, he has worked in several management positions mainly in Manufacturing, Quality, Safety, Project Management and Corporate functions. He has varied experience in the divisions Corporate Research and Development, Diesel Systems, Gasoline Systems, Special machinery and 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, Diesel 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, (ii) Bosch Chassis Systems India Private Limited, (iii) Bosch Electrical Drives India Private Limited and (iv) MICO Trading Private Limited. Dr. Andreas Wolf is a member of "Corporate Social Responsibility Committee" and "Risk Management Committee" of the Company. Dr. Wolf is a member of "Nomination and Remuneration Committee" and "Corporate Social Responsibility Committee" of Bosch Chassis Systems India Private Limited and Bosch Automotive Electronics India Private Limited respectively. He does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

The last drawn salary of Dr. Wolf comprised of a Euro component of Euro 155,176 (gross) p.a. payable at the exchange rate on the salary day and a rupee component of INR 11,097,220 (gross) p.a.; in the annual base salary range of INR 10,000,000 (gross) p.a. to INR 30,000,000 (gross) p.a.

Out of the 6 Board Meetings held during the Financial Year ended March 31, 2017, Dr. Wolf attended 3 meetings in his capacity as an Alternate Director and 1 meeting in his capacity as Joint Managing Director.

Item No. 8

Mr. Jan Oliver Röhrle joined the Company as Executive Vice-President (Engineering) & Regional President (Diesel Systems) with effect from January 01, 2017. Pursuant to the changes in the Senior Management, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on February 10, 2017, appointed Mr. Röhrle as an Alternate Director to Mr. Peter Tyroller (DIN:06600928) with effect from February 11, 2017. Consequent to his appointment as an Alternate Director, Mr. Röhrle has been placed in position of a Whole-time Director. The Board of Directors, therefore, at the same meeting approved the appointment of Mr. Röhrle as Whole-time Director from February 11, 2017 to December 31, 2020, subject to the approval of Central Government and shareholders on terms and conditions as under:

- 1 a) Base Salary:
Annual base salary shall comprise of a Euro component of Euro 233,964 (gross) p.a. payable at the exchange rate on the salary day and a rupee component of INR 12,965,768 (gross) p.a.; in the annual base salary range of INR 25,000,000 (gross) p.a. to INR 50,000,000 (gross) p.a., increments/revisions 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. Röhrle's personal performance and target achievement. It can amount up to 160% of the base salary.
- 2 Deduction of tax at source:
Mr. Röhrle's 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):
Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Röhrle, the Company has no profits or the profits are inadequate, the Company will pay remuneration by way of salary and perquisites as herein stated.
- 4 Benefits/Facilities
 - a) Housing:
The Company will provide and maintain a house for Mr. Röhrle and his family.
 - b) Gas, electricity and water charges:
These services will be borne/paid by Mr. Röhrle.
 - c) Security and Garden maintenance at the house:
These services will be provided by the Company.
 - d) Car and driver:
Two cars maintained and fueled by the Company with two drivers for the use of Mr. Röhrle and his family.
 - e) Telephone at home:
One or more phones for the purpose of Company's business according to Company Rules.
 - f) Club Memberships:
Fees of 2 clubs excluding admission and life membership fees.
 - g) Satellite TV:
Annual subscription up to a maximum of INR 6,500 plus one German channel (optional). These services will be provided by Company.
 - h) Medical Reimbursement:
As per the Company's Policy, as applicable to other Senior Management Executives of the Company.
 - i) Reimbursement of school fees:
As per the Company's Policy, as applicable to other Senior Management Executives of the Company.
 - j) Other Benefits:
Mr. Röhrle would be entitled to any other benefits or privileges as may be available to other Senior Management/Executives of the Company.
 - k) 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. Röhrle and family for joining duty in Bengaluru will be paid by the Company.
Relocation expenses referred to above will also be paid when Mr. Röhrle finally retires from the employment of the Company. In case Mr. Röhrle joins another company within the Bosch Group, that company will bear these expenses. However, if Mr. Röhrle resigns and joins another company outside the Bosch Group, then the Company will not reimburse such relocation expenses.

A copy of the Agreement dated February 23, 2017, encompassing the aforesaid terms and conditions and the Articles of Association referred above have been uploaded on the website of the Company at www.boschindia.com and also 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) up to the date of the Annual General Meeting.

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

Except Mr. Röhl, 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. 8 of the Notice.

Application seeking approval of appointment of Mr. Röhl has been made to the Central Government in terms of Section 196 of the Act. The said approval is awaited as on the date of this Notice.

A brief profile of Mr. Jan Oliver Röhl is given below:

Mr. Jan Oliver Röhl, aged 46 years, is a Mechanical Engineer from Karlsruhe Technical University (KIT) and holds a diploma as a Mechanical Engineer from Grande Ecole ENSAM (Bordeaux, Paris). He has been associated with the Bosch Group for almost two decades. He joined the Company as Executive Vice-President (Engineering) and Regional President (Diesel Systems) effective January 01, 2017.

During his term with the Bosch Group he has varied experience in several divisions including Diesel Systems, Chassis Systems, Chassis System Controls and ABS/ESP. Before joining the Company he held the position of Senior Vice-President, Diesel Systems – Robert Bosch heading product area of large engines and was responsible for product management, engineering, sales and project management, production and purchasing. Few of the other key positions held by him during his tenure are enumerated below:

1998 – Production and process Engineering, Diesel Systems, Germany/Italy.

2001 – Manager for production engineering for Common Rail, Czech Republic, Diesel Systems.

2003 – Head of department for production of Common Rail Pumps, Czech Republic.

2006 – Vice-President Quality, Germany, Chassis Systems Control and Gasoline Systems.

2010 – Vice-President Manufacturing for ABS/ESP, Germany, Chassis Systems Control.

2013 – Senior Vice-President, Product area Large Engines, Austria, Diesel Systems.

2017 – Executive Vice-President Engineering and Regional President for Diesel Systems, Bosch Limited, Bengaluru, India.

Mr. Röhl does not hold directorship in any other company. He does not hold any committee positions in the Company. He does not hold any shares in the Company nor is he related to any Director or Key Managerial Personnel of the Company.

Item No. 9

The Board of Directors at their meeting held on May 25, 2017, 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 2017-18 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. 9 of the Notice.

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

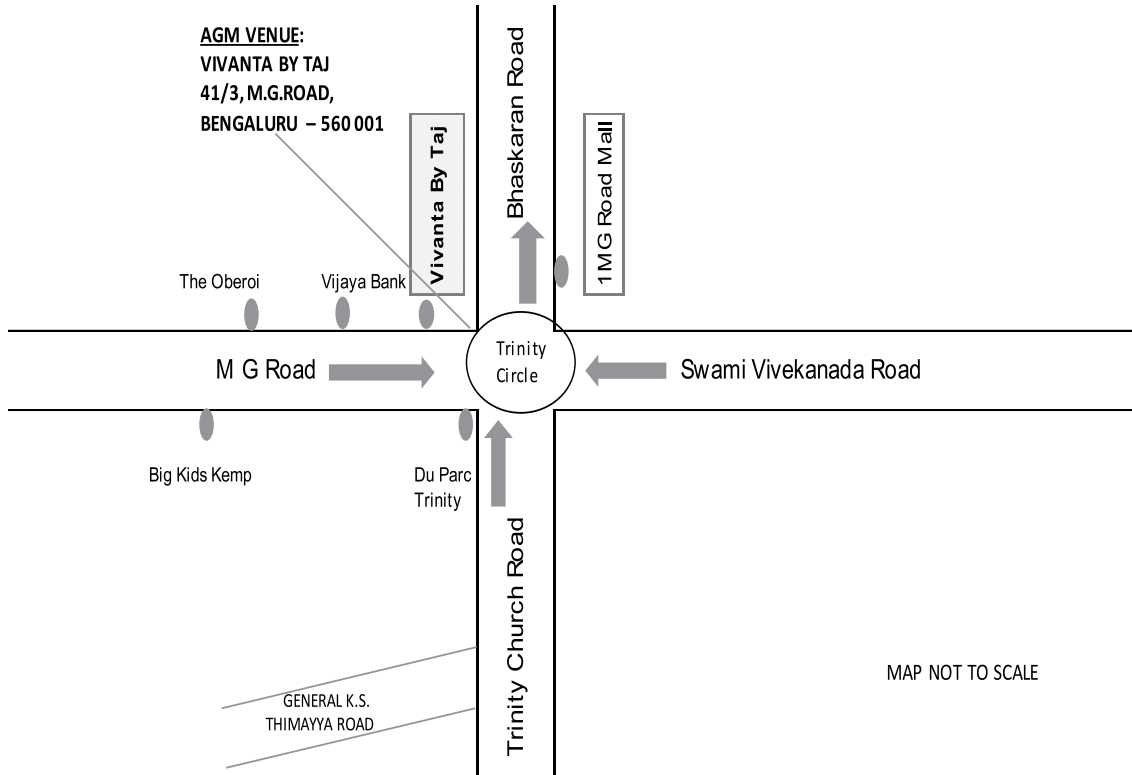
None of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 9 of the Notice.

By order of the Board

Bengaluru
May 25, 2017

R. Vijay
Company Secretary
Membership No. ACS 18244

Route Map for AGM Location



MAP NOT TO SCALE

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Bosch Limited

(CIN: L85110KA1951PLC000761)
 Registered Office: Hosur Road, Adugodi, Bengaluru - 560 030
 Tel: +91 80 4176 8626, 2299 2315
 website: www.boschindia.com; e-mail: 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 65th Annual General Meeting of Company, to be held on Friday, September 01, 2017 at 10.30 a.m. at '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 |
|--------------------------|--|-----|---------|
| ORDINARY BUSINESS | | | |
| 1. | Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2017. | | |
| 2. | Confirmation of the payment of Special Dividend and Declaration of final dividend. | | |
| 3. | Re-appointment of Mr. Peter Tyroller as a Director. | | |
| 4. | Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company. | | |
| SPECIAL BUSINESS | | | |
| 5. | Re-designation of Mr. Soumitra Bhattacharya as Managing Director with effect from January 01, 2017. | | |
| 6. | Appointment of Dr. Andreas Wolf as Director of the Company | | |
| 7. | Appointment of Dr. Andreas Wolf as Joint Managing Director with effect from January 01, 2017 | | |
| 8. | Appointment of Mr. Jan Oliver Röhl as Whole-time Director with effect from February 11, 2017 | | |
| 9. | Ratification of remuneration payable to Cost Auditors. | | |

Signed thisday of2017

Affix
 Revenue
 Stamp

 Signature of shareholder

 Signature of Proxy holder(s)

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 65th Annual General Meeting.
- 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.
- Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered invalid.