

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

REGISTERED OFFICE: HOSUR ROAD, ADUGODI, BENGALURU - 560 030.

TEL: +91 80 6752 4938; +91 80 6752 3878.

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

**NOTICE** is hereby given that the Seventy Second (72<sup>nd</sup>) Annual General Meeting of Bosch Limited (the "Company") will be held on Wednesday, August 07, 2024, at 11:00 a.m. (IST) at the **WINGS Baldwin Auditorium, Baldwin Boys High School campus, 14, Hosur Road, Richmond Town Bengaluru – 560025, Karnataka**, to transact the following businesses:

**ORDINARY BUSINESS:**

**1. Consideration and Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**2. Consideration and Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Auditors thereon.**

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

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**3. Confirmation of payment of Interim Dividend aggregating to ₹ 205/- per equity share for the financial year 2023-24 and to declare Final Dividend of ₹ 170/- on equity shares for the financial year ended March 31, 2024.**

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

**"RESOLVED THAT** a final dividend of ₹ 170 /- (Rupees One Hundred Seventy only) per equity share of ₹10/- each be declared for the financial year ended March 31, 2024 and that the same be paid out of the profits of the Company to those shareholders whose names appear in the Register of Members as on July 19, 2024 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on July 19, 2024 as per the details provided by National Securities Depository Limited and Central Depository

Services (India) Limited in case the shares are held in electronic form.

**RESOLVED FURTHER THAT** the interim dividend of ₹205 /- (Rupees Two Hundred Five only) per equity share of ₹10/- each declared by the Board of Directors and already paid for the financial year ended March 31, 2024, be and is hereby confirmed."

**4. Re-appointment of Mr. Guruprasad Mudlapur (DIN: 07598798), as a Director liable to retire by rotation.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Guruprasad Mudlapur (DIN: 07598798), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**5. Ratification of remuneration of Cost Auditors.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment (s) thereto or re-enactment(s) thereof, for the time being in force), consent of the members is hereby accorded to ratify remuneration of ₹ 700,000 (Rupees Seven Lakhs Only) plus applicable taxes and out of pocket expenses payable to Messrs. K.S. Kamalakara & Co., Cost Accountants having Firm Registration No. 000296, appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2024-25."

**6. Revision in the approval of Material Related Party Transactions with Robert Bosch GmbH (RB GmbH), Germany for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date

and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with **"Robert Bosch GmbH", Germany**, for an estimated amount not exceeding in aggregate **₹ 9,800 crores per year** for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution."

**7. Revision in the Approval of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with **"Bosch Automotive Electronics India Private Limited"** for an estimated amount not exceeding in aggregate **₹ 3,700 crores per year** for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution."

**8. Revision in the Approval of Material Related Party Transactions with Bosch Global Software Technologies Private Limited for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with **"Bosch Global Software Technologies Private Limited"** for an estimated amount not exceeding in aggregate **₹ 1,700 crores per year** for the revised period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution."

**9. Approval of Material Related Party Transactions with Robert Bosch Power Tools, GmbH for a period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with **"Robert Bosch Power Tools, GmbH "** for an estimated amount not exceeding in aggregate **₹ 1,700 crores per year** for the period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to be held in the year 2028.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution."

**10. Approval of Material Related Party Transactions with BSH Household Appliances Manufacturing Private Limited for a period of 4 years starting from 72<sup>nd</sup> AGM to be held in 2024 to 76<sup>th</sup> AGM to**

**be held in the year 2028.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to Material Related Party Transactions with **“BSH Household Appliances Manufacturing Private Limited”** for an estimated amount not exceeding in aggregate ₹ **1,300 crores per year** for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company, be and are hereby authorized to do all acts, deeds, matters and things to give effect to this resolution.”

By Order of the Board

**V. Srinivasan**

Company Secretary & Compliance Officer  
M. No. A16430

Date: May 24, 2024

Place : Bosch Limited, Midford Garden, Craig Park Layout,  
Ashok Nagar, off: MG Road, Bengaluru – 560025

**NOTES:**

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the “Act”) in respect of special businesses set out at Item nos. 5-10 of the Notice is annexed hereto. Further, details of Directors whose re-appointment/appointment is/are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2) is also appended hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and**

**holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.**

3. If a Proxy is appointed for more than fifty(50) Members, he/she shall choose any fifty(50) Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
4. The form of proxy to be effective shall be duly completed and deposited at the Registered Office of the Company **not less than 48 hours** before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days’ written notice is given to the Company.
5. An instrument of Proxy duly filled, stamped, and signed is valid only for this Annual General Meeting including any adjournment thereof.
6. Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the AGM on their behalf and cast votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at [secretarial.corp@in.bosch.com](mailto:secretarial.corp@in.bosch.com), authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
7. Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed, and signed mentioning therein details of their DP ID and Client ID/ Folio No.
8. In case of joint holders attending the Meeting, only such a joint holder whose name appears as the first holder in the Register of Members will be entitled to vote at the Meeting.
9. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business

hours on any working day (i.e., except Saturdays, Sundays & Public Holidays) between 10.00 a.m. IST to 5.00 p.m. IST up to the date of the Meeting.

10. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode.
11. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation, Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company’s Registrar and Transfer Agents in the case of physical holding.
12. **Book Closure:** The Register of Members and the Share Transfer Books of the Company will remain closed from **July 20, 2024, to August 07, 2024(both days inclusive)** for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
13. **Dividend:** Subject to Section 126 of the Act, dividend, if declared, will be paid, on or after **August 13, 2024** subject to deduction of tax at source, as may be applicable to those Members whose names appear in the Register of Members as at the end of business hours on **July 19, 2024** and who are beneficial owners as at the close of business hours on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
14. **TDS on Dividend:** Pursuant to the changes introduced by the Finance Act 2020, w.e.f. April 01, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.
15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021, in Form ISR-1. The Form ISR-1 is also available on the website of the Company at [https://www.bosch.in/media/our\\_company/shareholder\\_information/2022/investor\\_service\\_request\\_forms/form\\_isr1.pdf](https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/form_isr1.pdf). Attention of the Members holding

shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB /P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website under the weblink at [https://www.bosch.in/media/our\\_company/shareholder\\_information/2022/investor\\_service\\_request\\_forms/form\\_isr4.pdf](https://www.bosch.in/media/our_company/shareholder_information/2022/investor_service_request_forms/form_isr4.pdf). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (‘IEPF’). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Annual Report 2023-24 in respect of unclaimed dividends and transfer of dividends/shares to the IEPF.

18. The Register of Directors and Key Managerial Persons and their shareholding maintained under Section 170 of the Act and Register of Contract maintained under Section 189 of the Companies Act and relevant documents referred in the Notice will be available for inspection without any fee from the date of circulation of this Notice up to the date of AGM i.e., August 7, 2024.

19. **Route Map:** Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 72<sup>nd</sup> AGM is attached, pursuant to Secretarial Standard-2 on General Meetings.

In compliance with the provisions of Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) would be provided by CDSL.

20. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/web sites of Depositories/ Depository Participants. Demat account holders would be able to cast their

vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

21. The resolutions as set out in this Notice are being conducted through e-voting. The said resolutions will not be decided by show of hands at the AGM. The members can opt for only one mode of voting i.e., either by remote e-voting or by electronic ballot at the meeting. The members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again. In case of any unforeseen technical failure or eventuality resulting into non- functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their vote at the meeting.

22. In this Notice and Annexure(s) thereto the terms “Shareholders” and “Members” are used interchangeably.

23. Instructions for Members for remote e-voting are as under:

i) The remote e-voting period commences on **Saturday, August 03 2024 (9.00 a.m. IST) and ends on Tuesday, August 06, 2024 (5.00 p.m. IST) (both days inclusive)**. During this period, Members holding shares, as on the **Cutoff date i.e., Wednesday, July 31, 2024**, may cast their vote electronically. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.

Brief Steps for remote e-voting are given below for the information of the Members.

**Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:**

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL                                     | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.   |
|  | 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.  |
|  | 3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a>  |
|  | 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.   |
| Individual Shareholders holding securities in demat mode with NSDL                                     | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period. |
|  | 2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>  |
|  | 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.                |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30  |

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used. If you are a first-time user follow the steps given below:

| For Shareholders holding shares in Demat Form and Physical Form |   |
|---|---|
| PAN   | Enter your 10-digit alpha-numeric.<br>*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the 8 digits of the sequence number in the PAN field. For sequence number, please write to RTA at Giri@integratedindia.in |
| Dividend Bank Details OR Date of Birth (DOB)                    | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login.<br><ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>   |

- (vii) After entering these details appropriately, click on **"SUBMIT"** tab. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote if the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN: 240701001 for Bosch Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT." A confirmation box will be displayed. If you wish to confirm your vote, click on "OK," else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians:
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; secretarial.corp@in.bosch.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- 25. The facility for voting through electronic voting system shall be made available at the Annual General Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
- 26. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 31<sup>st</sup> July 2024. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.
- 27. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on May 24, 2024, has appointed Mr. N. D. Satish (Membership No. FCS 10003), Practicing Company Secretary as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Company has opted to provide "electronic voting system" for all those members who are present at the AGM and have not cast their votes by remote e-voting facility.  
  
After the conclusion of voting at the AGM, the Scrutinizers will submit a report to the Chairman of the Company or any other person authorized by the Chairman, after taking into account votes cast at the AGM as well as through remote e-voting in accordance with provisions of Rule 20 of Companies (Management and Administration) Rules, 2014, as amended. The consolidated results in respect of voting along with the Scrutinizer's Report will be sent to the Stock Exchanges and will also be uploaded on website of the Company and CDSL.
- 28. Telephone number / toll free number /Help Desk numbers: Toll Free : 1800225533

Name of the CDSL person --- Grievances Mr. Rakesh Dalvi (022-23058542), Mr. Nitin Kunder (022-23058738) or Mr. Bhavesh Pimputkar (022-23058543) helpdesk.evoting@cdslindia.com

29. **Web Cast** : Your Company is pleased to provide one-way live webcast of the proceedings of the **AGM on August 07, 2024, from 11 A.M. onwards** till the conclusion of the meeting. Shareholders are required to use their [Evoting login credentials](#) for accessing webcast link. On successful login shareholders will reach at the link "live streaming" from where you can ONLY VIEW the proceeding of our 72<sup>nd</sup> Annual General Meeting. In case you face any difficulty in viewing the meeting, please contact the service provider – Central Depository Services (India) Limited on 1800225533 for assistance.

30. Electronic copy of the full annual report for 2023-24 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. Electronic copy of the Notice of the 72<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.

**DETAILS OF DIRECTORS WHOSE RE-APPOINTMENT/ APPOINTMENT IS PROPOSED PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2).**

|   | <b>Mr. Guruprasad Mudlapur</b>  |
|---|---|
| Director Identification Number (DIN)  | 07598798  |
| Date of Birth and Age   | March 19, 1966; 58 years  |
| Date of first Appointment on Board  | February 09, 2022   |
| Qualification   | Bachelor's degree in Electronics Engineering and Executive General Management Program (EGMP), IIM Bengaluru   |
| Relationship with other Directors, Manager, and other key managerial personnel of the Company                 | Nil   |
| Expertise in specific functional areas and experience:  | Mr. Guruprasad Mudlapur presently designated as Managing Director and Chief Technology Officer of Bosch Limited from July 1, 2023, has been associated with Bosch Group since 2008. During this time, he has held various roles in engineering and business management.<br>At Bosch Global Software Technologies Private Limited (previously named Robert Bosch Engineering and Business Solutions Private Limited) he headed Electronics engineering and was responsible for the entire Electronics Control Unit design & development as the Vice President. He has also served as Managing Director of Bosch Automotive Electronics India Pvt Ltd (RBAI) and was responsible for the Automotive Electronics business in India.<br>Since January 2018, he was heading the project house for Electrification within Bosch India and is responsible for Electrification Engineering unit set-up and building future ready competencies for Electric Light Commercial vehicles, Passenger cars, Hydrogen Internal combustion Engines and Fuel Cell Electric Vehicles.<br>Prior to joining Bosch, he was with NXP Semiconductors at Singapore and Netherlands in the area of Semiconductor development for Mobile, Personal Communication and Digital Televisions for almost 15 years. |
| Directorships held in other companies/body corporates.  | Sun Mobility Private Limited<br>Bosch Automotive India Electronics India Private Limited<br>Bosch Chassis Systems India Private Limited<br>Bosch Global Software Technologies Private Limited<br>Robert Bosch (Bangladesh) Limited<br>Robert Bosch Lanka (Private) Limited  |
| Names of listed entities from which the appointee director has resigned in the past three years               | Nil   |
| Chairmanship / Membership of the Committees of Board of Companies / Body Corporates (including Bosch Limited) | NIL   |
| No. of equity shares held in the Company (self and as a beneficial owner)                                     | Nil   |

|   | <b>Mr. Guruprasad Mudlapur</b>   |
|---|--|
| No. of meetings attended / held during the financial year 2023-24 | 5 (Five) meetings of the Board of Directors were held during the financial year 2023-24. All the 5 (Five) meetings were attended by Mr. Guruprasad Mudlapur. |
| Terms and conditions of appointment / re-appointment              | As set out in the explanatory statement to the Notice convening the 71st Annual General Meeting held on August 01, 2023.                                     |
| Remuneration last drawn in financial year 2023-24                 | ₹ 35,245,108.<br>Detailed breakup is provided in the Corporate Governance Report under remuneration to Whole time Directors.                                 |
| Remuneration proposed to be paid in financial year 2024-25        | As set in the explanatory statement to the Notice convening the 71 <sup>st</sup> Annual General Meeting held on August 01, 2023.                             |

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 10 OF THE NOTICE**

**ITEM NO.5**

In terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 24, 2024, approved the appointment of Messrs. Kamalakara & Co., Cost Accountants (FRN-000296) as Cost Auditors of the Company to audit the following cost records of the Company for the Financial Year 2024-25 at a remuneration of ₹ 700,000 (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals incurred in connection with Cost Audit:

| Sl. No. | Name of Product(s) / Service(s)  | Industries/sectors/products/services      | CETA Heading (wherever applicable) | No. of tariff items/Products/services |
|---------|--|---|------------------------------------|---------------------------------------|
| 1       | (a) Spark Plugs<br>(b) Glow Plugs  | Electricals or electronic machinery       | 8511                               | 2                                     |
| 2       | (a) Nozzle Holder Assembly<br>(b) Components<br>(c) Fuel Rail Assembly           | Other machinery and Mechanical Appliances | 8409                               | 3                                     |
| 3       | (a) LAG, SAG, Rotary Drill, Hammer, Marble Cutter<br>(b) Impact Drilling Machine | Other machinery and Mechanical Appliances | 8467                               | 2                                     |
| 4       | Fuel Injection Pump  | Other machinery and Mechanical Appliances | 8413                               | 1                                     |
| 5       | Components   | Other machinery and Mechanical Appliances | 8481                               | 1                                     |
| 6       | Components   | Rubber and allied products                | 4009                               | 1                                     |

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires ratification by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025.

None of the Directors or Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No.5 of the Notice.

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

**ITEM Nos. 6 - 10**

The Bosch Group comprises Robert Bosch GmbH ("RB GmbH") and roughly 470 subsidiaries and regional companies in about 60 countries. The Bosch Group is a leading global supplier of technology and services. It employs roughly 429,000 associates worldwide (as of December 31, 2023). The Company generated sales revenue of 91.6 billion euros in 2023. Its operations are divided into four business sectors: Mobility, Industrial Technology, Consumer Goods, and Energy and Building Technology. Universal trends such as automation, electrification, digitalization, and connectivity, as well as an orientation to sustainability, are increasingly determining the group's business operations. In this context, Bosch's broad footprint as a global and diversified technology company strengthens its innovativeness and robustness. Bosch Limited (the "Company") is a step-down subsidiary of Robert Bosch GmbH, Germany and a flagship listed company of Robert Bosch GmbH in India. RB GmbH, the ultimate holding company, holds 70.54% equity stake in the Company through Robert Bosch Internationale Beteiligungen AG (67.76%) and Bosch Global Software Technologies Private Limited (2.78%).

The Company enters into transactions for sale and purchase of goods and raw materials and for availing / rendering services from / to RB GmbH & other Bosch Group companies, being related parties as defined under Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Such transactions are carried out in the ordinary course of business and at arm's length basis. RB GmbH has granted the Company access to Bosch Group's synergies, state of the art products & technologies and competencies which

are essential for the Company to carry out its business operations, including but not limited to manufacturing activities. In the absence of such transactions the Company would no longer have access to Bosch Group products, licenses or technologies or the use of “Bosch” and other Bosch Group-owned brands.

Accordingly, the Company, in the ordinary course of its business, enters into transactions for the sale and purchase of goods and raw materials, for availing / rendering services from/to, and other commercial transactions with RB GmbH, Germany and with other RB group Companies, being related parties as defined under regulation 2(1)(zb) of the Listing Regulations, at arm’s length basis.

To sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Robert Bosch GmbH, Germany, and other Bosch Group companies.

The Members may recapitulate that:

- (a) The Company had obtained approval of the members at the Annual General Meeting held on August 28, 2015, for entering into transactions with Robert Bosch GmbH (RB GmbH), Germany not exceeding ₹ 5,000 crores in any financial year. The Company, inter-alia, also transacts with Bosch Automotive Electronics India Private Limited and Bosch Global Software Technologies Private Limited.
- (b) At the 71st Annual General Meeting held on August 01, 2023; the Company obtained approval of shareholders for Material Related party transactions with Robert Bosch GmbH for an amount not exceeding ₹ 6,700 Crores per financial year from 2023-24 to 2025-26 in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and,
- (c) Likewise, the Company also obtained approval for Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for ₹3,200 crores and with Bosch Global Software Technologies Private Limited for ₹ 1,500 crores per financial year from 2023-24 to 2025-26 in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the Company estimates that the related party transactions with two other fellow subsidiaries, namely Robert Bosch Power Tools, GmbH, Germany and BSH Household Appliances Manufacturing Private Limited, India are likely to exceed ₹ 1,000 crores per year from financial year 2024-25 onwards.

Given the nature of the industry, the Company collaborates closely with its related parties to achieve its business objectives and enters various operational transactions with its related parties, from time to time, in the ordinary course of business and at arm’s length basis.

The details of actual transactions with the aforementioned related parties during past financial year 2023-24 are as under:

**Table I**  
(₹ crores)(rounded off to nearest amount)

| Particulars           | Actual value of transactions with Robert Bosch GmbH (RB GmbH) for 2023-24 | Actual value of transactions with Bosch Automotive Electronics India Private Limited (RBAI) for 2023-24 | Actual value of transactions with Bosch Global Software Technologies Private Limited (BGSW) for 2023-24 | Actual value of transactions with Robert Bosch Power tools, GmbH (RBPT) for 2023-24 | Actual value of transactions with BSH Household Appliances Manufacturing Private Limited (BSH) for 2023-24 |
|-----------------------|---|---|---|---|--|
| Purchase of goods     | 3,287   | 1,273   | 118   | 820   | NIL  |
| Purchase of assets    | 25  | NIL   | 6   | NIL   | -  |
| Sale of goods         | 945   | 46  | -   | 16  | NIL  |
| Sale of services      | 195   | 22  | 54  | NIL   | 2  |
| Rental income         | NIL   | 19  | 126   | NIL   | 5  |
| Interest Income       | NIL   | 57  | NIL   | NIL   | 43   |
| Services received     | 376   | 11  | 411   | 4   | 1  |
| Loans given / renewed | NIL   | 790   | NIL   | NIL   | 550  |
| <b>TOTAL</b>          | <b>4,828</b>  | <b>2,218</b>  | <b>715</b>  | <b>840</b>  | <b>601</b>   |

The Company estimates that transactions of above nature will be recurrent in each year considering the future business growth. The estimated values for transactions with the above said entities in the RB group are likely to exceed materiality threshold of ₹ 1000 crores as prescribed by the Listing Regulations.

Accordingly, it is proposed to seek revised approval for RB GmbH, RBAI and BGSW and fresh approval for RBPT and BSH from members by way of an ordinary resolution for related party transactions.

The Board of Directors has in its meeting held on May 24, 2024, based on the recommendation of the Audit Committee, recommended to obtain shareholders’ approval for transactions with RB GmbH, RBAI & BGSW with a revision in the limits and for the revised period and for a fresh limit with RBPT and BSH which are material.

The estimated value related party transactions for the revised period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for RB GmbH , RBAI, BGSW and for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for RBPT and BSH are as under:

**Table II**  
(₹ crores)(rounded off to nearest amount)

| Particulars           | Estimated value per year for the revised period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for <b>Robert Bosch, GmbH</b> | Estimated value per year for the revised period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for <b>Bosch Automotive Electronics India Private Limited (RBAI)</b> | Estimated value per year for the revised period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for <b>Bosch Global Software Technologies Private Limited (BGSW)</b> | Estimated value per year for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for <b>Robert Bosch Power Tools, GmbH (RBPT)</b> | Estimated value per year for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028 for <b>BSH Household Appliances Manufacturing Private Limited (BSH)</b> |
|-----------------------|--|---|---|---|--|
| Purchase of goods     | 6,362  | 2,291   | 163   | 1,408   | NIL  |
| Purchase of assets    | 116  | NIL   | 17  | NIL   | 1  |
| Sale of goods         | 2,474  | 109   | 2   | 265   | NIL  |
| Sale of services      | 324  | 46  | 129   | 11  | 5  |
| Rental Income         | NIL  | 28  | 198   | NIL   | 11   |
| Interest Income       | NIL  | 133   | 65  | NIL   | 183  |
| Services received     | 524  | 28  | 626   | 16  | -  |
| Loans given / renewed | NIL  | 1,065   | 500   | NIL   | 1,100  |
| <b>TOTAL</b>          | <b>9,800</b>   | <b>3,700</b>  | <b>1,700</b>  | <b>1,700</b>  | <b>1,300</b>   |

Members may further note the following:

- (i) The estimated value mentioned above in Table II is for each year (AGM to AGM).
- (ii) The Company continues to have related party transactions with several other RB Group companies and the aggregate estimated value of transaction with such companies for the next 4 years do not individually cross the materiality threshold as per Regulation 23 of the Listing Regulations with any of the companies in the RB Group.
- (iii) *Term of Approval:* RB GmbH, RBAI, BGSW, RBPT and BSH for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.
- (iv) Whilst the approval of the Shareholders is being sought for the total value of RPT’s, the value shown against various categories of nature of transactions at Table-II above are indicative and may vary inter se. However, the total value of RPTs will remain within the overall limit as may be approved by the Members.
- (v) *Members may kindly note that in terms of SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2022/40 dated March 30, 2022, and SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 08, 2022, the approval of members is sought to the material Related Party Transactions from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.*
- (vi) The previous approval from the shareholders obtained at the 71<sup>st</sup> AGM will continue to be valid till the date the revised approval is obtained at the 72<sup>nd</sup> AGM.

A yearly transfer pricing study is carried out by reputed third party professional firm in India to ensure conformity to the Company's Transfer pricing policy as a part of requirement under the Income Tax Act, 1961. The said proposed RPTs are in line with the transfer pricing policy of the Company. The Audit Committee having reviewed the proposals is satisfied that all the related party transactions proposed will be in the ordinary course of business and at arm's length and have accordingly recommended the proposal to the Board for further recommendation to the shareholders' as set out in the above resolutions for approval.

Details of the proposed RPTs between the Company and RB GmbH, Bosch Automotive Electronics India Private Limited (RBAI), Bosch Global Software Technologies Private Limited(BGSW) , Robert Bosch Power Tools, GmbH(RBPT) and BSH Household Appliances Manufacturing Private Limited (BSH), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

| Sl. No. | Description  | Robert Bosch GmbH, Germany   | Bosch Automotive Electronics India Private Limited                     | Bosch Global Software Technologies Private Limited                     | BSH Household Appliances Manufacturing Private Limited                     | Robert Bosch Power Tools, GmbH, Germany                     |
|---------|--|--|--|--|--|---|
| 1       | Summary of information provided by the management to the Audit Committee:  |  |  |  |  |   |
| a       | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).   | Robert Bosch GmbH, Germany (Ultimate Holding Company)  | Bosch Automotive Electronics India Private Limited (Fellow Subsidiary) | Bosch Global Software Technologies Private Limited (Fellow Subsidiary) | BSH Household Appliances Manufacturing Private Limited (Fellow Subsidiary) | Robert Bosch Power Tools, GmbH, Germany (Fellow Subsidiary) |
| b       | Type, material terms, monetary value, and particulars of the proposed RPTs.  | As per the details given in <b>Table II</b> above  |  |  |  |   |
| c       | Tenure of the proposed Transaction/s.  | These transactions have been undertaken by the Company from time to time on a regular basis depending on the needs of business and is perpetual in nature.   |  |  |  |   |
| d       | Percentage (%age) of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs (excluding proposed loan given/ renewed/ repaid). | 59%  | 16%  | 7%   | 1%   | 10%   |
| 2       | Justification for the proposed RPTs.   | The proposed transactions are in the interest of the business growth considering global contracts, access to market, availability of raw materials, access to technology, brand usage and technical support. The proposed transactions are in the ordinary course of business and following arm's length principles within the framework of Transfer Pricing guidelines. |  |  |  |   |
| 3       | Details of proposed RPTs relating to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary:   |  |  |  |  |   |
| a       | Amount.  | NA   | ₹ 1,065 crores (RBAI)  | ₹ 500 crores (BGSW)  | ₹ 1,100 crores (BSH)   | NA  |
| b       | Source of funds.   | NA   | Internal accruals  |  |  | NA  |

| Sl. No. | Description  | Robert Bosch GmbH, Germany  | Bosch Automotive Electronics India Private Limited  | Bosch Global Software Technologies Private Limited                   | BSH Household Appliances Manufacturing Private Limited               | Robert Bosch Power Tools, GmbH, Germany                              |
|---------|--|---|---|--|--|--|
| c       | Interest rate.   | NA  | Interest is charged at the rate agreed between the parties (currently at 9.4% p.a.) provided that the same is not less than the prevailing MCLR of commercial banks closest to the tenor of the loan.   |  |  | NA   |
| d       | Mode of Interest Payment.  | NA  | Quarterly   |  |  | NA   |
| e       | Repayment schedule.  | NA  | 1 year from the date of disbursement of the loan or earlier, renewable on mutually acceptable terms.  |  |  | NA   |
| f       | Whether secured or unsecured; if secured, the nature of security.  | NA  | Principal and interest to be guaranteed by Robert Bosch GmbH, Germany.  |  |  | NA   |
| g       | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.  | NA  | Working Capital requirement   |  |  | NA   |
| h       | Any other relevant information.  | NA  | As per the approval dated December 12, 2020 of the shareholders vide Postal Ballot under Section 185 of the Act, as a special resolution, the terms and conditions for the loan including any loan represented by a book debt or guarantee given or security provided in connection with any loan taken by any of the borrowing companies in whom any of the directors of the Company are interested shall be on Arm's length basis and for its principal business activities and shall be secured by the Corporate Guarantee of RB GmbH, the Ultimate Holding Company. |  | NA   | NA   |
| 4       | Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder. | All the transactions are on arm's length basis. The Company obtains certification on Related Party Transactions certifying that the transactions with related parties are at arm's length which is placed on a half yearly basis before the Audit committee. The Audit Committee upon review of such study is of the view that all related party transactions by the Company have been in the ordinary course of business and were/will be at Arm's length basis and has accordingly accorded its prior approval. |   |  |  |  |
| 5       | Name of the Director or Key Managerial Personnel ("KMP") who is related, if any, and the nature of their relationship.   | None of the Directors or Key Managerial Personnel or their relatives are in any   | None of the Directors or Key Managerial Personnel or their relatives  | None of the Directors or Key Managerial Personnel or their relatives | None of the Directors or Key Managerial Personnel or their relatives | None of the Directors or Key Managerial Personnel or their relatives |



| Sl. No. | Description                                   | Robert Bosch GmbH, Germany   | Bosch Automotive Electronics India Private Limited   | Bosch Global Software Technologies Private Limited  | BSH Household Appliances Manufacturing Private Limited  | Robert Bosch Power Tools, GmbH, Germany   |
|---------|---|--|--|---|---|---|
|         |   | way concerned or interested, directly or indirectly, financial, or otherwise in this Resolution. However, it may be noted that Mr. Stefan Grosch represents Robert Bosch GmbH as a member of Board of Management and Director of Industrial Relations.   | are in any way concerned or interested, directly or indirectly, financial, or otherwise in this Resolution except Mr. Guruprasad Mudlapur, who is Director on the Board of RBAI.   | are in any way concerned or interested, directly or indirectly, financial, or otherwise in this Resolution except Mr. Guruprasad Mudlapur, who is Director on the Board of BGSW.  | are in any way concerned or interested, directly or indirectly, financial, or otherwise in this Resolution.                                   | are in any way concerned or interested, directly or indirectly, financial, or otherwise in this Resolution. |
| 6       | Types of products/ services to be dealt with. | - Purchase and sale of Fuel injection equipment and its components<br>- Purchase of machinery for localization of components<br>- Services given for engineering and product development support<br>- Services received for engineering and product development activities and central support functions for purchasing, IT and other services | -Purchase of Electronic Control Units for vehicular applications<br>-Rental income form leasing of property<br>-Interest income on loans given for working capital<br>- Engineering support services received<br>- Sale of goods/ components | -Services received with respect to Engineering and application work done for development of automotive products and other software support services - Rental income form leasing of property<br>-Interest income on loans given for working capital<br>- Purchase of Electronic Control units<br>- Services given for engineering & central support functions | -Rental income from leasing of property<br>- Interest income on working capital loans given<br>- Services given for central support functions | Purchase and sale of power tools and its accessories<br>-Other services                                     |
| 7       | Any other information that may be relevant.   | The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company. All essential information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.        |  |   |   |   |

| Sl. No. | Description   | Robert Bosch GmbH, Germany   | Bosch Automotive Electronics India Private Limited | Bosch Global Software Technologies Private Limited | BSH Household Appliances Manufacturing Private Limited | Robert Bosch Power Tools, GmbH, Germany |
|---------|---|--|--|--|--|---|
| 8       | Summary of changes from the previous proposal in 72nd AGM Notice. | Instead of previously proposed period of 3 FYs from April, 01,2023 to March 31, 2026, the revised estimated RPTs for RB GmbH, RBAI, BGSW will cover a revised period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028, and for RBPT and BSH will also be for a period of 4 years starting from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.  |  |  |  |   |
| 9       | Reasons for the revision / fresh approval.                        | <ul style="list-style-type: none"> <li>- Growth in business volumes in Power solutions, 2-wheeler and power sports and Power tools divisions</li> <li>- New products for electric vehicles</li> <li>- Additional export business for fuel injection equipment and components(VE Pump, CRI, and sensors) and Power tools(grinders and drills)</li> <li>- Additional/fresh loans for working capital requirements.</li> <li>- E-Axle imports, purchase of VCU</li> </ul> |  |  |  |   |

The Audit Committee and Board of Directors have considered that these transactions are in ordinary course of business, on arm's length basis and in the interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

As per the provisions of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Accordingly, all related parties of the Company, including the promoter and promoter group, shall abstain from voting on the Resolution at item nos.6-10.

Save and except the Director holding position of Directorship in the Company as mentioned above, none of the other Directors, Key Managerial Personnel of the Company and their Relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item nos. 6 – 10 of the Notice.

The Board recommends the Resolution under item nos. 6-10 of the notice for approval of the Members.

By Order of the Board

**V. Srinivasan**

Company Secretary & Compliance Officer

M. No. A16430

Date: May 24, 2024

Place : Bosch Limited, Midford Garden, Craig Park Layout, Ashok Nagar, off: MG Road, Bengaluru – 560025

**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 4938, 6752 3878 | website: www.bosch.in | E-mail: secretarial.corp@in.bosch.com

**PROXY FORM (FORM NO.MGT-11)**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the

Companies (Management and Administration Rules, 2014)]

**72<sup>nd</sup> Annual General Meeting on August 07, 2024**

|                          |  |
|--------------------------|--|
| Name of the Member(s)    |  |
| Registered Address       |  |
| Folio No. DPID/Client ID |  |
| Email Id                 |  |

I/We, being the member(s) holding.....shares of the above-named company, hereby appoint

- (1) Name:..... Address:.....  
E-mail Id: ..... Signature: .....or failing him.
- (2) Name:..... Address:.....  
E-mail Id: ..... Signature: .....or failing him.
- (3) Name:..... Address:.....  
E-mail Id: ..... Signature: .....or failing him.

as my/our proxy to attend and vote **(either on poll or through e-voting)** for me/us and on my/our behalf at the 72<sup>nd</sup> Annual General Meeting of Company, to be held on Wednesday, August 07,2024 at 11.00 a.m. (IST) at **WINGS Baldwin Auditorium, Baldwin Boys High School campus, 14, Hosur Road, Richmond Town, Bengaluru – 560025, Karnataka** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No.                  | Resolutions  | Type of Resolution | For | Against |
|--------------------------|--|--------------------|-----|---------|
| <b>ORDINARY BUSINESS</b> |  |                    |     |         |
| 1.                       | Adoption of Standalone Financial Statements for the financial year ended March 31, 2024.   | Ordinary           |     |         |
| 2.                       | Adoption of consolidated Financial Statements for the financial year ended March 31, 2024.   | Ordinary           |     |         |
| 3.                       | Declaration of Final dividend.   | Ordinary           |     |         |
| 4.                       | Re- appointment of Mr. Guruprasad Mudlapur. (DIN: 07598798) as a Director liable to retire by rotation.  | Ordinary           |     |         |
| <b>SPECIAL BUSINESS</b>  |  |                    |     |         |
| 5.                       | Ratification of remuneration payable to Cost Auditors.   | Ordinary           |     |         |
| 6.                       | Revision in the approval of Material Related Party Transactions with Robert Bosch GmbH (RB GmbH), Germany for the revised period from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.               | Ordinary           |     |         |
| 7.                       | Revision in the approval of Material Related Party Transactions with Bosch Automotive Electronics India Private Limited for the revised period from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028. | Ordinary           |     |         |
| 8.                       | Revision in the approval of Material Related Party Transactions with Bosch Global Software Technologies Private Limited for the revised period from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028. | Ordinary           |     |         |
| 9.                       | Approval of Material Related Party Transactions with Robert Bosch Power Tools, GmbH for the period from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.   | Ordinary           |     |         |
| 10.                      | Approval of Material Related Party Transactions with BSH Household Appliances Manufacturing Private Limited, GmbH for the period from 72nd AGM to be held in 2024 to 76th AGM to be held in the year 2028.               | Ordinary           |     |         |

Signed this ..... day of ..... 2024

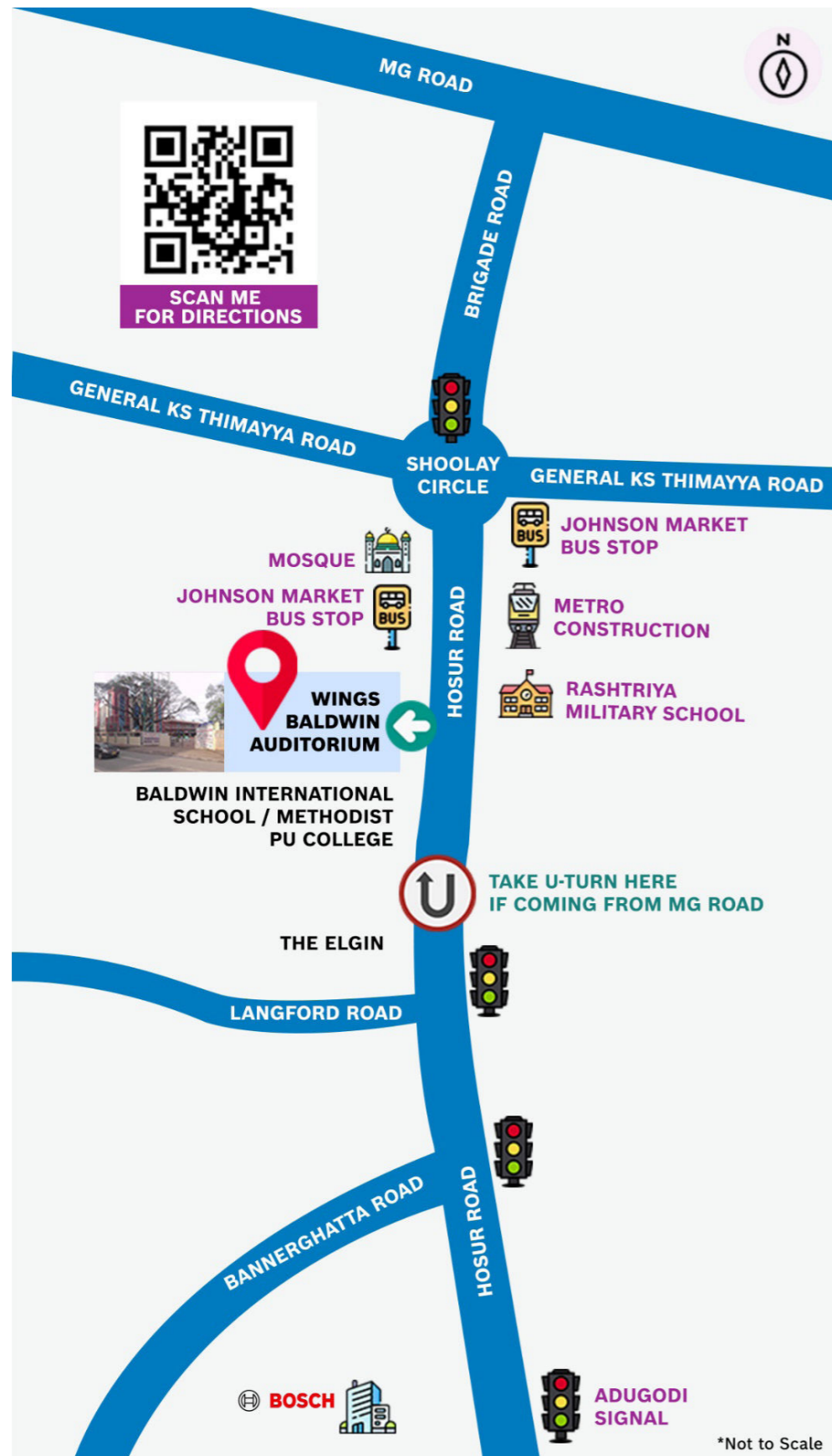
.....  
Signature of shareholder

.....  
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 72<sup>nd</sup> Annual General Meeting.
3. It is optional to indicate your preference(✓) in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.
5. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such persons shall not act as a proxy for any other person or member.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and such proxy need not be a Member of the company.

MAP NOT TO SCALE



**BOSCH LIMITED**

(CIN: L85110KA1951PLC000761)  
 Registered Office : Hosur Road, Adugodi, Bengaluru-560030, Karnataka, India  
 Tel No. : +91-80-67523878, 67524938, Website: www.bosch.in ;  
 e-mail : secretarial.corp@in.bosch.com ; investor@in.bosch.com

**ATTENDANCE SLIP**

**72<sup>nd</sup> ANNUAL GENERAL MEETING**

Day: Wednesday, Date: August 07, 2024, Time: 11.00 a.m.  
 Venue : WINGS Baldwin Auditorium Baldwin Boys High School campus  
 14, Hosur Road, Richmond Town Bengaluru – 560025, Karnataka

I hereby record my presence at the 72<sup>nd</sup> Annual General Meeting of the Company.

.....  
 Member's Folio No./DPID-Client ID No.      Member's/Proxy's name in Block Letters      Member's/Proxy's Signature

**Sign this attendance slip and hand it over at the venue of the meeting.**

..... Tear Here .....