

# Bosch Limited

(CIN: L85110KA1951PLC000761)

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

Tel: +91 80 6752 1750; 6752 2315;

Website: [www.bosch.in](http://www.bosch.in); E-mail: [investor@in.bosch.com](mailto:investor@in.bosch.com);

**NOTICE** is hereby given that the Sixty Seventh Annual General Meeting of Bosch Limited (the “Company”) will be held on Friday, August 23, 2019 at 03:00 p.m. at the Registered Office of the Company situated at Hosur Road, Adugodi, Bengaluru – 560 030 to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2019.
3. To appoint a Director in place of Mr. Soumitra Bhattacharya (DIN: 02783243), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Peter Tyroller (DIN: 06600928), who retires by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS:**

5. To consider, and if thought fit, 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, read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, consent of the members be and is accorded for the re-appointment of Dr. Andreas Wolf (DIN: 07088505) as Joint Managing Director, for a period of 3 (three) years from March 01, 2019 to February 28, 2022 and for the payment of remuneration as set out in the Agreement dated March 11, 2019 between the Company and Dr. Andreas Wolf.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to vary the terms and conditions of appointment including determination of remuneration payable to Dr. Andreas Wolf, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the aforesaid resolutions.”

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

**“RESOLVED THAT** Dr. Gopichand Katragadda (DIN: 02475721), who was appointed as an Additional Director of the Company with effect from December 04, 2018 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) 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.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Dr. Gopichand Katragadda (DIN: 02475721) who has submitted a declaration to the Company that he meets the criteria of independence provided under the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from December 04, 2018 to December 03, 2023.”

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

**“RESOLVED THAT** Mr. Bhaskar Bhat (DIN: 00148778), who was appointed as an Additional Director of the Company with effect from April 01, 2019 by the Board of Directors at their meeting held on February 13, 2019 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) 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.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Bhaskar Bhat (DIN: 00148778) who has submitted a declaration to the Company that he meets the criteria of independence provided under the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024.”

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

**“RESOLVED THAT** Mr. Bernhard Steinruecke (DIN: 01122939), who was appointed as an Additional Director of the Company with effect from April 01, 2019 by the Board of Directors at their meeting held on February 13, 2019 and who holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under section 160(1) 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.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Bernhard Steinruecke (DIN: 01122939) who has submitted a declaration to the Company that he meets the criteria of independence provided under the Act and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and being recommended by the Nomination and Remuneration Committee and the Board of Directors and who is eligible to be appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from April 1, 2019 to March 31, 2024.”

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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of INR 600,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses, at actuals) 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 2019-20, 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.”

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification or re-enactment or amendment thereof for the time being in force) and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary and subject to such terms and conditions as may be imposed by them, if any, approval of the Members be and is hereby accorded for sale and transfer of the Company’s Packaging Technology Business, along with all its employees, assets and liabilities, as a going concern and by way of a slump sale to Robert Bosch Packaging Technology India Pvt. Ltd., which is a subsidiary of Robert Bosch Packaging Technology GmbH, a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of an amount not less than INR 1,446 million subject to necessary adjustments in working capital values between May 20, 2019 (valuation date) and the effective date of transfer and other transactional requirements.

**RESOLVED FURTHER THAT** the Board of Directors (which expression shall include any Committee constituted or to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matter, take necessary steps it may in its absolute discretion deem necessary, desirable or expedient to give effect to the foregoing resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

July 18, 2019  
Bengaluru

**Rajesh Parte**  
Company Secretary & Compliance Officer

**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 10 of the Notice is annexed hereto.
- b) Brief profiles of Mr. Soumitra Bhattacharya and Mr. Peter Tyroller is annexed herewith. Brief profiles of Dr. Andreas Wolf, Dr. Gopichand Katragadda, Mr. Bhaskar Bhat and Mr. Bernhard Steinruecke form part of the statement setting out material facts pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
- c) 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.
- 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 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.
- e) The form of proxy in order 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.
- f) An instrument of Proxy duly filled, stamped and signed is valid only for this Annual General Meeting including any adjournment thereof.
- g) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting 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 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 a joint holder whose name is higher in the Register of Members will be entitled to vote at the Meeting.
- j) 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. The said documents are also available on the website of the Company viz., [www.bosch.in](http://www.bosch.in).
- k) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 17, 2019 to Friday, August 23, 2019 (both days inclusive) for ascertaining entitlement of members eligible to receive the dividend, if declared at the meeting.
- l) Subject to section 126 of the Act, 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, August 16, 2019 and who are beneficial owners as at the close of business on the said date as per the beneficiary list provided by Central Depository Services (India) Limited and National Securities Depository Limited.
- m) 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 a copy of their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit a copy of their PAN to the Company/its Registrar and Transfer Agents (RTA).
- n) 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.
- o) 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.
- p) None of the Directors are related to each other or any Key Managerial Personnel of the Company.
- q) In this Notice and Annexure(s) thereto the terms "Shareholders" and "Members" are used interchangeably.
- r) 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.
- s) The remote e-voting period begins on Tuesday, August 20, 2019 at 9.00 a.m. and ends on Thursday, August 22, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, August 16, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- t) 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.

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

- (i) Open the e-voting website of CDSL and type the following in your web browser: [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.

- (iii) Now enter your User ID
- For CDSL: 16 digit beneficiary ID,
  - For NSDL: 8 character DP ID followed by 8 digit Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in dematerialized form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted vote for any company using the remote e-voting facility provided by CDSL, then please use your existing password.

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for shareholders holding shares in demat as well as in physical form)</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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 in order to login.</li> <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>

- (vi) After entering the above details, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will be redirected to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter a new login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that 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 Members 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 for Bosch Limited: 190716022 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 option YES in case you wish to Assent to the resolution and NO in case you wish to 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 thereafter modify your vote.
- (xiii) Click on “CONFIRM” to confirm your voting. Once confirmed, 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 and enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the App from the AppStore and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). and CC to [pramod@bmpandco.com](mailto:pramod@bmpandco.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](mailto: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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800-225-533. Alternatively, members may also contact for any grievance related to remote e-voting to Mr. Rajesh Parte, Company Secretary & Compliance Officer, Bosch Limited, Hosur Road, Adugodi, Bengaluru - 560 030.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A-Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800-225-533.

- u) 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. August 16, 2019. 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.
- v) Mr. Pramod S. M. of BMP & Co. LLP, 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 “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 Scrutinizer will submit a report 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.

- w) Your Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 23, 2019 from 3.00 p.m. onwards at the web link [www.evotingindia.com](http://www.evotingindia.com). On this page, click on the link shareholders / members. Please enter your 16 digit demat account (in case of demat holding) or 7 digit folio details (in case of Physical holding) and then enter the Characters displayed on the screen. After this you need to enter the details as asked by the system and then you will reach at the link “live streaming” from where you can ONLY VIEW the proceeding of our 67th Annual General Meeting. In case you face any difficulty in viewing the meeting, please contact the service provider – Central Depository Services Limited on 1800225533 for assistance.
- x) The route map of the venue of the meeting is given in the notice.

By Order of the Board

July 18, 2019  
Bengaluru

**Rajesh Parte**  
Company Secretary & Compliance Officer

## ANNEXURE TO THE NOTICE

**Brief profile of Mr. Soumitra Bhattacharya pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:**

Director Identification Number	02783243
Date of Birth	24/06/1960
Date of Appointment	01/01/2017
Qualification	Chartered Accountant
Experience	<p>Soumitra Bhattacharya is currently the Managing Director of Bosch Ltd., and Regional President for the Bosch Group in India. He has also held the position of CFO &amp; Board Member of Bosch Ltd. since 2011 to 2018. Prior to which he has held various positions within the Bosch Group in India as well as internationally for the past 23 years.</p> <p>During his past assignments, he has served as Commercial Director of Robert Bosch Turkey (RBTR) between 2005 &amp; 2008. Before his assignment in Turkey he served as Vice President responsible for the Commercial functions at Bosch Ltd., for Nashik &amp; Jaipur Plants in India &amp; was also in-charge of Corporate Planning &amp; Controlling for Bosch Ltd. During 1998-99, he worked in Stuttgart, Germany, on deputation to Robert Bosch GmbH as General Manager at the Feuerbach Plant.</p> <p>Prior to Bosch Ltd., from 1984 to 1995 he served in various management positions at TATA Steel (IPITATA), INDAL (Indian Aluminum Company Ltd.,) and Titan Company Limited.</p> <p>He has been past Chairman (2013-2014) for the Karnataka State Council for CII in India (Confederation of Indian Industry) and currently the Co-Chair for Skills Committee-CII at the National Level and a CII National Council Member.</p>
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"><li>• MICO Trading Private Limited</li><li>• Z F Steering Gear (India) Limited</li><li>• Robert Bosch Automotive Steering Private Limited</li><li>• Robert Bosch Engineering and Business Solutions Private Limited</li><li>• Robert Bosch (Bangladesh) Limited</li><li>• Robert Bosch Lanka (Private) Limited</li></ul>
Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2018-19)	Five meetings of the Board of Directors were held during the Financial Year 2018-19. Mr. Soumitra Bhattacharya attended all the meetings.
Terms and conditions of Appointment	Managing Director, liable to retire by rotation.
Last remuneration drawn	Remuneration drawn for the Financial year 2018-19 : INR 76,765,509

**Brief profile of Mr. Peter Tyroller pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:**

Director Identification Number	06600928
Date of Birth	07/11/1957
Date of Appointment	01/07/2013
Qualification	<ul style="list-style-type: none"> <li>• Engineering from the University of Applied Sciences (Ulm, Germany)</li> <li>• Engineering Management from the University of Applied Sciences (Frankfurt, Germany)</li> </ul>
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.
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• Robert Bosch (South East Asia) Pte. Ltd.</li> <li>• United Automotive Electronic Systems Co., Ltd.</li> <li>• Bosch HUAYU Steering Systems Co., Ltd.</li> </ul>
Chairmanship / Membership of Committees held in companies/ body corporates	Nil
Number of Equity shares held in the Company	Nil
Number of Board Meetings attended during last Financial Year (2018-19)	Five meetings of the Board of Directors were held during the Financial Year 2018-19. Mr. Peter Tyroller attended two (2) meetings.
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 10 OF THE NOTICE**

**ITEM NO. 5**

Dr. Andreas Wolf was appointed as the Joint Managing Director of the Company for a period of two years and two months with effect from January 01, 2017 to February 28, 2019. Considering his expertise, overall performance and organizational requirements, the Nomination and Remuneration Committee (NRC) at their meeting held on February 13, 2019 recommended his re-appointment as Joint Managing Director for a term of three years commencing from March 1, 2019 to February 28, 2022. The Board of Directors based on the recommendation of NRC, re-appointed Dr. Andreas Wolf for a period of three years from March 1, 2019. The main terms and conditions of re-appointment are as under:

1.	Term:	For a period of 3 years from 01.03.2019 to 28.02.2022
2.	Remuneration:	<p>(i) Dr. Wolf's ("Director") remuneration shall be comprised of a base salary and a variable annual bonus.</p> <p>(ii) Dr. Wolf's annual base salary shall comprise of a Euro component of Euro 268,000 p.a. payable at the exchange rate on the salary day in the range of Rs. 10,000,000 to Rs. 30,000,000 (gross) p.a., increments/ revisions being at the discretion of the Board.</p> <p>(iii) The annual bonus taking into account the economic results and also Dr. Wolf's personal performance and target achievement up to 160% of the Base Salary.</p> <p>(iv) Wherein any financial year during the tenure of office of the Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration, benefits and amenities to the Director as specified herein subject to the approval of the Central Government, if and to the extent necessary or in the alternative, pay remuneration by way of salary, perquisites and any other allowances within the ceiling limits prescribed in para 1 of section II of part II of Schedule V to the Companies Act, 2013 (including any statutory re-enactment or modification thereof.)</p> <p>(v) In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws as may be in force from time to time, the Board in its absolute discretion may increase the remuneration payable to the Director in line with the Company's remuneration policy prevailing from time to time.</p>
3.	Other terms:	<p>(a) The Director shall be entitled to reimbursement of all actual expenses for traveling incurred in the course of Company's business.</p> <p>(b) The Director would be entitled to any other benefits or privileges as may be available to the other Senior Management Executives as per the Company's policy from time to time.</p> <p>(c) The Directors' remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.</p>
4.	Benefits & Facilities:	
	Housing	The Company will provide and maintain a house for Dr. Wolf and his family.
	Gas, Electricity and water charges for the house	These services will be borne/paid by the individual.
	Security and Garden Maintenance at the house	These services will be provided/borne by the Company.
	Car and Driver	Two cars maintained and fuelled by the company with 2 drivers for the use of Dr. Wolf and his family.
	Telephone at home	One or more phones for the purpose of Company's business according to Company rules.
	Club Memberships	Fees of 2 clubs excluding admission and life membership fees
	Satellite TV	Annual subscription up to a maximum of Rs.6,500/-, plus one German channel (optional). These services will be provided by the Company.
	Medical Reimbursement	As per the Company's policy, as applicable to other Senior Management Executives of the Company.
	Reimbursement of School fees	As per the Company's policy, as available to other Senior Management Executives of the Company.
	Other Benefits	Dr. Andreas Wolf would be entitled to other benefits or privileges as may be available to other Senior Management Executives of the Company.
	Expenses incurred on joining the company, while on deputation and when returning to home country/state after completion of employment	<p>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 his family for joining duty in Bangalore will be paid by the Company.</p> <p>Relocation expenses referred to above, in case Dr. Wolf joins another company within Bosch group, that company will bear these expenses. However, if Dr. Wolf resigns and joins another company outside the Bosch group, then Company will not reimburse such relocation expenses.</p>

A copy of the Agreement dated March 11, 2019 encompassing the aforesaid terms and conditions and Articles of Association referred to in the resolution at Item No. 5 are hosted on website of the Company at [www.bosch.in](http://www.bosch.in) and also available for inspection by the Members at the Registered Office of the Company during the business hours on any working day (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting.

The Board of Directors considers that Dr. Wolf's association would be of immense benefit to the Company and it is desirable to avail services of Dr. Wolf as Joint Managing Director for a term of three years from March 01, 2019 to February 28, 2022. Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary resolution as set out at Item No. 5 of the Notice of the AGM for the approval by the members.

Except for Dr. Wolf, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested (whether financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

**Brief profile of Dr. Andreas Wolf is given below:**

Director Identification Number	07088505
Date of Birth	16/06/1962
Date of Appointment	01/01/2017
Qualification	Mechanical Engineer and PhD holder from Technical University Dresden
Experience	<p>Dr. Andreas Wolf is currently the Joint Managing Director of Bosch Ltd., Prior to which he has held various positions within the Bosch Group in India as well as internationally for the past 28 years.</p> <p>Dr. Wolf started his career in Bosch as process engineer in Corporate Research and Development. During these 28 years of association, he has worked in several management positions mainly in Manufacturing, Quality, Safety, Project Management and Corporate functions as well. He has varied experience in the divisions CR (Corporate Research and Development), DS (Diesel Systems), GS (Gasoline Systems), ATMO (Special machinery) and DC (Drive and Control systems).</p> <p>Dr. Wolf was also in the Czech Republic for 3 years and in Turkey for 7 years. His previous position was Senior Vice President and Technical Plant Manager in Feuerbach/Germany. He was the IPN (International Production Network)-leader for "Common Rail pumps".</p> <p>Career milestones in the Bosch-group -</p> <ul style="list-style-type: none"> <li>➤ 1990: Engineer, Corporate Research and Development in Schwieberdingen/Germany</li> <li>➤ 1995: Section Manager Technical Functions in Homburg Plant</li> <li>➤ 1999: Director, Department Manager Manufacturing Common Rail Injectors, Diesel Systems Homburg Plant, Germany</li> <li>➤ 2003: Vice President and Area Manager Manufacturing Rail, PCV (Pressure Control Valve) and cooling plate, Diesel Systems, Jihlava plant, Czech Republic</li> <li>➤ 2006: Senior Vice President and Technical Plant Manager Bosch Bursa Plant, Turkey, Member of Robert Bosch Turkey board</li> <li>➤ 2013: Senior Vice President and Technical Plant Manager Diesel Systems, Feuerbach plant, Germany</li> <li>➤ 2015: Director &amp; Executive Vice President, Manufacturing and Quality, Bosch Limited, India</li> <li>➤ 2017: Joint Managing Director &amp; Executive Vice President, Manufacturing and Quality, Bosch Limited, India. He is also heading Safety, Security in Bosch India.</li> </ul>
Directorships held in other companies/body corporates	<ul style="list-style-type: none"> <li>• Bosch Automotive Electronics India Private Limited</li> <li>• Bosch Electrical Drives India Private Limited</li> <li>• Bosch Chassis Systems India Private Limited</li> <li>• MICO Trading Private Limited</li> </ul>
Chairmanship / Membership of Committees held in companies/ body corporates	<p>(a) Bosch Chassis Systems India Private Limited – Member of Nomination &amp; Remuneration Committee</p> <p>(b) Bosch Automotive Electronics India Private Limited – Member of Corporate Social Responsibility Committee</p>
Relationship with other Directors and Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company.