BOSCH

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
Scrip code:500530

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

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

September 02, 2016

Dear Sir/Madam,

Sub: Buyback Update

We wish to inform that the Company has submitted to the Securities and Exchange Board of India (SEBI) through its Merchant Bankers the following documents:-

1. Draft Letter of Offer (refer http://www.sebi.gov.in/cms/sebi_data/attachdocs/1472711632968.pdf)
2. Public Announcement (refer http://www.sebi.gov.in/cms/sebi_data/attachdocs/1472711632968.pdf)
3. Copy of Special Resolution approved by the shareholders(enclosed)

Thanking you,

Yours faithfully,
for Bosch Limited,

(R. Vijay)
Deputy Company Secretary

Encl: as above

Bosch Limited
Post Box No:3000
Hosur Road, Adugodi
Bangalore-560030
Karnataka, India
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PAN AAACM 9840 P
CIN: L85110KA1951PLC000761

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION DATED JULY 15, 2016 APPROVED BY THE MEMBERS THROUGH POSTAL BALLOT ON WEDNESDAY, AUGUST 24, 2016

To consider Buyback of Equity Shares of the Company:

"RESOLVED THAT pursuant to Article 12 of the Articles of Association of the Company and provisions of Section 68, 70, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") (including any statutory modification or re-enactment thereof, for the time being in force) to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended from time to time (the "Buyback Regulations"), and subject to such approvals, permission and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, sanctions and permissions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall include any committee constituted/ to be constituted by the Board of Directors of the Company to exercise powers conferred by this resolution), consent of the members be and is hereby accorded for buyback of up to 878,160 fully paid up equity shares (representing up to 2.796 % of the paid up equity share capital of the Company) of face value of Rs. 10 each (hereinafter referred to as the "Equity Shares" or "Shares") at a price of Rs. 23,000 per Share (Rupees Twenty Three Thousand only) payable in cash for an aggregate amount not exceeding Rs. 20,197,680,000 (Rupees Twenty Thousand One Hundred and Ninety Seven Million and Six Hundred Eighty Thousand Only), which is less than 25% of the paid up share capital and free reserves of the Company as per the latest audited balance sheet of the Company for the financial year ended March 31, 2016, out of the free reserves of the Company or such other source may be permitted by the Buyback Regulations or the Act, from the members of the Company, as on record date, on a proportionate basis through "tender offer" route as prescribed under the Buyback Regulations ("Buyback").

RESOLVED FURTHER THAT the Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT the Company may Buyback Shares from the existing members of the Company as on record date on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is

higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals if and to the extent necessary or required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company ("Buyback Committee") in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the record date, entitlement ratio, the timeframe for completion of Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filling of the public announcement, the draft letter of offer / letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons as may be required from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of Company or the Board to Buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For Bosch Limited

S. Karthik
Company Secretary
M. No: A6768
Bosch Limited
P.B. No. 3000, Hosur Road,
Adugodi, Bengaluru – 560 030