

BOSCH LIMITED

**POLICY ON DETERMINING MATERIALITY AND
ARCHIVAL OF DISCLOSURES PURSUANT TO
REGULATION 30 OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATIONS AND
DISCLOSURES) REGULATIONS, 2015**

Revision History

Version	By	Date of revision	Approved
1.0	Board of Directors	-	November 6, 2015
1.1	Board of Directors	May 10, 2023	May 10, 2023
1.2	Board of Directors	July 31, 2023	July 31, 2023

I. Objective

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with SEBI’s Circular bearing reference CIR/CFD/CMD/4/2015 dated 9th September 2015, the Board of Directors (the “**Board**”) of Bosch Limited (the “**Company**”) has adopted this Policy at its meeting held on November 6, 2015 for determination of material events and information (“**Material Information**”) to be disclosed to the Stock Exchanges and archival thereof under applicable SEBI regulations.

II. Definitions

In this policy unless the context otherwise requires,-

- a. “**Act**” means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- b. “**Authorized Persons**” shall have the same meaning ascribed to it under clause III of this Policy.
- c. “**Board**” or “**Board of Directors**” shall mean the Board of Directors of Bosch Limited, as may be re-constituted from time to time.
- d. “**Company**” means Bosch Limited.
- e. “**Financial Year**” shall have the same meaning ascribed to it under the Act.
- f. “**Key Managerial Personnel**” or “**KMP**” shall have the same meaning ascribed to it under the Act.
- g. ¹“**Listing Regulations**” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.]¹
- h. ² “**Mainstream Media**” shall include print or electronic mode of the following:
 - i. Newspapers registered with the Registrar of Newspapers for India
 - ii. News Channels permitted by Ministry of Information and Broadcasting under Government of India
 - iii. Content publishes by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021
 - iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India
- i. “**Material Information/event**” shall mean information/events as mentioned under clause IV, V and VI of this Policy.
- j. “**Policy**” means Bosch Limited – Policy on Determining Materiality.

- k. **“SEBI Regulations”** or **“Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The words or expressions used but not defined herein, but defined under Companies Act, 2013 or the SEBI Regulations shall have the same meaning assigned therein.

¹ Inserted

² Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.2023

III. Authorized Persons

1. The materiality or otherwise of an information or event in terms of SEBI Regulations will be determined jointly by the Managing Director(s) / Executive Director(s)²[Chief Financial Officer] and Company Secretary (“**Authorized Persons**”) in consultation with the concerned Department head, plant management or the responsible Sr. Management Personnel, as the case may be.
2. The Authorized Persons will also decide the appropriate period/stage at which disclosure is to be filed with the stock exchanges including details that may be filed.
3. Contact details of the Authorized Persons is given in the website of the Company viz, www.boschindia.com.

IV. Material events or information

1. Events or information specified in **Annexure - 1** will be deemed to be material events / information and will be disclosed irrespective of application of any quantitative or qualitative materiality thresholds.
2. The events or information which will be disclosed based on application of materiality criteria are given in **Annexure - 2**.

V. Guidelines for Materiality assessment of an event/information specified in Annexure – 2

1. Materiality will be determined on a case-to-case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, ‘quantitative’ criteria will be applied.
2. In circumstances where ‘quantitative’ test may not be applicable or cannot be applied, a ‘qualitative’ or a ‘subjective’ criteria as under will be applied to determine materiality:
 - a) the omission of an event or information which is likely to :
 - result in a discontinuity or alteration of an event already available publicly; or
 - result in significant market reaction if the said omission came to light at a later date;
 - the omission of an event or information, whose value or the expected impact in terms of value, exceeds Rupees 52.10 crore*
 - ³ the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity.
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative.
 - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity.

* Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.2023

- ³ In case where the criteria specified in subclauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material

⁴ The Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature, and which indicates that rumours of an impending specific material event or information in terms of the provisions of this regulation are circulating amongst the investing public, as soon as reasonably possible and not later than twenty four hours from the reporting of the event or information:

Provided further that if the listed entity confirms the reported event or information, it shall also provide the current stage of such event or information

⁵ The Company shall disclose all such communication, along with the event or information pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority.

- b) Any event or information having a significant risk to the reputation of the Company.
3. Only such events/information which is direct (not derivative) and reasonably perceivable (not remote) and having a time horizon of 1-3 years.

⁴Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.2023

⁵Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.2023

4. In determining materiality a number of factors such as the nature of the information (both quantitative and qualitative), prevailing market conditions, general business practices, industry scenario, business outlook, etc. shall be taken into consideration.
5. The Company will disclose material information concerning the business and affairs of the Company to the public immediately, except where permitted by law and when otherwise required for the purpose of maintaining the confidentiality of the information.
6. The extent of the disclosures will depend upon the stage of discussions, studies, or negotiations.
7. This policy shall not dilute any requirement specified in the SEBI LODR Regulations

VI. Other Information/Event:

An event or information which are not specified under Annexure – 1 or Annexure – 2 to this policy but which in the view of the Authorized Persons or the Board is material will be disclosed in terms of this policy and Listing Regulations.

VII. Timelines specified under the Regulations:

The Company shall first disclose to the stock exchange(s) all events or information which is material in terms of the provisions of SEBI LODR regulations as soon as reasonably possible and in any case not later than the following:

:

- (i) thirty minutes from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken.
- (ii) twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity.
- (iii) twenty-four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity:

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VIII. Archival of Disclosures

1. All material events / information above will be disclosed as soon as practicable as per the Listing Regulations to the Stock Exchanges.
2. The Company shall also host all disclosures pursuant to this policy on its website viz., www.boschindia.com.
3. Such disclosures shall be displayed on the website of the Company for a period of five years from the date of its hosting. The disclosures which are more than five years old will be archived from the website of the Company and will be dealt in an appropriate manner as decided by the Authorized Person(s) from time to time.

⁶ Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.2023

IX. Statutory Framework

1. This policy is framed in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
2. Where the terms of this policy differ from any existing or newly enacted law, rule, regulation, or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time this policy is changed to conform to the law, rule, regulation or standard.

X. Effective date

This revised policy shall be effective from July 31, 2023

XI. Review

The Policy is subject to review by the Board from time to time.

Annexure – 1

Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) and Clause V of this Policy

1. ⁷ Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate Company of the Listed Entity or any other restructuring.

Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in a company, whether directly or indirectly, such that -
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.
 - (c) ⁷the cost of acquisition or the price at which the shares are acquired exceeds the threshold specified in sub clause (c) of clause (i) of sub regulation (4) of regulation 30.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. New Ratings or Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
- (a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - (b) any cancellation of dividend with reasons thereof;
 - (c) the decision on buyback of securities;
 - (d) the decision with respect to fund raising proposed to be undertaken
 - (e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - (f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

- (g) short particulars of any other alterations of capital, including calls;
 - (h) financial results;
 - (i) decision on voluntary delisting by the listed entity from stock exchange(s).
³[Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.]
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

⁸ 5A Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements:

Provided that such agreements entered into by a listed entity in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or they are required to be disclosed in terms of any other provisions of these regulations.

Explanation: For the purpose of this clause, the term “directly or indirectly” includes agreements creating obligation on the parties to such agreements to ensure that listed entity shall or shall not act in a particular manner.]

- 6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel, senior management or subsidiary or arrest of KMP, senior management or promoter whether incurred within India or abroad
- 7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Senior Management Auditor and Compliance Officer.

⁴[(7A) *In case of resignation of the auditor of the listed entity, detailed reasons for resignation of auditor, as given by the said auditor, shall be disclosed by the listed entities to the stock exchanges as soon as possible but not later than twenty four hours of receipt of such reasons from the auditor*

(7B) *Resignation of independent director including reasons for resignation: In case of resignation of an independent director of the listed entity, within seven days from the date of resignation, the following disclosures shall be made to the stock exchanges by the listed entities:*

- i. The *letter* of resignation along with detailed reasons for the resignation as given by the said director.
- ii. *Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any*
- iii. *The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.*
- iv. *The confirmation as provided by the independent director above shall also be disclosed by the listed entities to the stock exchanges along with the disclosures as specified in sub clause (i) and (iii) above.]*

⁹ In case of resignation of KMP, Senior management, Compliance Officer or Director other than an Independent Director, the letter of resignation along with detailed reasons for the resignation as given by them shall be disclosed to the Stock Exchanges by the listed entities within seven days from the date that such resignation comes into effect.

⁹In case the Managing Director or CEO of listed entity was indisposed or unavailable to fulfill the requirements of the role in a regular manner for more than 45 days in any rolling period of ninety days, the same along with reasons for such indisposition or unavailability shall be disclosed to the Stock Exchange(s)

8. Appointment or discontinuation of share transfer agent.
9. ⁵[Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - (i) Decision to initiate resolution of loans/borrowings;
 - (ii) Signing of Inter-Creditors Agreement (ICA) by lenders;

³ Inserted

⁴ Inserted

⁵ Substituted: "Corporate debt restructuring"

- (iii) Finalization of Resolution Plan;
- (iv) Implementation of Resolution Plan;
Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders.]

10. One time settlement with a bank.
11. winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. (a) Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors.

Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.

(b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s) in the following manner:

- i. the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty four hours from the conclusion of such calls, whichever is earlier;
 - ii. the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
16. Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code as stipulated in SEBI Listing Regulations.
17. ⁶[Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by listed entities:
 - (a) The fact of initiation of forensic audit along with name of entity initiating the audit and reasons for the same, if available;
 - (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the listed entity along with comments of the management, if any.]
- ¹⁰ 18. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of a listed entity, in relation to any event or information which is material for the listed entity in terms of regulation 30 of these regulations and is not already made available in the public domain by the listed entity.

Explanation

“social media intermediaries” shall have the same meaning as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021

19 Action(s) initiated or orders passed by any regulatory, statutory, Enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management,

promoter or subsidiary, in relation to the listed entity, in respect of the following:

(a) search or seizure; or

(b) reopening of accounts under section 130 of the Companies Act, 2013;

or

(c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the following details pertaining to the actions(s) initiated, taken or orders passed:

i.name of the authority;

ii.nature and details of the action(s) taken, initiated or order(s) passed

iii.date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority;

iv. Details of the violation(s)/contravention(s) committed or alleged to be committed;

VImpact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

20. Action(s) taken, or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following:

(a) suspension;

(b) imposition of fine or penalty.

(c) settlement of proceedings.

(d) debarment.

(e) disqualification.

(f) closure of operations.

(g) sanctions imposed.

(h) warning or caution; or

(i) any other similar action(s) by whatever name called.

along with the following details pertaining to the actions(s) initiated, taken or orders passed

i.name of the authority.

ii.nature and details of the action(s) taken, initiated or order(s) passed

iii.date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority.

iv.details of the violation(s)/contravention(s) committed or alleged to be committed.

v.impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.

21. Voluntary revision of financial statements or the report of the board of directors of the listed entity under section 131 of the Companies Act, 2013

⁶ Inserted

10 Inserted Vide SEBI LODR Amendment Regulations w.e.f 14.07.202

Annexure – 2

The events/information and corresponding materiality criteria pursuant to Para B of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause IV and V of this Policy:

Sl. No	Event/Information	Threshold
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Impact of 5% or more of Turnover of the Company (as per the latest audited financial statements) for one full year of operation.
2.	Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).	Impact of 5% or more of Turnover of the Company as per the latest audited financial statements.
3.	Capacity addition	Capacity addition of not less than 25% in respect of Diesel systems' business plants viz. Bengaluru, Nashik, Bidadi and Jaipur Plants.
4.	Product launch	Impact of 5% or more of the turnover of Company (as per the latest audited financial statements) in respect of only trading divisions of the Company.
5.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Consideration exceeding INR 5,000 million.
6.	Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.	Borrowings for a minimum period of 5 years for an amount not less than INR 5,000 million.
7.	Disruption of operations of any one or more units or division of the listed entity/Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	a) Disruption of operations due to natural calamity :- estimated impact of 1% or more of the production or the turnover (as per the latest audited financial statements) of the Company

		b) In case of strike, lockout, etc.: - complete closure of the Diesel systems plant for at least one full day.
8.	Effect(s) arising out of change in the regulatory framework applicable to the listed entity/Company	Impact of 5% or more to the turnover of the Company as per the latest audited financial statements.
9.	Litigation(s) / dispute(s) / regulatory action(s) with impact.	Outcome of single litigation/dispute determined by a Court of Law (not below High Court) and regulatory action having an impact of not less than 1% of the turnover of the Company as per the latest audited financial statements.
10.	Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity/Company.	Amount exceeding INR 100 million in case of employees and any amount as regards Directors. <i>(Only established Frauds and Defaults affecting the Company.)</i>
11.	Options to purchase securities including any ESOP/ESPS Scheme.	Not Applicable.*
12.	Giving of guarantees or indemnity or becoming a surety (by whatever name called) for any third party.	Any single guarantee/indemnity having an impact of 5% or more of turnover of the Company (as per the latest audited financial statements).
13.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Impact of 5% or more of turnover as per the latest audited financial statements.
14.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority	

*the Company does not have any ESOP/ESPS scheme.

Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities

Notwithstanding anything stated above, the Authorized Persons may apply a qualitative criteria for deeming an event/information to be material or not in cases where aforementioned quantitative criteria cannot be ascertained/applied reasonably.