PUBLIC ANNOUNCEMENT OF BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGES

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

BOSCH LIMITED

(Formerly Motor Industries Company Limited)
Registered Office: Hosur Road, Adugodi, Bangalore – 560030

This public announcement ("**Public Announcement**") is made by Bosch Limited to the equity shareholders of Bosch Limited pursuant to the provisions of Regulation 8(1) read with Regulation 15(c) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended.

1. THE BUY-BACK OFFER:

1.1 Bosch Limited ("**Bosch**" or the "**Company**") hereby announces its intention to buy-back its fully paid-up equity shares of face value of Rs.10/- each ("**Equity Shares**") from the existing shareholders of the Company through the open market using the nationwide electronic trading facilities of the Bombay Stock Exchange Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), pursuant to Article 12 of the Articles of Association of the Company and in accordance with Sections 77A, 77AA and 77B of the Companies Act, 1956 (the "**Act**") and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 (the "**Buy-Back Regulations**") at a price not exceeding Rs.4,500/- per Equity Share ("**Maximum Offer Price**") payable in cash, for an aggregate amount not exceeding Rs. 6,392 Million ("**Maximum Offer Size**") i.e.25% of the paid up equity share capital and free reserves of the Company as on December 31, 2007 (the "**Buy-back Offer**"). The aggregate paid-up equity share capital and free reserves of the Company as on December 31, 2007 (the date of the last audited financial statements) was Rs.25,567.45 Million.

1.2 The number of Equity Shares that will be bought back would depend upon the average price paid for the Equity Shares bought back. In the event the Equity Shares are bought at an average price of less than Rs.4500/- per Equity Share, the Maximum Offer Size of Rs.6,392 Million may not be exhausted.

1.3 The promoter, Robert Bosch GmbH ("**Promoter**") currently holds 22,349,420 Equity Shares, representing 69.73% of the outstanding share capital / voting rights of the Company. Pursuant to SEBI notification LAD-NRO/GN/2008/26/142801 dated October 30, 2008 ("**Recent Amendments**") to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("**Takeover Regulations**"), the Promoter is permitted to acquire additional voting rights up to 5% in the Company provided that the increase in shareholding or voting rights is pursuant to a buy back of Equity Shares by the Company, subject to post acquisition shareholding not increasing beyond 90%. Accordingly, the Company proposes to buy-back a maximum of 21,44,490 Equity Shares of the Company such that the increase in Promoter shareholding does not exceed 5% of the paid-up share capital of the Company (i.e. upto 74.73%) pursuant to this Buy-back Offer ("**Maximum Offer Shares**"). The minimum number of Equity Shares to be bought back by the Company pursuant to the Buy-back Offer shall be 355,000 Equity Shares ("**Minimum Offer Shares**").

1.4 The maximum amount required by the Company for the Buy-back Offer aggregating Rs.6,392 Million will be met out of the free reserves and/or the share premium account of the Company.

2. AUTHORITY FOR THE BUY-BACK OFFER:

Pursuant to the provisions contained in Article 12 of the Articles of Association of the Company and Sections 77A, 77AA, 77B and other applicable provisions, if any, of the Act and the provisions contained in the Buy-Back Regulations, this Buy-back Offer has been duly authorised by:

a. a resolution passed by the Board of Directors of the Company (hereinafter referred to as the "**Board**") at their meeting held on September 02, 2008 and

b. a special resolution passed by shareholders of the Company through postal ballot, the results of which were declared on October 24, 2008.

3. BRIEF INFORMATION ABOUT THE COMPANY:

3.1 The Company was originally incorporated in 1951 as a private limited company under the Companies Act, 1913. It was formerly known as Motor Industries Company Limited. The name of the Company was changed from Motor Industries Company Limited to Bosch Limited with effect from January 18, 2008. The registered office of the Company is situated at Hosur Road, Adugodi, Bangalore – 560030.

3.2 The Company is primarily an auto component manufacturer. It is headquartered in Bangalore with manufacturing facilities at Bangalore, Nashik, Naganathapura, Jaipur and Goa. The Company manufactures and trades products as diverse as diesel fuel injection equipment, industrial equipment, auto-electrical equipment, gear pumps for tractor applications, electric power tools, packaging machines, security technology products and Blaupunkt car multimedia systems. The Company is part of the Robert Bosch group of companies which is the largest automotive technology supplier in the world with presence across six continents.

3.3 The brief audited financial information of the Company for the last three (3) financial years ended December 31, 2005, 2006 and 2007 respectively and the unaudited financial information for the six months ended June 30, 2008 are given below:

(Rupees in millions)

Particulars	2005	2006	2007	Six months ended June 30, 2008 (Unaudited)
Gross Turnover	32,897	41,903	47,581	26,959
Profit Before Taxation	5,290	7,983	8,560	5,115
Profit After Taxation & Before Exceptional item	3,431	5,480	6,092	3,814
Net Profit	3,431	5,480	6,092	3,814
Equity Dividend	385	513	801	NA
Paid-up Equity Share Capital	321	321	321	321
Reserves &Surplus	15,207	20,099	25,313	29,127
Networth	15,528	20,420	25,634	29,448
Debt	1,688	2,048	2,451	2,574

Note: *Gross Turnover includes Excise Duty Recovery. Equity Dividend does not include Dividend Distribution Tax*

3.4 The key financial ratios of the Company for the last three (3) financial years are as follows:

Key Ratios	2005	2006	2007
Earnings per Share (Rs.)	107	171	190
Book Value per Share (Rs.)	484	637	800
Debt Equity Ratio	0.11 : 1	0.10 : 1	0.10 : 1
Return on Net Worth (%)	22.09	26.84	23.77

4. NECESSITY FOR THE BUY-BACK OFFER:

The Company has accumulated free reserves and satisfactory liquidity as represented by bank balances and marketable securities. The return on these financial investments does not compare favorably with the return on equity for the Company. The future generation of cash along with borrowings, if any, will support the resources required for investments in coming years. Therefore, the Buy-back Offer provides an opportunity to the Company to return the excess cash to the shareholders and improve return on equity. The Buy-back Offer is being proposed in keeping with the Company's desire to enhance overall shareholder value. The Buy-back Offer would lead to (a) reduction in outstanding number of Equity Shares and consequent increase in earnings per Equity Share, (b) improvement in return on net worth and other financial ratios, and (c) effective utilization of surplus cash available with the Company.

5. MATERIAL FACTS RELATING TO THE BUY-BACK OFFER AND EXTRACT OF THE EXPLANATORY STATEMENT, AS CIRCULATED TO THE SHAREHOLDERS FOR SEEKING THEIR APPROVAL:

5.1 Section 77A of the Act permits share buy-back by companies. This offers the Company an opportunity to return part of the accumulated reserves/cash to the shareholders enabling them to liquidate some of their holdings in the Company's shares and as a result realign the capital structure of the Company. The reasons for this Buy-back Offer are as provided in paragraph 4 of this Public Announcement.

5.2 The Buy-back Offer is proposed to be implemented by the Company from the open market through BSE and NSE. The Buy-back Offer is proposed to be completed within 12 months of the date of approval of the buy back by the shareholders by a resolution passed through postal ballot (i.e. on or before October 23, 2009).

However, the Board of Directors of the Company (including any committee of the Board constituted for the purpose) may in its absolute discretion decide to close the Buy-back Offer on such earlier date as may be determined by the Board, even if the Maximum Offer Size has not been reached or the Maximum Offer Shares have not been bought back, provided that the Minimum Offer Shares have been bought back by the Company, by giving an appropriate notice for such earlier closure.

5.3 The Company shall transfer a sum equal to the nominal value of the Equity Shares so purchased to the capital redemption reserve account and the details of such transfer shall be disclosed in its balance sheet.

5.4 As per the requirements of Sections 173(2) read with Section 77A and other applicable provisions of the Act and the Buy-Back Regulations, the Explanatory Statement contains relevant and material information to enable the shareholders to consider and approve the special resolution on the Buy-back Offer. An extract of the Explanatory Statement as circulated to the shareholders of the Company is provided below:

(i) The paid-up share capital of the Company is Rs.320,514,600 divided into 32,051,460 equity shares of Rs.10/- each fully paid-up. The 'Free Reserves' of the Company as per the audited Balance Sheet of the Company as on December 31, 2007 are Rs.25,247 million.

(ii) In terms of Section 77A of the Companies Act, the Company can buy-back its own shares provided (i) buy-back is or less than 25% of the total paid-up capital and free reserves of the Company, (ii) buy-back of equity shares in any financial year does not exceed 25% of its total paid-up equity capital in that financial year and (iii) the ratio of debt owed by the Company is not more than twice the capital and free reserves after such buy-back.

(iii) The Company has accumulated free reserves and satisfactory liquidity as represented by bank balances and marketable securities. The return on these financial investments does not compare favorably with the return on equity for the Company. The future generation of cash along with borrowings, if any, will support the resources required for investments in coming years. Therefore, the buy-back of equity shares as proposed provides an opportunity to the Company to return the excess cash to the shareholders and improve return on equity. The buy-back is being proposed in keeping with the Company's desire to enhance overall shareholder value. The buy-back would lead to:

(a) reduction in outstanding number of equity shares and consequent increase in earnings per equity share;

(b) improvement in return on net worth and other financial ratios, and

(c) effectively utilize surplus cash available with the Company.

(iv) The shareholding pattern of the Company as on August 18, 2008 is as under:

S. No.	Shareholder	Percentage of Shareholding
1.	Robert Bosch GmbH	69.73%
2.	Public Financial Institutions, Insurance Companies and Nationalized Banks	13.59%
3.	Foreign Institutional Investors	4.80%
4.	Other shareholders	11.88%
	TOTAL	**100.00%**

(v) Section 77A of the Companies Act, 1956 permits share buy-back by companies. This offers the Company an opportunity to return part of the accumulated reserves/cash to the shareholders enabling them to liquidate some of their holdings in the Company's shares and as a result realign the capital structure of the Company.

(vi) Even after the buy-back the Company will continue to have satisfactory debt equity ratio. The buy-back is not likely to have any adverse impact on the future fund requirements of the company for its operations.

(vii) It is therefore proposed to authorize the Board of Directors of the Company to buy-back up to such number of equity shares of the Company i.e. up to such percentage of the equity capital of the Company at a price not exceeding Rs.4,500/- (Rupees Four Thousand Five Hundred only) per equity share, such that the aggregate consideration for the shares bought back do not exceed 25% of capital and free reserves of the Company as on December 31, 2007 i.e. not exceeding Rs.6,392 Million.

(viii) The maximum price for the buy-back of share as above has been arrived at based on Stock Exchange share price quotations, return on equity, earnings per share, net worth and other relevant factors.

(ix) The actual number of equity shares to be bought back would depend upon the amount deployed by the Company during the buy-back exercise and the price at which such equity shares are bought. As an illustration, if the entire buy-back is undertaken at the maximum price as above and the entire amount available for buy-back is utilized, the Company shall be able to buy-back 1,420,413 equity shares.

(x) With a view to affording the required operational flexibility, it is proposed that the Board of Directors or a Committee of the Board of Directors duly constituted by the Board for the purpose be authorized to determine the specific price for the buy-back of equity shares of the Company, not exceeding the price limit set out above and the time frame for such buy-back.

(xi) The proposal for buy-back of equity shares of the Company was approved by the Board of Directors at their meeting held on September 02, 2008.

(xii) It is proposed to buy-back equity shares of the Company from existing shareholders through the stock exchange. The buy-back is proposed to be completed within a period of 12 months from the date of passing of the resolution set out in the Notice.

(xiii) In accordance with the applicable regulations, the buy-back shall not be made from Robert Bosch GmbH, the promoters of the Company. The Board of Directors of the Company has been informed by Robert Bosch GmbH that it does not intend to tender in the buy-back of shares by the Company.

(xiv) Consequent to the buy-back of equity shares as proposed, and based on the response to the buy-back offer, the percentage holding of Robert Bosch GmbH would increase beyond 69.73% as at present.

(xv) Consequent to offer for buy-back and based on the number of shares offered by/bought back from the shareholders, the percentage holdings of the Non Resident Indians, Foreign Institutional shareholders, Indian Financial Institutions, Banks and Other Shareholders would undergo a change. The proposed Buy-back of equity shares will not affect the present Management structure of the Company.

(xvi) The buy-back of equity shares of the Company will be financed out of free reserves of the Company.

(xvii) The particulars of equity shares of the Company held by Robert Bosch GmbH, the directors of the Company and relatives of directors of the Company as on September 02, 2008 are given below:

S. No.	Shareholder	Number of Shares	Percentage of Shareholding (of the total paid-up capital)
1.	Robert Bosch GmbH	22,349,420	69.73%
2.	Directors	690	0.002%
3.	Relatives of Directors	Nil	Nil

(xviii) No equity shares of the Company were either purchased or sold by the persons referred above, during the period of 6 months preceding the date of the Board meeting held on September 02, 2008 and subsequent to the said Board meeting till the date of this Notice.

(xix) The Board of Directors of the Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

(xx) The Board of Directors confirm that they have made a full enquiry into the affairs and prospects of the Company and have formed an opinion:

(a) that immediately following the date on which the shareholders approve the buy-back of equity shares through postal ballot and the result of the postal ballot is ascertained and announced, there will be no grounds on which the Company could be found unable to pay its debts; and

(b) that as regards Company's prospects for the year immediately following that date that, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date and confirm further that in forming an opinion as aforesaid the Directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).

(xxi) The text of the report dated September 02, 2008 given by M/s Price Waterhouse & Co., Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

In connection with the proposed buy-back of Equity Shares approved by the Board of Directors of Bosch Limited (the "Company") at its meeting held on September 02, 2008, in pursuance of the provisions of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and based on the information and explanations given to us, we report that:

(a) we have inquired into the state of affairs of the Company in relation to its unaudited results for the 6 months ended June 30, 2008, which were taken on record by the Sub-Committee of the Board of Directors at their meeting held on July 28 , 2008.

(b) the amount of permissible capital payment (including premium), as given below, has been computed based on audited financials for the year ended December 31, 2007:

	Amount (Rs. In Million)
Share Capital as on December 31, 2007 (A)	320.51
Free Reserves:	
General Reserve	22,626.70
Profit and Loss Account	2,612.17
Share Premium	8.07
Free Reserves as on December 31, 2007 (B)	25,246.94
Total (A) + (B)	25,567.45
Maximum amount permissible for buy-back i.e. 25% of the total paid up capital and free reserves. (Rounded off to)	6,391.86 (6392)

(c) the Board of Directors in their meeting held on September 2, 2008 have formed their opinion as specified in clause(x) of Schedule 1 of the Securities Exchange Board of India (Buy-back of Securities) Regulations 1998 on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

(xxii) The Directors are concerned or interested in the resolution to the extent of their shareholding in the Company. The Board recommends the resolution for the approval of shareholders.

6. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY:

6.1 The share capital of the Company is as follows:

Authorised Share Capital

Rs. 380,514,600 comprising of 38,051,460 Equity Shares of Rs.10/- each

Issued, Subscribed and fully paid up as on December 31, 2007 (being the date of last audited accounts)	Issued, Subscribed and fully paid up as on September 02, 2008 (being the date of board meeting)	Issued, Subscribed and fully paid up as on December 8, 2008 (being the date of public announcement)
Rs.320,514,600 comprising of 32,051,460 Equity Shares of Rs. 10/- each fully paid up.	Rs.320,514,600 comprising of 32,051,460 Equity Shares of Rs.10/- each fully paid up.	Rs.320,514,600 comprising of 32,051,460 Equity Shares of Rs.10/- each fully paid up.

6.2 The shareholding pattern of the Company as on September 02, 2008 (being the date of the Board meeting) and after the proposed buy-back is shown below:

Particulars	No. of Equity Shares	% of the Existing Equity Capital	No. of Shares post Buy-back	% of holding post Buy-back*
Promoter	22,349,420	69.73	22,349,420	72.96
Public Financial Institutions, Insurance Companies and Nationalized Banks	4,355,816	13.59	8,281,627	27.04
Foreign Institutional Investors	1,537,282	4.80		
Other shareholders	3,808,942	11.88		
Total	**32,051,460**	**100%**	**30,631,047**	**100%**

**Assuming that as a part of the Buy-back Offer, 1,420,413 Equity Shares are bought back at the Maximum Offer Price of Rs. 4500/- for an aggregate amount deployed of Rs.6,392 million. The shareholding, post Buy-back Offer, may differ depending upon the actual number of Equity Shares bought back under the Buy-back Offer.*

6.3 There are no partly paid up Equity Shares or outstanding convertible instruments.

6.4 (a) The aggregate shareholding of the Promoter as on September 02, 2008 is 22,349,420 Equity Shares constituting 69.73% of the share capital of the Company. Pursuant to the Buy-back Offer and depending on the response to the Buy-back Offer, the percentage holding of the Promoter would increase beyond the aforesaid percentage. The Promoter had made an application dated September 30, 2008 to SEBI under Regulation 4(2) of the Takeover Regulations seeking exemption from applicability of Regulation 11(2) of the Takeover Regulations. Pursuant to the Recent Amendments issued subsequent to the application for exemption filed by the Promoter, the Company has submitted an undertaking dated November 25, 2008 to SEBI stating that the Company would ensure that Buy-back Offer will not result in increase in the voting rights of the Promoter beyond 5% (i.e. up to 74.73%).

(b) No Equity Shares were either purchased or sold by the Promoter during the period of last twelve months preceding the date of this Public Announcement.

(c) The Promoter shall not participate in the Buy-back Offer and will not deal in the Equity Shares till the date of closure of the Buy-back Offer.

7. SOURCES OF FUNDS:

7.1 The maximum amount which the Company would require for the Buy-back Offer is Rs.6,392 million.

7.2 The funds for the Buy-back Offer will be available from the current surplus and/or cash balances and/or internal accruals of the Company. The Company does not propose raising debt for buying back of Equity Shares. The Company may borrow funds in the ordinary course of business. The cost of financing the Buy-back Offer would result in a reduction in the treasury income which the Company could have otherwise earned on the funds deployed in liquid and other assets.

8. LISTING DETAILS AND STOCK MARKET DATA:

8.1 The Equity Shares of the Company are listed on BSE and NSE.

8.2 The high, low and average market prices for the preceding three calendar years and monthly high, low and average market prices for the six months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows:

Bombay Stock Exchange Limited:

Month/ Year	High Price (Rs)	Date & No. of Equity Shares traded on the day of high price	Low Price (Rs)	Date & No. of Equity Shares traded on the day of low price	Average Closing Price* (Rs.)	Volume (Number of Equity Shares traded)
2005	2968	19.12.05, 11183	1730	24.03.05, 859	2195	1847447
2006	3799	03.11.06, 18037	2350	14.06.06, 2856	3041	1547905
2007	5880	04.12.07, 74432	3030	19.03.07, 658	4044	2129995
Jan 2008	5250	02.01.08, 3630	3252	22.01.08, 9088	4505	70931
Feb 2008	4298	20.02.08, 1714	3690	06.02.08, 341	3973	22426
Mar 2008	4050	03.03.08, 1204	3350	24.03.08, 3055	3761	53432
Apr 2008	4152	30.04.08, 1245	3557	15.04.08, 613	3812	17250
May 2008	4313	20.05.08, 460	3831	02.05.08, 2910	4168	58169
Jun 2008	4140	10.06.08, 5663	3660	25.06.08, 579	3920	45294
Jul 2008	3830	01.07.08, 615	3631	04.07.08, 1815	3735	52485
Aug 2008	4294	26.08.08, 25321	3640	25.08.08, 403	3831	60723
Sep 2008	4350	02.09.08, 13631	3700	15.09.08, 1362	3910	49751
Oct 2008	3953	01.10.08, 2655	2675	27.10.08, 1252	3315	33119
Nov 2008	3545	07.11.08, 535	2812	17.11.08, 1802	3148	24180
Dec 1 to Dec 5, 2008	3011	04.12.08, 484	2700	01.12.08, 544	2916	1810

**Arithmetic average of the closing prices of all trading days during the said period.*
Source: Economic Times

National Stock Exchange of India Limited:

Month/ Year	High Price (Rs)	Date & No. of Equity Shares traded on the day of high price	Low Price (Rs)	Date & No. of Equity Shares traded on the day of low price	Average Closing Price* (Rs.)	Volume (Number of Equity Shares traded)
2005	2955	19.12.05, 21141	1730	19.01.05, 14866	2193	1457102
2006	3790	03.11.06, 12770	2351	08.06.06, 9657	3043	1541667
2007	5890	04.12.07, 152728	3000	21.03.07, 3982	4060	2614056
Jan 2008	5245	02.01.08, 9895	3211	22.01.08, 36707	4497	203947
Feb 2008	4755	21.02.08, 2057	3700	01.02.08, 1424	3967	56268
Mar 2008	4000	05.03.08, 2100	3360	03.03.08, 1958	3772	72683
Apr 2008	4168	30.04.08, 3173	3600	15.04.08, 2664	3823	88812
May 2008	4344	16.05.08, 5062	3801	13.05.08, 6231	4179	33170
Jun 2008	4124	02.06.08, 212	3640	25.06.08, 408	3918	78664
Jul 2008	3899	07.07.08, 1974	3640	16.07.08, 1291	3738	36984
Aug 2008	4300	26.08.08, 38762	3347	25.08.08, 1011	3834	87944
Sep 2008	4350	02.09.08, 18642	3715	09.09.08, 305	3914	117762
Oct 2008	3950	01.10.08, 3813	2705	27.10.08, 2347	3331	81136
Nov 2008	3555	06.11.08, 3164	2820	17.11.08, 2101	3160	42766
Dec 1 to Dec 5, 2008	3018	05.12.08, 743	2850	02.12.08, 4707	2937	19843

**Arithmetic average of the closing prices of all trading days during the said period.*
Source: Economic Times

8.3 The closing market price on September 04, 2008, (September 03, 2008 being a holiday) being the next trading day immediately after the date of the resolution of the Board approving the Buy-back Offer, i.e. September 02, 2008 was Rs.3,909 per Equity Share on BSE and Rs.3,908 per Equity Share on NSE (Source: Economic Times).

9. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUY-BACK ON THE COMPANY:

9.1 The Buy-back Offer is not likely to cause any material impact on the profitability of the Company, except for a reduction in the treasury income, which the Company could have otherwise earned on the funds deployed in liquid assets.

9.2 The buy-back of Equity Shares is expected to contribute to further improvement in the financial ratios and an overall enhancement of shareholder value.

9.3 Pursuant to Regulation 15(b) of the Buy-Back Regulations, the Promoter is not entitled to offer Equity Shares held by it under the Buy-back Offer. The holding of the Promoter as a result of the buy-back would be 72.96 % of the share capital of the Company assuming that the entire amount of Rs.6,392 million is utilised for the buy-back at the Maximum Offer Price of Rs.4,500/- per Equity Share. The buy-back of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

9.4 Consequent to the Buy-back Offer and based on the number of Equity Shares bought back from the shareholders, the percentage holdings of the non resident Indians, foreign institutional shareholders, financial institutions, banks and other shareholders would undergo a change.

9.5 Post buy-back the ratio of the debt owed by the Company will not be more than twice the capital and free reserves of the Company after the buy-back.

9.6 The Company shall not issue bonus shares during the period the Buy-back Offer is open.

9.7 The Company shall not withdraw the Buy-back Offer after the Public Announcement is made except with the approval of SEBI.

10. STATUTORY APPROVALS:

10.1 The Board of the Company has approved the Buy-back Offer at its meeting held on September 02, 2008 and the shareholders have approved the same on October 24, 2008 through postal ballot, as statutorily required by the Act.

10.2 To the best of the knowledge of the Company, as on the date of this Public Announcement, there are no other statutory or regulatory approvals required, other than those indicated above. If any other statutory or regulatory approval becomes applicable, this Buy-back Offer will be subject to such statutory or regulatory approval.

11. PROPOSED TIMETABLE OF THE BUY-BACK OFFER:

Activity	Date
Board meeting approving the Buy-back Offer	September 02, 2008
Approval of the shareholders of the Company for the Buy-back Offer through postal ballot	October 24, 2008
Date of commencement of the Buy-back Offer	December 15, 2008
Acceptance of Equity Shares	Within the relevant payout dates of the stock exchanges
Extinguishment of Equity Shares bought back	Within 7 days of acceptance as above
Last date for the Buy-back Offer	October 23, 2009. However, the Board may in its absolute discretion decide to close the Buy-back Offer on such earlier date as may be determined by the Board, even if the Maximum Offer Size has not been reached or the Maximum Offer Shares have not been bought back, provided that the Minimum Offer Shares have been bought back by the Company. All payment obligations relating to the Buy-back Offer shall be completed before the last date for the Buy-back Offer.

12. TERMS AND CONDITIONS OF THE BUY-BACK OFFER:

12.1 The Buy-back Offer is open to all equity shareholders of the Company holding Equity Shares in dematerialized form, except the Promoter as indicated in this Public Announcement. The Company shall not buy-back its Equity Shares from any person through negotiated deals, whether on or off the stock exchange(s) or through spot transactions or through any private arrangements.

12.2 As per the Buy-Back Regulations a Company intending to purchase its shares from the open market through the stock exchange, shall do so only on the stock exchanges having nationwide trading terminals. Accordingly, the Buy-back Offer will be implemented by the Company by way of open market purchases through the BSE and the NSE using their nationwide trading terminals.

12.3 The Company has appointed Citigroup Global Markets India Private Limited, 12th floor Bhaktawar, Nariman Point, Mumbai 400 021 as the registered broker ("**Broker to the Offer**") through whom the purchases and settlement on account of the Buy-back Offer would be made by the Company.

12.4 The buy-back of Equity Shares will be made only through the order matching mechanism except "all or none" order matching system.

12.5 Commencing from December 15, 2008, the Company undertakes to place "buy" orders for its Equity Shares on a weekly basis when the market price is lower than the Maximum Offer Price, until the Maximum Offer Size is exhausted or the Maximum Offer Shares are bought back, whichever is earlier unless the Buy-back Offer is closed at an earlier date. The identity of the Company as a purchaser shall appear on the electronic screen when the order is placed by the Company.

12.6 The Equity Shares are traded in the compulsory demat mode under the trading code(s) BOSCHL / 500530 at BSE and BOSCHLTD at NSE.

12.7 Beneficial owners, i.e. persons who hold Equity Shares in dematerialized form and who desire to offer their Equity Shares under the Buy-back Offer, would have to do so through their stock broker, who is a member of either BSE or NSE, whenever, the Company has placed a buy order for buy-back of Equity Shares, by indicating to their broker the number of Equity Shares they intend to sell at the price at which the Company has placed the order. The trade would be executed at the price at which the order matches and that price would be the buy-back price for that offeror. **It may be noted that a uniform price would not be paid to all the offerors under the Buy-back Offer and the same would depend on the price at which the trade with that offeror was executed.**

The Company shall intimate the stock exchanges as well as the public through its release in the newspapers regarding quantity of Equity Shares purchased and amount utilized for buy-back as prescribed by the Buy-Back Regulations.

12.8 The Company shall buy-back Equity Shares until

(i) October 23, 2009; or

(ii) the Company has completed buy-back to the extent of Rs.6,392 million, i.e. the Maximum Offer Size; or

(iii) the Maximum Offer Shares have been bought back; or

(iv) such earlier date as decided by the Board, provided the Minimum Offer Shares have been bought back. The closure of the Buy-back Offer shall be made by giving an appropriate notice in this regard.

13. METHOD OF SETTLEMENT:

13.1 The Company will pay the buy-back consideration to the Broker to the Offer on or before every pay-in date for each settlement.

13.2 The beneficial owners, i.e. persons who hold Equity Shares in dematerialized form would be required to transfer the number of Equity Shares sold, in favour of the broker through whom the trade was executed, by tendering the delivery instruction to their respective depository participant ("**DP**") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade was executed.

13.3 The Company has opened a depository account named BOSCH LIMITED. The Equity Shares bought back in dematerialized form would be transferred into the aforesaid account by the Brokers to the Offer, on receipt of the Equity Shares and after the completion of the clearing and settlement mechanism of BSE and NSE.

13.4 The Equity Shares lying in credit in the aforesaid depository account of the Company will be periodically extinguished within the stipulated days (which, currently is within 7 days from the date of acceptance of the Equity Shares) in the manner specified in the Buy-Back Regulations. The details of the Equity Shares extinguished would be notified to all the stock exchanges on which the Equity Shares are listed and to SEBI as per the provisions of the Buy-Back Regulations.

14. COMPLIANCE OFFICER:

Name : Mr. B. S. Iyer
Designation : Vice President, Legal Counsel & Company Secretary
Address :Bosch Limited, Hosur Road, Adugodi, Bangalore – 560 030
Phone : 080-2299 2313 Fax : 080-2299 2181
E-mail : iyer.bs@in.bosch.com

15. INVESTOR SERVICE CENTRE: In case of any queries, the shareholders may contact at the following address on any working day (except Saturdays, Sundays & public holidays) between 10 a.m and 2 p.m:

Address : Secretarial Department (Dept: LEG)
Bosch Limited
(Formerly: Motor Industries Company Limited)
Hosur Road, Adugodi
Bangalore – 560 030
Phone : (91 80) 2299 2313 Fax: (91 80) 2299 2181
E-mail : investor@in.bosch.com
or the Compliance Officer at the email address mentioned above.

16. MANAGER TO THE BUY-BACK OFFER:

citi

Citigroup Global Markets India Private Limited
12th Floor, Bakhtawar
Nariman Point, Mumbai 400 021
Tel: (91 22) 6631 9999
Fax: (91 22) 6646 6370
E-mail: bosch.buyback@citi.com

17. DIRECTORS RESPONSIBILITY: The Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement.

For and on behalf of Board of Directors of Bosch Limited

Sd/-	Sd/-	Sd/-
V.K. Viswanathan	F. Allerkamp	B. S. Iyer
Managing Director	Joint Managing Director	Company Secretary

Place : Bangalore
Date : December 8, 2008