

Bosch Home Comfort India Limited
(Formerly known as Johnson Controls-Hitachi Air Conditioning India Limited)
(CIN: L29300GJ1984PLC007470)
Regd. Office: 9th Floor, Abhijeet-I, Mithakhali Six Roads, Ahmedabad: 380006
Ph: 079-26402024, email: parag.dave@bosch-hcgroup.com,
Web: <https://www.hitachiaircon.com/in>

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

| Voting starts on | Voting ends on |
|---|--|
| 21 st May, 2026 at 9.00 a.m. (IST) | 19 th June, 2026 at 5.00 p.m. (IST) |

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Company by means of Postal Ballot. Voting can be made only by remote e-voting process as provided by the Company to all its members to cast their votes electronically, pursuant to Section 108 and Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The proposed Resolution(s) and the Explanatory Statement(s) setting out the material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars forms part of this Postal Ballot Notice ('Notice') for seeking consent of the Members holding shares of the Company through Postal Ballot by remote e-voting only.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent ["RTA"] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 15th May, 2026 (Cut-off date). Accordingly, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to this Notice.

SPECIAL BUSINESS

1. Appointment of Mr. Marcel Heese (DIN: 11705158) as a Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Marcel Heese (DIN 11705158), having consented to act as a Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19th May, 2026 in terms of Section 161(1) of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director and the period of his office shall be liable to determination by retirement of directors by rotation.

2. Appointment of Mr. Rishi Mehta (DIN: 11607145) as a Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rishi Mehta (DIN 11607145), having consented to act as a Director of the Company, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st April, 2026 in terms of Section 161(1) of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as a Director and the period of his office shall be liable to determination by retirement of directors by rotation.

3. Appointment of Mr. Rishi Mehta (DIN: 11607145) as an Executive Director-Finance & CFO of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules notified there under and any further statutory modification(s) thereof from time to time, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Rishi Mehta (DIN 11607145) as the Executive Director-Finance & CFO of the Company on the following terms and conditions:

1. Appointment period: 1st April, 2026 to 30th September, 2028.
2. He shall oversee the Finance, Accounts, Budgeting and Taxation functions of the Company. He shall perform all such functions and duties as may be delegated to him by the Board of Directors from time to time.
3. The office of the appointee as a Director will be liable to retire by rotation.
4. The appointee will be eligible for remuneration as under:

Remuneration: Not to exceed INR 30.0 Million per annum during his tenure which includes following Annual Base Pay, Variable Performance Pay and Other Incentives.

1. Annual base pay: Annual Base pay in the scale of INR 13.0 Million to INR 18.0 Million per annum. The quantum of remuneration will be recommended by Chairman of Board to Nomination and Remuneration Committee for necessary action.

Base Pay will include basic salary and allowances such as leave travel allowance for self and family, house rent allowance, telephone allowance, food coupons, and such other allowances as per rules of the company.

2. Perquisites: Club subscription, Medical and personal accident and/or term life insurance and such other perquisites, amenities and benefits as per rules of the Company,
3. Retiral and other benefits: Appointee would be entitled to retiral benefits such as contribution to Provident Fund, Superannuation Fund, National Pension System, Gratuity, leave encashment etc., as per rules of the Company / Fund / Scheme / Act in force from time to time.
4. Variable Performance Pay: Appointee would be entitled to Variable Performance Pay based on the performance of the appointee which will not exceed 100% of the Annual Base pay.
5. Other Incentives: Appointee would be entitled to other short term / long term incentives as per the Local / Global HR policy including RSU of Indian Listed entity. If RSU pertains to Overseas Listed Group entity, amount equivalent to INR, of such RSU.

General Terms and conditions:

1. Apart from the aforesaid remuneration, the appointee will be entitled to reimbursement of the expenses incurred in connection with the business of the company.
2. The Appointee shall not be entitled to any sitting fees for Board / Committee meetings.
3. For the purpose of calculation of maximum remuneration limit as mentioned above
 - a. Only taxable amount of allowances shall be included in the calculation.
 - b. Perquisites shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals.
 - c. such other allowances, perquisites and benefits as specifically excluded under Income Tax Act, 1961 and Companies Act, 2013 as may be amended from time to time shall not be included in the calculation.
4. The office of appointee may be terminated either by the Company or by him by giving the other party 2 (two) months' notice in writing by payment of a sum equivalent to remuneration for the notice period or proportionate for part thereof in case of shorter notice or on such other terms as may be mutually agreed.

In the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the Executive Director, the remuneration as stated above shall be paid to him as minimum remuneration."

"FURTHER RESOLVED THAT the Board (term "Board" referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary and / or modify the terms and condition including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the Board and the appointee."

“FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions.”

4. Re-appointment of Mr. Sanjay Sudhakaran (DIN 00212610) as a Managing Director of the Company, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules notified there under and any further statutory modification(s) thereof from time to time, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Sudhakaran (DIN 00212610) as the Managing Director of the Company on the following terms and conditions:

1. Tenure of Appointment: 1st July, 2026 to 30th June, 2029.
2. He shall be in-charge of all day to day affairs of the Company. He shall report to the Board of Directors and shall work subject to the superintendence, control and direction of the Board of Directors and shall perform all such functions as may be delegated to him by the Board of Directors from time to time.
3. The office of the appointee as a Director shall not be liable to retire by rotation.
4. Remuneration: Remuneration is to be revised as under:

Remuneration: Not to exceed INR 150.0 Million per annum during his tenure which includes following Annual Base Pay, Variable Performance Pay and Other Incentives.

1. Annual base pay: Annual base pay in the scale of INR 28.0 Million to INR 35.0 Million per annum. The quantum of remuneration will be recommended by Chairman of Board to Nomination and Remuneration Committee for necessary action.

Base Pay will include basic salary and allowances such as leave travel allowance for self and family, house rent allowance, telephone allowance, food coupons, and such other allowances as per rules of the company.

2. Perquisites: Rent-free furnished accommodation with helper, club subscription, Company maintained chauffeur driven car, medical and personal accident and/or term life insurance and such other perquisites, amenities and benefits as per rules of the Company,
3. Retiral and other benefits: Managing Director would be entitled to retiral benefits such as contribution to Provident Fund, Superannuation Fund, National Pension System, Gratuity, leave encashment etc., as per rules of the Company / Fund / Scheme / Act in force from time to time.
4. Variable Performance Pay: Managing Director would be entitled to Variable Performance Pay based on the performance of the appointee which will not exceed 200% of the Annual Base pay.

5. Other Incentives: Managing Director would be entitled to other short term / long term incentives as per the Local / Global HR policy including RSU of Indian Listed entity. If RSU pertains to Overseas Listed Group entity, amount equivalent to INR, of such RSU.

General Terms and conditions:

1. Apart from the aforesaid remuneration, the appointee will be entitled to reimbursement of the expenses incurred in connection with the business of the company.
2. The Managing Director shall not be entitled to any sitting fees for Board / Committee meetings.
3. For the purpose of calculation of maximum remuneration limit as mentioned above -
 - a. only taxable amount of allowances shall be included in the calculation;
 - b. perquisites shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actuals; and
 - c. such other allowances, perquisites and benefits as specifically excluded under Income Tax Act, 1961 and / or Companies Act, 2013 as may be amended from time to time shall not be included in the calculation.
4. The office of appointee may be terminated either by the Company or by him by giving the other party (two) months' notice in writing.
5. In the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the Managing Director, the remuneration as stated above shall be paid to him as minimum remuneration."

"FURTHER RESOLVED THAT the Board (term "Board" referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary and / or modify the terms and condition including remuneration, benefits and perquisites payable / made available to the appointee in such manner as may be agreed upon between the Board and the appointee."

"FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or to any director or to any employee of the Company to give effect to the aforesaid resolutions."

Place: Karan Nagar, Kadi
Dated: 19th May, 2026

By order of the Board of Directors
Sd/-
Parag Dave
Company Secretary
ACS: 12626

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the resolution(s) proposed to be passed through postal ballot is annexed herewith;
2. Tejal Shah & Associates, Company Secretaries in practice has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final;

3. In compliance with the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote;

4. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ list of beneficial owners as on 15th May, 2026 (cut-off date) received from the Depositories and whose e-mail address is registered with the Depositories/ Registrar & Transfer Agents. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot;

5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at www.hitachiaircon.in and on the website of the CDSL at www.evotingindia.com;

6. The members who have not registered their email addresses or there is any change in their registered email address(es), are requested to notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details;

7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear in the list of beneficial owners provided by Depositories / Register of members as on the cutoff date will only be considered eligible for the purpose of e-voting;

8. Persons who become member of the Company after the cut-off date, should treat this notice only for information purpose and are not entitled to vote;

9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';

10. The e-voting period will commence at 9.00 a.m. (IST) on the 21st May, 2026 and ends at 5:00 p.m. (IST) on 19th June, 2026. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently;

11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting, i.e. 19th June, 2026; and

12. The Scrutinizer will submit the report, after the completion of scrutiny, to the Managing Director or to a person duly authorized by him. The results of the e-voting will be announced within two working days of conclusion of postal ballot process and will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at www.hitachiaircon.in and on the website of the CDSL at www.evotingindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Appointment of Mr. Marcel Heese (DIN: 11705158) as a Director of the Company

Pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013, and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 19th May, 2026, appointed Mr. Marcel Heese (DIN: 11705158) as an Additional Director of the Company.

The Company has also received consent of Mr. Marcel Heese to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Marcel Heese is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Brief profile of Mr. Marcel Heese:

Mr. Marcel Heese brings over 20 years of experience as a Strategic CFO and commercial leader, with extensive international exposure across Europe, Asia, and the Americas. He combines strong financial expertise with effective business partnering and has a proven track record in transformation, restructuring, and value creation within complex global organizations. He excels at aligning finance with business strategy and operations. He is driven by continuous learning, eager to take on challenging assignments, and committed to delivering sustainable value in dynamic settings.

His key areas of expertise include global P&L ownership, performance management, leadership in international and multicultural environments, cross-functional business strategy development, strategic transformation and change leadership, post-merger integration and restructuring, as well as board- and shareholder-level communication.

Mr. Marcel Heese has been nominated for the role of CFO of APAC and he will be based at Tokyo, Japan. Currently, he serves as Commercial Vice President, Product Segment Abrasives at the Bosch Group in Frauenfeld, Switzerland. In this role, he oversees 14 legal entities, including multiple production sites across Eastern Europe, China, Latin America, and the UK, along with Bosch's distribution channels. He has successfully delivered cost reductions exceeding €40 million (over 10% of operating sales) through restructuring initiatives, entity liquidations, organizational redesign, and performance improvements, achieving EBIT break-even after significant double-digit losses. He has also played a key role in advancing the abrasives strategy by aligning it with evolving market challenges, competitor dynamics, and the broader Bosch Group environment.

Previously, he held several leadership roles within the Bosch Group, including Commercial Plant Manager in Malaysia, Head of Controlling Asia Pacific in Shanghai and Hangzhou, China, and Controller/Project Leader in Leinfelden, Germany. In these roles, he was responsible for commercial plant management, financial steering, compliance, KPI-driven productivity enhancements, and improving P&L transparency across regional sales organizations and manufacturing sites, including consolidation of Asia-Pacific EBIT. He led financial performance and cost-efficiency initiatives while supporting regional growth strategies, implemented integrated business planning systems, and successfully led a post-acquisition integration project across AP/US operations, resulting in the establishment of a new business unit.

There is no inter-se relation of Mr. Marcel Heese with any other Director of the Company.

Directorship / Membership of Committee of the Board held in public limited companies in India:

| Name of the Company | Committee | Position |
|----------------------------------|---------------------------------------|-------------|
| Bosch Home Comfort India Limited | Nomination and Remuneration Committee | Member |
| Bosch Home Comfort India Limited | Stakeholder Relationship Committee | Chairperson |
| Bosch Home Comfort India Limited | Risk Management Committee | Member |
| Bosch Home Comfort India Limited | Executive Committee | Member |

No. of Shares held in the Company: Nil.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Considering above, the Board recommends the resolution for approval of the members.

Item no. 2: Appointment of Mr. Rishi Mehta (DIN: 11607145) as a Director of the Company

Pursuant to the provision of Sections 152 and 160 of the Companies Act, 2013, and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 24th March, 2026, appointed Mr. Rishi Mehta as an Additional Director of the Company.

The Company has also received consent of Mr. Rishi Mehta to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mr. Rishi Mehta is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Brief profile of Mr. Rishi Mehta:

Mr. Rishi Mehta is a Chartered Accountant with a Postgraduate degree in Commerce and over 20 years of extensive experience in the finance function across the Automotive, Air Conditioning, and Information Technology industries.

He specializes in Strategic Planning, Problem Solving, Change Management, and Decision Making, having successfully established progressive procedures that drive profitable growth, enhance productivity, improve cost efficiency, and strengthen performance tracking. His career highlights include cross-cultural exposure—such as onboarding brand businesses in the MEA region and stabilizing finance operations in Southeast Asia—along with competition assessment to support go-to-market strategies, leading cost excellence initiatives, active participation in quality councils, and partnering in GTM strategy development.

His accomplishments are marked by recognition and impact: he received the Chairman's Award at JCH (Team Recognition), the APAC Growth Board 'Lead Award' at Delphi (Individual Recognition), successfully executed turnarounds of four companies (Flextronics, Delphi, Adient, and JCH), and was acknowledged by PwC as leading the Best Cash Managed company. He has also completed one acquisition, one joint venture, three engineering centers, and one contract manufacturing initiative, while fostering strong team-building across and beyond functional boundaries.

He is currently the CFO of the Company since Jan 2018 and has held leadership roles at JCI Automotive (now Adient), Delphi Automotive, and Flextronics, where he headed finance business partnerships with full P&L responsibility. His expertise spans M&A, integration, turnaround management, financial modelling, and internal controls, and he has successfully led diverse cross-cultural teams in Southeast Asia and Malaysia.

There is no inter-se relation of Mr. Rishi Mehta with any other Director of the Company.

Directorship / Membership of Committee of the Board held in public limited companies in India:

| Name of the Company | Committee | Position |
|----------------------------------|---------------------|----------|
| Bosch Home Comfort India Limited | Audit Committee | Member |
| Bosch Home Comfort India Limited | CSR Committee | Member |
| Bosch Home Comfort India Limited | ESG Committee | Member |
| Bosch Home Comfort India Limited | Executive Committee | Member |

No. of Shares held in the Company: Nil.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

Considering above, the Board recommends the resolution for approval of the members.

Item No. 3 & 4: Appointment of Mr. Rishi Mehta (DIN: 11607145) as an Executive Director-Finance & CFO of the Company and Re-appointment of Mr. Sanjay Sudhakaran (DIN 00212610) as Managing Director of the Company

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at its meeting held on 24th March, 2026 and subject to approval of the members, appointed Mr. Rishi Mehta as an Executive Director-Finance & CFO of the Company for a period from 1st April, 2026 to 30th September, 2028.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at its meeting held on 19th May, 2026 and subject to approval of the members, re-appointed Mr. Sanjay Sudhakaran as a Managing Director of the Company for a period from 1st July, 2026 to 30th June, 2029.

Mr. Sanjay Sudhakaran is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Information as required under Section II of the Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information

- a) Nature of Industry: Company is engaged in manufacturing and selling of various types of Air conditioning products.
- b) Date or expected date of commencement of commercial production: Company commenced its business in the year 1985.
- c) Financial performance based on the given indicators: Following are the details of the Profit before tax of the Company in last two financial years:

(Rs. in Million)

| Financial Year | Revenue from Operations | Profit (Loss) before tax |
|----------------|-------------------------|--------------------------|
| 2024-25 | 27,564.6 | 822.5 |
| 2025-26 | 26,986.9 | 0.4 |

d) Foreign investments or collaborations, if any: Robert Bosch GmbH is holding 82.22% of the total paid up share capital as well as Company has entered into Technical Collaboration agreements with Bosch Home Comfort Japan, Inc. for the products of the Company.

II. Information about the appointee

a) Background details:

1. Brief resume of Mr. Rishi Mehta

Refer brief profile of appointee in Item no. 2 of Explanatory Statement.

2. Brief resume of Mr. Sanjay Sudhakaran:

Mr. Sanjay Sudhakaran was appointed as the Managing Director of the Company with effect from 1 July 2023 for a term of three years. Under his strong leadership and guidance, the Company successfully executed a turnaround strategy anchored on three key pillars of operational excellence—go-to-market (GTM), quality, and cost excellence.

As a result of these initiatives, the Company returned to profitability and has continued to effectively navigate challenging business conditions arising from geopolitical factors, intensified competition, foreign exchange and commodity volatility, and evolving regulatory requirements. This has been achieved through a consistent focus on product quality, customer satisfaction, manufacturing efficiency, cost excellence, and the adoption of digitization and automation.

Additionally, under his leadership, the Company successfully transitioned from Johnson Controls to becoming a part of the Robert Bosch Group.

Mr. Sanjay Sudhakaran is a Bachelor of Engineering (Production Engineering), with more than 25 years of exposure to multiple sectors and cultural settings within organizations such as Schneider Electric, Otis Elevator, United Technologies and Carrier Corporation.

He started his career in 1993 with Carrier Corporation and was the Regional Director for ASEAN and India when he left in 2011. He also served as the Country Head and Managing Director of Carrier Commercial Refrigeration. He also worked with United Technologies as Managing Director, Buildings and Industrial Solutions, and with Otis Elevator as Senior Director, Asia Pacific, Mergers & Acquisitions, Sales and Marketing before joining Schneider Electric in 2019. Since 2021, He has been the Managing Director and Chief Executive Officer of Schneider Electric Infrastructure Ltd.

He has held multiple P&L and commercial roles, while also having the experience of driving manufacturing related initiatives to drive profitability in businesses he has led. He has extensive experience in driving cost management and has led several productivity initiatives. In his various roles, he has been responsible for Marketing, Sales and service Operations.

b) Past remuneration, for the year 2025-26:

Mr. Rishi Mehta: Not Applicable. (Appointee was not a Director in previous year).

Mr. Sanjay Sudhakaran: INR 97.2 Million

c) Job Profile and his suitability:

Mr. Rishi Mehta: He shall oversee the Finance, Accounts, Budgeting and Taxation functions of the Company. He shall perform all such functions and duties as may be delegated to him by the Board of Directors from time to time.

Mr. Sanjay Sudhakaran: He shall be in-charge of all day to day affairs of the Company. He shall report to the Board of Directors and shall work subject to the superintendence, control and direction of the Board of Directors and shall perform all such functions as may be delegated to him by the Board of Directors from time to time.

d) Remuneration proposed to appointee: Remuneration is stated in Resolution.

e) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

With globalisation and liberalisation taking roots in India, the demand for the knowledge and skill in various fields are on the rise and there has been a phenomenal growth in the remuneration package for key positions. The maximum remuneration limit as above is in line with—

- (i) Increments which are likely to be given during remaining tenure of his present term
- (ii) Remuneration of other executives of Bosch Home Comfort Group companies worldwide handling similar set of responsibilities;
- (iii) compensation trends in the Indian HVAC industry
- (iv) responsibilities assigned to appointees as per the requirements of the company.

f) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Apart from the remuneration, he does not have any pecuniary relationship with the Company or with the managerial personnel or with the other Directors of the Company.

III. Other Information

- (1) Reasons of loss or inadequate profits: During the previous years, the Company either suffered losses or earned inadequate profits largely on account of increase in commodity prices, refrigerant and other raw materials, forex and container freight; escalation in selling costs due to stiff competition; and regulatory and product development costs arising on account of environmental, quality standards, energy efficiency and geo-political reasons.
- (2) Steps taken or proposed to be taken for improvement: Several corrective actions have been taken and several others are proposed in various business operations including cost control, automation, strategic tie-ups, etc.
- (3) Expected increase in productivity and profits in measurable terms: With steps taken and proposed to be taken production and sales are expected to increase. The Company has initiated various actions to reduce import dependency and working with indigenous vendors to localize components and also working with overseas component suppliers to set up manufacturing facilities in India. Company is also planning to ramp up its product development capabilities to cater to ever increasing regulatory push for energy efficient products. However, it is difficult to project any productivity and / or profit numbers under these dynamic and ever evolving regulatory regime, geo-political situation, unpredictable weather and market conditions.

IV. Disclosures: The disclosures of remuneration shall be reported in the Corporate Governance Report attached to the Directors' Report.

The above explanatory statement sets out an abstract of material terms and conditions of the appointment and hence the same may be treated as an abstract of memorandum of interest in accordance with Section 190 of the Companies Act, 2013.

There is no inter-se relation of Mr. Rishi Mehta and Mr. Sanjay Sudhakaran with any other Director of the Company.

Directorship / Membership of Committee of the Board held in public limited companies in India:

Mr. Rishi Mehta: Refer Item no. 2 of Explanatory Statement.

Mr. Sanjay Sudhakaran:

| Name of the Company | Committee | Position |
|----------------------------------|------------------------------------|-------------|
| Bosch Home Comfort India Limited | Stakeholder Relationship Committee | Member |
| Bosch Home Comfort India Limited | CSR Committee | Chairperson |
| Bosch Home Comfort India Limited | Risk Management Committee | Member |
| Bosch Home Comfort India Limited | Executive Committee | Chairperson |
| Bosch Home Comfort India Limited | ESG Committee | Chairperson |

No. of Shares held in the Company:

Mr. Rishi Mehta: Nil

Mr. Sanjay Sudhakaran: Nil

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions.

Considering above, the Board recommends the above resolutions for approval of the members.

By order of the Board of Directors

Sd/-

Parag Dave

Company Secretary

ACS: 12626

Place: Karan Nagar, Kadi

Dated: 19th May, 2026

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **21st May, 2026 at 9.00 a.m. (IST)** and ends on **19th June, 2026 at 5.00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |

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

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

| For Physical shareholders and other than individual shareholders holding shares in Demat | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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. |

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the

new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant 'Bosch Home Comfort India Limited' on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tejalshah.associates@gmail.com, parag.dave@bosch-hcgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911