

## **V. Sreedharan & Associates**

Company Secretaries

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June 02, 2014

### **REPORT OF SCRUTINIZER [E – VOTING]**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Bosch Limited  
Hosur Road, Audugodi  
Bangalore 560030

Sir,

I, V.Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the 62<sup>nd</sup> Annual General Meeting of the Equity Shareholders of "**Bosch Limited**" to be held on Thursday, the 5<sup>th</sup> of June, 2014 at 10.30 A.M. at Trinity Hall, 'Vivanta By Taj', 41/3, Mahatma Gandhi Road, Bangalore -560001 for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per the provisions of the Companies Act,2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.



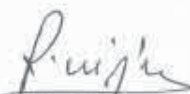
We submit our report as under:

1. The E-Voting period remained open from 9.00 AM on Friday, the 30<sup>th</sup> of May, 2014 up to 6.00 PM on Sunday, the 1<sup>st</sup> of June, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. April 25, 2014 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the 62<sup>nd</sup> Annual General Meeting of "Bosch Limited" (Item Number 1 to 10 of the Notice of the 62<sup>nd</sup> AGM of Bosch Limited)
3. The votes were unblocked on Monday, the 2<sup>nd</sup> of June, 2014 around 11.46 AM in the presence of two witnesses, namely, Mr. Shivaram Hegde, residing at 673/786, 1<sup>st</sup> Floor, 1<sup>st</sup> C Main, 2<sup>nd</sup> Phase, Girinagar, Bangalore 560085 and Mr. Vijayesh Rajendran, residing at No. 56 / 5-1, G7, Silver Line, Tulip Apartments, 9<sup>th</sup> Cross, Sarakki, J. P. Nagar 1<sup>st</sup> Phase, Bangalore 560078 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.



**(Shivaram Hegde)**



**(Vijayesh Rajendran)**

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).



5. The result of the e-voting is as under:

a) **Resolution 1**

Adoption of the audited Balance Sheet as at December 31, 2013 and audited Statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
15	2,35,95,879	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**b) Resolution 2**

Declaration of dividend for the year ending December 31, 2013.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
15	2,35,95,880	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**c) Resolution 3**

Re-appointment of Mr. V. K. Viswanathan, who retires by rotation.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	2,35,95,878	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**d) Resolution 4**

RESOLVED that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder( including any statutory modification(s) or re-enactments thereof), the retiring auditors, Messrs. Price Waterhouse & Co. Bangalore, Chartered Accountants,(Registration No. 007567S) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	2,35,95,878	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



### e) Resolution 5

RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof) and the Articles of Association of the Company, Mr. Peter Tyroller, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 05, 2013, effective from July 01, 2013, pursuant to Article 85A of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Article 85A of the Articles of Association of the Company, and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose Mr. Peter Tyroller as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
15	2,35,95,880	100%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**f) Resolution 6**

RESOLVED THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Franz Hauber as Whole-time Director of the Company from January 01, 2014 to December 31, 2016 on the terms and conditions including remuneration set out in the Agreement dated December 11, 2013 entered into between the Company and Mr. Franz Hauber with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mr. Franz Hauber provided that the remuneration payable to Mr. Franz Hauber shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of Mr. Franz Hauber ceasing to be an Alternate Director at any time, during the aforesaid period of service and is appointed as a Director of the Company, whether as an Alternate or otherwise, Mr. Franz Hauber shall continue as a Whole-time Director of the Company on aforesaid terms and conditions upon such re-appointment except that during the period that he ceases to be a Director of the Company, he shall continue as an employee of the Company on the same terms and conditions as aforesaid."

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

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	2,35,95,878	100%





(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

#### **g) Resolution 7**

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Bernhard Steinruecke, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
13	2,35,95,153	99.997%



(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	725	0.003%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

#### **h) Resolution 8**

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mrs.RenuS.Karnad, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
13	2,35,95,153	99.997%



(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	725	0.003%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

### i) Resolution 9

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Prasad Chandran, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
12	2,35,95,151	99.997%



(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	727	0.003%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**j) Resolution 10**

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Bhaskar Bhat, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	2,35,95,878	100%



(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
Nil	Nil	Nil

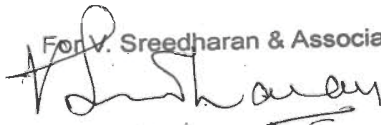
(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates  
  
V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: 2<sup>nd</sup> of June, 2014