



**BOSCH**

The Asst. Vice President  
Listing Department  
National Stock Exchange of India Ltd.  
Regd. Office : "Exchange Plaza",  
Bandra – Kurla Complex,  
Bandra (East)  
Mumbai – 400 051

Corporate Relationship Department  
BSE Ltd.,  
1st Floor, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Fort  
Mumbai- 400 001

Bosch Limited  
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Karnataka, India  
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www.boschindia.com  
L85110KA1951PLC000761

BCS1/NSE-BSE

20.09.2016

Dear Sirs,

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.  
Proceedings of the 64<sup>th</sup> AGM held on 01.09.2016

Please find enclosed herewith a copy of the proceedings of the 64<sup>th</sup> Annual General Meeting of the Company held on 01.09.2016.

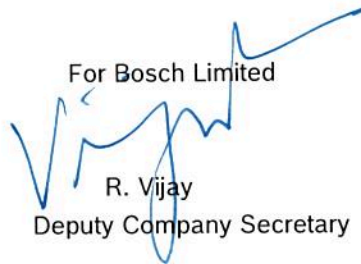
Thanking you,

Yours faithfully,  
for Bosch Limited,

  
(R Vijay)  
(Deputy Company Secretary)



**BOSCH**

For Bosch Limited  
  
R. Vijay  
Deputy Company Secretary

Bosch Limited  
Post Box No:3000  
Hosur Road, Adugodi  
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**CERTIFIED TRUE COPY OF MINUTES OF THE PROCEEDINGS OF THE SIXTY FOURTH ANNUAL GENERAL MEETING OF BOSCH LIMITED HELD ON THURSDAY, SEPTEMBER 01, 2016 FROM 10.30 HRS TO 12.50 HRS AT 'THE GRAND BALLROOM', SHANGRI-LA HOTEL BENGALURU, NO. 56-6B, PALACE ROAD, BENGALURU- 560 052**

The following Directors were present:

Mr. V. K. Viswanathan	Chairman
Mr. B. Steinruecke	Non-Executive and Independent Director; Chairman, Nomination & Remuneration Committee;
Mrs. Renu S. Karnad	Non-Executive and Independent Director; Chairperson, Audit Committee
Mr. Prasad Chandran	Non-Executive and Independent Director
Mr. Bhaskar Bhat	Non-Executive and Independent Director
Mr. Peter Tyroller	Non-Executive and Non-Independent Director
Dr. Steffen Berns	Managing Director
Mr. Soumitra Bhattacharya	Joint Managing Director

In Attendance:

Mr. S. Karthik	Vice President – (Corporate Finance, Accounts & Controlling) & Company Secretary
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Members Present:

One Hundred and Ninety Seven Members were present in person (including representatives of bodies corporate)

Four Proxies representing Four Members holding 83,330 shares were present.

Mr. Amit Agrawal and Arun Manickam, representatives of Price Waterhouse & Co. Bangalore LLP, Chartered Accountants, Statutory Auditors of the Company, were present.

Mr. Sachin Bhagwat, Practicing Company Secretary, who had furnished the Secretarial Audit Report to the Company, was also present.

In accordance with Article 55 of the Articles of Association of the Company, Mr. V. K. Viswanathan, Chairman of the Board, took the Chair and welcomed the Members to the 64<sup>th</sup> Annual General Meeting of the Company.

The Chairman after ascertaining that the requisite quorum as per section 103 of the Companies Act, 2013, was present, called the Meeting to order.

The Chairman announced that the documents mentioned in the Notice, the necessary statutory registers of the Company under the Companies Act, 2013, original Auditors' Report and original Secretarial Auditor's Report, were available for inspection by the Members. The Chairman further stated that there was no qualification, observation or comment on the financial transactions or matters which have any adverse effect on the functioning of the Company, in the Auditor's Report.

He then introduced all the Directors seated on the dias to the Members and delivered his speech. The speech *inter-alia* included the following:

- Global Economic Situation;
- Indian Economy;
- Indian Automotive Industry and market scenario;
- Performance of the Company in 2015-16
- Dividend
- Performance - April – June 2016
- Outlook for the future;
- Business Development of the Bosch Group in 2015 and outlook for 2016
- Corporate Social Responsibility – CSR

A short video showcasing the Company's transition over the last six decades and its preparedness to meet the challenges of the future was played.

The Chairman concluded his speech by thanking the various stakeholders for their continued support and also for the trust and confidence reposed in the Company.



Thereafter, the Chairman stated that the Company had provided remote e-voting facility to the shareholders to cast their votes pursuant to section 108 and Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, in respect of all businesses mentioned in the Notice of the Annual General Meeting. He further informed that the remote e-voting facility was kept open from Monday, August 29, 2016 (9.00 AM) to Wednesday, August 31, 2016 (5.00 PM).

The Chairman also stated that as per Section 107 there will be no voting through show of hands at the Annual General Meeting and in order to enable the Members present at the Meeting in person or in proxy to cast their votes, a facility of voting by electronic means was provided at the venue.

He further stated that Mr. Pramod SM, Partner of HBP & Co., Practicing Company Secretaries, has been appointed to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Thereafter, the Chairman briefly explained the background and implications of all the Resolutions contained in the Notice convening the Annual General Meeting.

The Chairman then invited members present to offer comments and seek clarifications on the resolutions mentioned in the Notice or on the business of the Company.

The following members took part in the deliberations:

Mr. K Sadananda Sastry (Client ID: 30354599),  
Mr. S. Ramamurthy (Client ID: 90172055),  
Mr. Vinay CS (Client ID: 41501777),  
Mr. D. R. Prakash (Client ID: 10190584),  
Mr. B. Ashok (Client ID: 12419423),  
Mr. B.H. Venkatappa (Client ID: 10023872)  
Mr. Megh Ishwer Manseta (Client ID: 41987368 )  
Mr. V. Lakshminarayanan (Client ID: 30305120), and

Sought clarifications, inter-alia, regarding:

*Financial Statements, proposed alteration to Articles of Association, CSR activities, business of subsidiaries, dividend, remuneration payable to Cost Auditors, Research and Development expenditure and the business of the Company. They also offered general comments on the Annual Report and Annual General Meeting.*

The Chairman provided necessary clarification to the queries and observations of the shareholders. He also stated that the suggestions from the shareholders will be considered by the Management at appropriate time.

Thanking the Members for their participation, suggestions and comments, the Chairman announced that the proceedings of the Meeting will close after the shareholders and proxy holders present at the Meeting have casted their votes electronically.

Conduct of voting through electronic means:

Thereafter the Members and proxy holders proceeded to cast their votes with the aid of the electronic voting devices provided by National Securities Depository Limited (NSDL). After ensuring that the Members and proxies present have cast their votes, the scrutinizer closed the electronic voting process at the Annual General Meeting at around 12.50 hrs.

Results of the remote e-voting and voting by electronic means on the Ordinary and Special Businesses at the 64<sup>th</sup> Annual General Meeting of the Company:

On the basis of the Scrutinizer's Report for the remote e-voting and the voting by electronic means at the Annual General Meeting dated September 01, 2016, the summary of which is mentioned hereunder, all the Resolutions for the Ordinary and Special Businesses as set out in the Item Nos. 1 to 8 in the Notice of the 64<sup>th</sup> Annual General Meeting of the Company, have been duly passed by the requisite majority.

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**Agenda - Wise**

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Mode of Voting: Remote e-voting (from 29<sup>th</sup> August, 2016 to 31<sup>st</sup> August, 2016) and electronic voting at the AGM for all resolutions.

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Category	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100	% of Votes against on votes polled (7) = [(5) / (2)] * 100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>Resolution 1</b>							
<b>Adoption of Financial Statements (Standalone and Consolidated) for the financial year ended March 31, 2016.</b>							

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3904033	63.65	3904033	0	100.00	0.00
Public Non Institutions	2916173	48136	1.64	48135	1	100.00	0.00
<b>Total</b>	<b>31398900</b>	<b>26301589</b>	<b>83.77</b>	<b>26301588</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 2**  
**Declaration of a dividend of Rs. 85/- per equity share of Rs. 10/- each.**

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3904033	63.65	3904033	0	100.00	0.00
Public Non Institutions	2916173	48143	1.64	48134	9	99.98	0.02
<b>Total</b>	<b>31398900</b>	<b>26301596</b>	<b>83.77</b>	<b>26301587</b>	<b>9</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 3**  
**Re-appointment of Mr. Soumitra Bhattacharya as a Director.**

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3903928	63.65	3884695	19233	99.51	0.49
Public Non Institutions	2916173	48073	1.64	47834	239	99.50	0.50
<b>Total</b>	<b>31398900</b>	<b>26301421</b>	<b>83.77</b>	<b>26281949</b>	<b>19472</b>	<b>99.93</b>	<b>0.07</b>

**Resolution 4**  
**Ratification of Appointment of Price Waterhouse & Co Bangalore LLP (Regn.No. 007567S/S-200012) Chartered Accountants, as Auditors of the Company.**

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3667253	59.79	3601427	65826	98.21	1.79
Public Non Institutions	2916173	48124	1.64	48117	7	99.99	0.01
<b>Total</b>	<b>31398900</b>	<b>26064797</b>	<b>83.01</b>	<b>25998964</b>	<b>65833</b>	<b>99.75</b>	<b>0.25</b>

**Resolution 5**  
**Re-appointment of Dr. Steffen Berns as Managing Director with effect from January 01, 2017.**





Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3475886	56.67	3475886	0	100.00	0.00
Public Non Institutions	2916173	48137	1.64	48133	4	99.99	0.01
<b>Total</b>	<b>31398900</b>	<b>25873443</b>	<b>82.40</b>	<b>25873439</b>	<b>4</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 6****Re-appointment of Mr. Soumitra Bhattacharya as Joint Managing Director with effect from January 01, 2017**

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3903928	63.65	3900621	3307	99.92	0.08
Public Non Institutions	2916173	48070	1.64	47831	239	99.50	0.50
<b>Total</b>	<b>31398900</b>	<b>26301418</b>	<b>83.77</b>	<b>26297872</b>	<b>3546</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 7****Ratification of Remuneration payable to Cost Auditors.**

Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3904033	63.65	3903080	953	99.98	0.02
Public Non Institutions	2916173	48137	1.64	48133	4	99.99	0.01
<b>Total</b>	<b>31398900</b>	<b>26301590</b>	<b>83.77</b>	<b>26300633</b>	<b>957</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 8****Approval of Alteration of the Articles of Association of the Company.**



Promoter and Promoter Group	22349420	22349420	100.00	22349420	0	100.00	0.00
Public Institutions	6133307	3904033	63.65	3904033	0	100.00	0.00
Public Non Institutions	2916173	48150	1.64	48076	74	99.85	0.15
<b>Total</b>	<b>31398900</b>	<b>26301603</b>	<b>83.77</b>	<b>26301529</b>	<b>74</b>	<b>100.00</b>	<b>0.00</b>

The Resolutions for the ordinary and special businesses as set out in Item nos. 1 to 8 in the Notice, duly approved by the Members with requisite majority, are recorded hereunder as part of the of the proceedings of the 64<sup>th</sup> Annual General Meeting of the Members held on September 01, 2016.

**Ordinary Business:**

**Item No. 1: Ordinary Resolution to receive, consider and adopt the:**

- a. **Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and**
- b. **Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon:**

**“RESOLVED THAT** the Audited Financial Statements (Standalone) of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon and Audited Financial Statements (Consolidated) of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon, be and are hereby approved and adopted.”

**Item No. 2: Ordinary Resolution for approval of Dividend of Rs. 85/- per equity share of Rs. 10/- each:**

**“RESOLVED THAT** a dividend of Rs. 85 per equity share of Rs. 10/- each for the for the financial year ended March 31, 2016, be and is hereby declared out of profits available for appropriation on the paid-up capital of the Company i.e. on 31,398,900 equity shares of Rs. 10/- each and that the same be paid: (i) To the members who hold shares in physical form and whose names appear on the Register of Members as at the close of business on 10.06.2016 and (ii) To the beneficial owners of shares, as on 10.06.2016.”



**Item No. 3: Ordinary Resolution for re-appointment of Mr. Soumitra Bhattacharya (DIN: 02783243), who retires by rotation and being eligible, offers himself for re-appointment:**

**“RESOLVED THAT** Mr. Soumitra Bhattacharya, Joint Managing Director, who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**Item No. 4: Ordinary Resolution for ratification of appointment of Price Waterhouse & Co. Bangalore LLP (Regn. No. 007567S/S-200012) Chartered Accountants, as Auditors of the Company:**

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the Sixty Third Annual General Meeting, appointment of Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Registration No. 007567S/S-200012) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 65<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors.”

***Special Business:***

**Item No. 5: Ordinary Resolution for re-appointment of Dr. Steffen Berns as Managing Director with effect from January 01, 2017:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Dr. Steffen Berns (DIN:06449396) as Managing Director of the Company for a period of 2 (two) years from 01.01.2017 to 31.12.2018 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Dr. Steffen Berns.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and are hereby authorized to vary the terms and conditions of appointment, including determination of remuneration payable to Dr. Steffen Berns, in such manner as the Board may in its absolute discretion deem fit.

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

**Item No. 6: Ordinary Resolution for re-appointment of Mr. Soumitra Bhattacharya as Joint Managing Director with effect from January 01, 2017:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and pursuant to the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Mr. Soumitra Bhattacharya (DIN:02783243) as Joint Managing Director of the Company for a period of three years and six months from 01.01.2017 to 30.06.2020 and for the payment of remuneration as set out in the Agreement dated May 25, 2016 between the Company and Mr. Soumitra Bhattacharya.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to vary the terms and conditions of appointment including determination of remuneration payable to Mr. Soumitra Bhattacharya, in such manner as the Board may in its absolute discretion deem fit.

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

**Item No. 7: Ordinary Resolution for Ratification of Remuneration payable to Cost Auditors:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), remuneration of INR 600,000 (exclusive of applicable taxes and reimbursement of out of pocket expenses) payable to Messrs Rao, Murthy & Associates, Cost Accountants (Regn. No. 000065), for conducting audit of the Cost Records of the Company for the Financial Year 2016-17, as approved by the Board of Directors, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and are hereby authorized to do such acts, deeds, matters and things as may be required to give effect to this resolution.”



**Item No. 8: Special Resolution for Approval of the alteration of Articles of Association of the Company:**

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof), the draft Regulations contained in the Articles of Association submitted to this Meeting, be approved and adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things and take steps and perform such actions as may be deemed necessary, proper and expedient to give effect to this resolution.”

All the above resolutions, which were put to vote through remote e-voting and voting through electronic means, were passed with requisite majority.

Sd/-  
V. K. Viswanathan  
(Chairman)

Place: Bengaluru  
Date: 19.09.2016

For Bosch Limited  
  
R. Vijay  
Deputy Company Secretary