

SCRUTINIZER'S REPORT

To:

Date: 01st September, 2016

Mr. Soumitra Bhattacharya
Joint Managing Director,
Bosch Limited
Hosur Road, Adugodi
Bengaluru, 560030

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote E-Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 64th Annual General Meeting (AGM) of the Bosch Limited held on Thursday, 01st September, 2016 at 10.30 AM.

I, Pramod S M, Partner, HBP & Co, Practicing Company Secretaries, Bangalore, being appointed as Scrutinizer by the Board of Directors of Bosch Limited, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014 (as amended) to conduct the voting and remote E-Voting process in respect of the below mentioned resolutions proposed at the Sixty Fourth Annual General Meeting of the members of Bosch Limited held on Thursday, 01st September, 2016 at 10.30 AM.

The votes were unblocked on 01st September, 2016 at 12.51 p.m. in the presence of two witnesses, viz., Mr. Shivaram Hegde currently residing at No.1133/1170, Ground Floor, Nehru South End Road, 2nd Phase Girinagar, Bangalore-560085 and Ms. Akshata Rao currently residing at #23/13, 'Ashirvaad', 6th Cross, 5th Main, Shrinidhi Layout, Konankunte, Bangalore-560062 who are not in employment of the Company.



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The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the company.

The Annual General Meeting had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the cutoff date of 26th August, 2016 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on Monday, 29th August, 2016 (9.00 a.m. IST) and ended on Wednesday 31st August, 2016 (5.00 p.m. IST) and the e-voting module was blocked by NSDL thereafter.

After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system, Poll at the meeting through electronic means (i.e. insta-poll at AGM).

I now submit my consolidated report as under on the result of the remote e-voting and Poll (insta - poll voting) at AGM through electronic means at the meeting in respect of the said resolutions.

Resolution No. 1 - As an Ordinary Resolution - Adoption of Financial Statements

- (i) Voting "*in Favour*" of the resolution



	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	432	26283019	99.93
Voting at the meeting	47	18569	0.07
Total	479	26301588	100

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	1	1	0.00
Voting at the meeting	0	0	0.00
Total	1	1	0.00

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No. 2 - As an Ordinary Resolution - Declaration of Dividend

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	433	26283018	99.93
Voting at the meeting	47	18569	0.07
Total	480	26301587	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	1	9	0.00
Voting at the meeting	0	0	0.00
Total	1	9	0.00

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No. 3 - As an Ordinary Resolution - Re-appointment of Director retiring by Rotation, Mr. Soumitra Bhattacharya

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	421	26263424	99.86
Voting at the meeting	45	18525	0.07
Total	466	26281949	99.93

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	9	19428	0.07
Voting at the meeting	2	44	0.00
Total	11	19472	0.07

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



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Resolution No.4 - As an Ordinary Resolution - Ratification of appointment of Statutory Auditor

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	400	25980395	99.68
Voting at the meeting	47	18569	0.07
Total	447	25998964	99.75

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	13	65833	0.25
Voting at the meeting	0	0	0.00
Total	13	65833	0.25

(iii) Invalid Votes



	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

Resolution No.5 - As an Ordinary Resolution - Re-appointment of Dr. Steffen Berns as the Managing Director of the Company

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	430	25854870	99.93
Voting at the meeting	47	18569	0.07
Total	477	25873439	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	1	4	0.00
Voting at the meeting	0	0	0
Total	1	4	0.00



(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

Resolution No.6 - As an Ordinary Resolution - Re-appointment of Mr. Soumitra Bhattacharya as the Joint Managing Director of the Company

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	425	26279347	99.92
Voting at the meeting	45	18525	0.07
Total	470	26297872	99.99

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	6	3502	0.01
Voting at the meeting	2	44	0.00
Total	8	3546	0.01



(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

Resolution No.7 - As an Ordinary Resolution - Ratification of Remuneration payable to M/s. Rao, Murthy & Associates, Cost Accountants

(i) Voting “*in Favour*” of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	429	26282064	99.93
Voting at the meeting	47	18569	0.07
Total	476	26300633	100

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	4	957	0.00
Voting at the meeting	0	0	0.00
Total	4	957	0.00



(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

Resolution No.8 -As a Special Resolution- Alteration of Articles of Association

(i) Voting “*in Favour*” of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	431	26282960	99.93
Voting at the meeting	47	18569	0.07
Total	478	26301529	100

(ii) Voted “*against*” the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	4	74	0.00
Voting at the meeting	0	0	0.00
Total	4	74	0.00



(iii) Invalid Votes

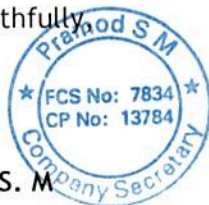
	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0

The Register, all other papers and relevant records relating to remote e-voting and insta-voting shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,

Yours faithfully,



Pramod S. M.
Partner
HBP & Co.,
Company Secretaries
(Membership No. FCS: 7834 C.P. No:13784)

Date: 01st September, 2016
Place: Bangalore



We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL) ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)) in our presence.



Mr. Shivaram Hegde
No.1133/1170, Ground Floor,
Nehru South End Road, 2nd Phase
Girinagar, Bangalore-560085



Ms. Akshata Rao
#23/13, 'Ashirvaad', 6th Cross, 5th Main,
Shrinidhi Layout, Konankunte, Bangalore-560062

