

Bosch Limited

CIN : L85110KA1951PLC000761

Regd. Office : Hosur Road, Adugodi, Bangalore - 560 030

Tel. : 080 22992315; Fax : 080-22992181

Website : www.boschindia.com; e-mail Id : investor@in.bosch.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Rule 22(1) of Companies (Management and Administration) Rules, 2014 read with clause (a) of sub-section (1) of Section 110 of the Companies Act, 2013 ("Act"), seeking consent of the Members to the proposed resolution appended below to be passed as a Special Resolution by means of Postal Ballot. A statement setting out material facts pursuant to section 102 of the Act is annexed to this notice.

The Board of Directors at their meeting held on 5th June, 2014 appointed Mr. V. Sreedharan, Practising Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

A Postal Ballot Form and a self addressed postage pre-paid envelope is enclosed.

In accordance with clause 35B of the Equity Listing Agreement entered into by the Company with stock exchanges on which its equity shares are listed, the Company is pleased to provide the facility of voting by electronic means ("e-voting facility") as an alternative to its members to enable them to cast their votes instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide e-voting facility to members of the Company. It may be noted that e-voting is optional. If a member has voted through e-voting facility, he shall not use the Postal Ballot Form to cast his vote. If a member casts vote through e-voting facility as well as Postal Ballot Form, the vote cast through e-voting shall only be considered and votes cast through Postal Ballot Form shall not be considered by the Scrutinizer.

Members opting to vote through the Postal Ballot Form mode are requested to read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before the close of working hours on 2nd August 2014. Postal Ballot Forms received after this date are liable to be rejected.

Upon completion of the scrutiny of postal ballots, the Scrutinizer will submit his report to the Chairman of the Company. The result of the postal ballot will be announced on 5th August 2014 at the Registered office of the Company.

The results of the postal ballot will also be displayed at the Company's website www.boschindia.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

Alteration of the Objects Clause III (5) of Memorandum of Association of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Section 110 of the Act and the rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and subject to such further term(s), condition(s), amendment(s) or modification(s) as may be required or suggested by any of such appropriate authorities, which term(s), condition(s), amendment(s) or modification(s), the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee or one or more Directors) is authorized to accept as it may deem fit, consent of the Members of the Company be and is hereby given for substitution of the existing Clause III (5) of the Objects Clause of the Memorandum of Association of the Company with the following new Clause III (5):

(5) To carry on the business of iron founders, mechanical engineers and manufacturers of agricultural implements and other machinery, tool-makers, brass founders, metal-workers, boilers-makers, mill-wrights, machinists, iron and steel converters, smiths, wood-workers, clock and watch manufacturers, builders, painters, metallurgists, electrical

engineers, water-supply engineers, gas-makers, farmers, printers, carriers, and merchants and to buy, sell, import, export, manufacture, repair, convert, alter, let on hire, deal in machinery, machines, tools, equipments, instruments, devices, apparatus, implements, rolling stock, hardware, goods, all types of toys, apparels and garments and to set up, purchase, import or otherwise acquire plant and machinery and equipments for the production, manufacture and repairs in connection thereto.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution and take such further incidental and ancillary steps as may be considered desirable or expedient by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers, herein conferred to any Committee of Directors or the Chairperson or any other Director(s) or Officer(s) of the Company to give effect to this resolution."

By order of the Board

Place : Bangalore

S. Karthik

Date : 23rd June, 2014

Company Secretary

Notes :

1. Statement pursuant to section 102 of the Act with respect to aforesaid business is annexed hereto.
2. The notice is being sent to all the Members of the Company, whose names appear in the Register of Members and Register of Beneficial Owners as received from National Securities Depository limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on June 20, 2014 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. Only a Member entitled to vote is entitled to exercise his vote through e-voting/physical ballot and send it to the Scrutinizer. Any person having no voting rights should treat this Notice as intimation only.
4. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use of Member(s). Members who have registered their e-mail address with the depositories or with Company Registrar are being sent Notice of Postal Ballot by e-mail and members who have not registered their e-mail address will receive Notice of Postal Ballot along with Postal Ballot Form through Speed Post. In case a member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the member may send an e-mail to investor@in.bosch.com. The Registrar / Company shall forward the same along with self addressed postage pre-paid envelope to the member.
5. Members can cast their votes online from 4th July 2014 to 2nd August 2014. The e-voting module shall be disabled by CDSL for voting thereafter. If you are voting through Postal Ballot Form (i.e., physical ballot), you are requested to carefully read the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours on 2nd August 2014.
6. Instruction for Members for e-voting are as under :
 - A. In case of Members receiving Postal Ballot intimation by e-mail :
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

- ii. Now click on “Shareholders” tab.
- iii. Now select **Bosch Limited** from the drop down menu and click on "Submit".
- iv. 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. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next enter the image verification as displayed and click on login
 - a. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used .
 - b. If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (*Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please use the default Dividend Bank Details 1234567890 in the Dividend Bank Details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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.
- viii. For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- ix. Click on the relevant EVSN on which you choose to vote.
- x. 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.
- xi. Click on the Resolution File Link if you wish to view the entire Resolution.

- xii. 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.
 - xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system .
 - xv. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution/Power of Attorney (POA) which they have issued in favour of the Custodian if any, in PDF format in the system for the Scrutinizer to verify the same.
 - xvi. The voting period begins on Friday, 4th July, 2014 and ends on Saturday, 2nd August, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of 20th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - xvii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com or investor@in.bosch.com.
 - xviii. Members have option to vote either through e-voting or through Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then e-voting will prevail and voting done by physical ballot shall be treated as invalid.
- B. In case of Members receiving Postal Ballot Form by Post :**
- i. Please follow all steps from A(i) to A (xviii) above, to cast vote.
 - ii. Members can also seek duplicate Postal Ballot Form from Integrated Enterprises (India) Ltd having address at 30, Ramana Residency, 4th Cross, Malleswaram, Bangalore -560003 or they may also request at their e-mail : irg@integratedindia.in or contact at 080-23460815 to 818.
 - iii. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Saturday, 2nd August 2014. All Postal Ballot Forms received after the said date will be treated as if reply from such members has not been received. No other form or photocopy of the ballot form will be permitted/ accepted by the Company.
7. The voting rights of the Members shall be in proportion to their share in the paid-up share capital of the Company as on 20th June 2014 (cut-off date).
 8. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 5th August 2014. The results will be communicated to Stock Exchanges it shall also be displayed at the company's website www.boschindia.com under 'Shareholder Section'.
 9. If the proposed resolution is/are assented by a requisite majority, it shall be deemed to have been passed at general meeting.
 10. All the material documents referred to in the Notice will be made available for inspection by the members at the registered office of the Company during working hours on any working days (except Saturday and Sunday).

Annexure to Postal Ballot Notice

**Statement in relation to the aforesaid business pursuant to
Section 102 of the Companies Act, 2013:**

Your Company has its presence across automotive technology, industrial technology, consumer goods technology and energy and building technology. It manufactures and trades wide range of products & services encompassing diesel / gasoline fuel injection systems, auto electrical, special purpose machines, packaging machines, power tools, security systems and thermo technology products.

The Company is constantly on the lookout for various business opportunities in addition to the existing business for better utilization of its assets and resources. These include expanding the existing product portfolio and exploring newer domains mainly in Energy Building Technology, Consumer Goods Technology and Health Care. In terms of section 179 of Companies Act, 2013, any new business may be commenced with the approval of Board of Directors of the Company. Hence, it is proposed to amend the object clause of the Memorandum of Association as given in the resolution to empower the Board of Directors of the Company to pursue new business opportunities which can be carried on conveniently with the existing businesses of the Company as and when they deem fit. Your directors recommend the special resolution for approval of members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out in the Notice.

A draft of the Memorandum of Association of the Company showing the proposed amendments to the objects clause is available for inspection at the registered office of the Company on all working days (except Saturday and Sunday) during working hours of the Company.

Place : Bangalore

By order of the Board

Date : 23rd June, 2014

S. Karthik

Enclosed :

Company Secretary

1. Postal Ballot Form
2. Prepaid Postage envelope