

FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 63rd Annual General Meeting of the Equity Shareholders of
"BOSCH LIMITED" held on Friday, August 28, 2015 at Trinity Hall, 'Vivanta By Taj',
41/3, Mahatma Gandhi Road, Bangalore - 560 001 at 10.30 AM.

Sir,

1. I, V. Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretary in Practice, Bangalore, have been appointed as a Scrutinizer by the board of directors of **"Bosch Limited"** (The Company) for the purpose of Scrutinizing the remote e-voting process and electronic voting (Insta Poll) conducted at the Annual General Meeting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 63rd Annual General Meeting of the Equity Shareholders of the Company, held on August 28, 2015 at Trinity Hall, 'Vivanta By Taj', 41/3, Mahatma Gandhi Road, Bangalore - 560 001.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and by using electronic voting (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 63rd AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote E-Voting and Insta Poll at the AGM).

3. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by Remote E-voting and Insta Poll at the AGM) as under:

a) RESOLUTION 1

To receive, consider and adopt the Audited Financial Statements of the Company for the fifteen months period from January 01, 2014 to March 31, 2015, namely, (i) the Balance Sheet as at March 31, 2015; (ii) the Statement of Profit & Loss for the fifteen months period from January 01, 2014 to March 31, 2015; (iii) the Cash Flow Statement for the fifteen months period from January 01, 2014 to March 31, 2015; (iv) Notes



annexed to, and forming part of documents referred to in (i) to (iii) above and the Reports of the Board of Directors and Auditors thereon.

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	407	116	523
Number of votes cast by them	2,75,09,464	3,31,676	2,78,41,140
% of Total Number of valid votes cast	100	100	100

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	3	0	3
Number of votes cast by them	4	0	4
% of Total Number of valid votes cast	Negligible	NIL	Negligible



(iii) **Invalid** Votes - **NIL**

b) RESOLUTION 2

To declare a dividend for the fifteen months period from January 01, 2014 to March 31, 2015.

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	413	116	529
Number of votes cast by them	2,75,23,087	3,31,676	2,78,54,763
% of Total Number of valid votes cast	100	100	100



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	3	0	3
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) **Invalid** Votes - **NIL**

c) RESOLUTION 3

To appoint a Director in place of Dr. Steffen Berns (DIN: 06449396), who retires by rotation and being eligible, offers himself for re-appointment.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	401	116	517
Number of votes cast by them	2,75,00,445	3,31,676	2,78,32,121
% of Total Number of valid votes cast	99.92	100	99.92

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	9	0	9
Number of votes cast by them	22,582	0	22,582
% of Total Number of valid votes cast	0.08	NIL	0.08



(iii) **Invalid Votes -- NIL**

d) RESOLUTION 4

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Registration No. 007567S/S-200012) be and are hereby appointed as Auditors of the Company for a period of two years from the conclusion of this Annual General Meeting till the conclusion of the 65th Annual General Meeting (subject to ratification of appointment by the shareholders at subsequent Annual General Meeting) on such remuneration as may be decided by the Board of Directors.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	378	110	488
Number of votes cast by them	2,73,17,417	2,72,494	2,75,89,911
% of Total Number of valid votes cast	99.93	82.16	99.72

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	14	6	20
Number of votes cast by them	19,552	59,182	78,734
% of Total Number of valid votes cast	0.07	17.84	0.28

(iii) **Invalid** Votes -- **NIL**



e) RESOLUTION 5

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Sections 2(94), 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, consent of the Company be and is hereby accorded for appointment of Dr. Andreas Wolf (DIN: 07088505) as a Whole-time Director of the Company (consequent to his appointment as an Alternate Director) for a period of four years commencing from March 01, 2015 to February 28, 2019 on the terms and conditions including remuneration set out in the Agreement dated March 04, 2015, entered into between the Company and Dr. Andreas Wolf with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Dr. Andreas Wolf provided that the remuneration payable to Dr. Andreas Wolf shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.



RESOLVED FURTHER THAT in the event of Dr. Andreas Wolf 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, Dr. Andreas Wolf 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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	399	116	515
Number of votes cast by them	2,74,83,053	3,31,676	2,78,14,729
% of Total Number of valid votes cast	100	100	100



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	5	0	5
Number of votes cast by them	32	0	32
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) **Invalid** Votes -- **NIL**

f) RESOLUTION 6

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force) and in partial modification of the resolution passed at the Annual General Meeting held on June 05, 2013, approval of the Company be and is hereby accorded for the revision in remuneration and



perquisites/ benefits of Mr. Soumitra Bhattacharya, Joint Managing Director of the Company (DIN: 02783243) from November 01, 2014 for the unexpired period of his term as under:

1.	Annual Base Salary	Rs.9,454,500 p.a. (gross) with effect from November 01, 2014 and with effect from January 01, 2015; Rs.11,042,400 p.a. (gross) in the range of Rs.7,000,000 to Rs.14,000,000 p.a. (gross) increments / revision being at the discretion of the Board.
2.	Cash Perk Basket	Rs.3,364,000 p.a. (gross) in the range of Rs. 3,000,000 to Rs. 6,000,000 p.a. (gross) comprising of Medical Cost, Security, Housing, Leave Travel Allowance and Supplementary Allowance as per the Company's policies subject to the provisions of Income Tax Act/Rules; increments / revision being at the discretion of the Board.
3.	Benefits/Facilities (i) Hospitalization a) Hospitalization Insurance: b) Post retirement hospitalization: (ii) Life Insurance a) Group Term Life Insurance b) Group Personal Accident Insurance:	Rs.15,00,000 p.a. for Mr. Bhattacharya and family. Rs.10,00,000 p.a. for Mr. Bhattacharya and family. Family includes wife and children upto the age of 23 years. Compensation for death due to natural causes under group term life insurance will be 60 months' base salary. Compensation for death/permanent total disablement under group personal accident insurance 100 months' base salary.

RESOLVED FURTHER THAT save as aforesaid, all other terms and conditions of appointment of Mr. Soumitra Bhattacharya, as approved by the shareholders at the Annual General Meeting held on June 05, 2013, shall remain unchanged.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	388	116	504
Number of votes cast by them	2,74,82,935	3,31,676	2,78,14,611
% of Total Number of valid votes cast	100	100	100

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	14	0	14
Number of votes cast by them	136	0	136
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) **Invalid** Votes -- **NIL**



g) Resolution 7

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

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, for the time being in force), remuneration of ` 500,000/- (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 2015-16, 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, things and matters as may be required to give effect to this resolution.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	400	116	516
Number of votes cast by them	2,75,21,988	3,31,676	2,78,53,664
% of Total Number of valid votes cast	100	100	100

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	11	0	11
Number of votes cast by them	1,087	0	1,087
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) **Invalid Votes -- NIL**



h) Resolution 8

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149(9), 197 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), a profit related commission of a sum not exceeding in aggregate one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst any or all of the directors of the Company, other than the Managing Director / Joint Managing Director / Whole-time Director(s) of the Company, but including the independent directors of the Company, in such amounts or proportions and in such manner and in all respects as may be decided and determined by the Board of Directors of the Company, and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from April 01, 2015, provided however that the aggregate commission paid to all Non-Executive Directors of the Company (including independent directors) shall not exceed Rs.20,000,000/- (Rupees Two crore only) for or in respect of a financial year.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	386	113	499
Number of votes cast by them	2,74,82,972	3,31,656	2,78,14,628
% of Total Number of valid votes cast	100	100	100

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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	20	2	22
Number of votes cast by them	116	19	135
% of Total Number of valid votes cast	Negligible	Negligible	Negligible

(iii) **Invalid** Votes -- **NIL**



i) Resolution 9

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Clause 49 (VII) of the Listing Agreement (including any statutory modifications or re-enactments thereof, for the time being in force), consent of the Company be and is hereby accorded for entering into contracts, arrangements or transactions in the ordinary course of business with Robert Bosch GmbH, Germany ("RB GmbH"), holding company, a related party within the meaning of Clause 49 (VII) read with section 2(76) of Companies Act, 2013, which includes purchase, sale, transfer and receipt of goods, assets, materials, components, services, resources or obligations, on such terms and conditions as may be mutually agreed between the Company and RB GmbH for an aggregate amount not exceeding Rs. 50,000 million in respect of a Financial Year.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.



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

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	407	115	522
Number of votes cast by them	51,73,613	3,31,675	55,05,288
% of Total Number of valid votes cast	100	100	100

(ii) Voted **against** the resolution

	Remote E-voting	Insta Poll	Total
Number of Members present and voting (in person or by proxy)	7	0	7
Number of votes cast by them	22	0	22
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) **Invalid** Votes -- **NIL**



4. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan
Partner
F.C.S - 2347 : C.P. No. 833
Place: Bangalore

Dated: August 28, 2015