

SCRUTINIZER'S REPORT

To:

Date: April 04, 2016

Joint Managing Director,
Bosch Limited
Hosur Road, Adugodi
Bengaluru, 560030

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Postal Ballot and remote E - Voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) in respect of passing of the resolutions contained in the Notice dated February 15, 2016 through Postal Ballot.

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 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014(as amended) to conduct the remote E-Voting process and Postal Ballot in respect of the below mentioned resolutions proposed through Postal Ballot.

In accordance with the Notice of Postal Ballot dated February 15, 2016 dispatched to the shareholders by prescribed mode and the Advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended) published on March 04, 2016 the voting commenced on Friday, March 04, 2016 (9.00 a.m. IST) and ended on Saturday April 02, 2016 (5.00 p.m. IST) for physical ballots and as well as for e-voting.

The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked on April 02, 2016 around 5.06 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. Nikita Jain currently residing at 45/1, 4th Main, 4th Block, 52nd Cross, Rajajinagar, Bangalore-560010 who are not in employment of the Company.



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The shareholders of the Company holding shares as on the cutoff date of February 19, 2016 were entitled to vote on the resolutions as contained in the Notice of Postal Ballot.

After the closure of the E-voting, the report on the said voting taken 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, mentioned hereinabove.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system.

With respect to physical ballot, the ballot papers received were reconciled with the records maintained by the Company/ R&TA and the authorizations/ power of attorney etc., lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. Details of invalid ballots are mentioned below.

I now submit my consolidated report as under on the result of the remote e-voting, and physical ballot papers in respect of the resolutions contained in the Notice of Postal Ballot.

Resolution No. 1 - Ordinary Resolution

Revision in remuneration of Mr. Soumitra Bhattacharya, Joint Managing Director, with effect from January 01, 2016.

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

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	578	27697746	98.95
Voting by Postal Ballot	413	291718	1.04
Total	991	27989464	99.99



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(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	66	766	0.003
Voting by Postal Ballot	32	1371	0.005
Total	98	2137	0.01*

*Rounded off to nearest value

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	NA	NA
Voting by Postal Ballot	22	1752
Total	22	1752

Resolution No. 2 - Ordinary Resolution

Sale and transfer of the Starter Motors and Generators business of the Company

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

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	584	5339152	94.64
Voting by Postal Ballot	419	248925	4.41
Total	1003	5588077	99.05



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(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	62	9964	0.18
Voting by Postal Ballot	26	43289	0.77
.Total	88	53253	0.95

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	NA	NA
Voting by Postal Ballot	22	2627
Total	22	2627

The final analysis combining the e-voting and voting by postal ballot is annexed herewith as **Annexure A**. The Register, all other papers and relevant records relating to remote e-voting and voting by postal ballot 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.

Thanking You,

Yours faithfully,



Pramod S M
Partner
HBP & Co.,
Practicing Company Secretaries
(Membership No. FCS: 7834 C.P.No:13784)
Date: April 04, 2016
Place: Bangalore



Annexure A

THE FINAL ANALYSIS COMBINING THE E-VOTING AND VOTING BY POSTAL BALLOT IS AS FOLLOWS:

Resolution No.	Particulars	Total Number of shares voted	Voted in Favour	Percentage (in favour)	Voted against	Percentage (in against)	Result
1	Revision in remuneration of Mr. Soumitra Bhattacharya, Joint Managing Director, with effect from January 01, 2016	27991601	27989464	99.99	2137	0.01	Approved
2	Sale and transfer of the Starter Motors and Generators business of the Company	5641330	5588077	99.05	53253	0.95	Approved



A small, stylized handwritten mark or signature in blue ink, located in the bottom left corner of the page.

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

Thanking you,

Yours faithfully,



Pramod S M
Partner
HBP & Co.,
Practicing Company Secretaries
(Membership No. FCS: 7834 C.P.No:13784)
Date: April 04, 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. Nikita Jain
45/1, 4th Main, 4th Block, 52nd Cross,
Rajajinagar, Bangalore-560010

