



BOSCH

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CIN:
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27 June 2014

CERTIFIED TRUE COPY OF THE MINUTES OF THE PROCEEDINGS OF THE SIXTY SECOND ANNUAL GENERAL MEETING OF BOSCH LIMITED HELD ON THURSDAY, JUNE 05, 2014 AT 10.30 A.M. AT TRINITY HALL, 'VIVANTA' BY TAJ, MAHATMA GANDHI ROAD, BANGALORE - 560 001

The following were present:

Mr. V.K. Viswanathan	...	Chairman
Mr. Peter Tyroller	...	Director
Mr.B.Steinruecke	...	Director
Mr. Prasad Chandran	...	Director
Mr. Bhaskar Bhat	...	Director
Dr. Steffen Berns	...	Managing Director
Mr. Soumitra Bhattacharya	...	Joint Managing Director
Mr.Franz Hauber	...	Executive Vice President
Mr.S.Karthik	...	Company Secretary

One Hundred and Eighty Four : (Members present in Person)
Sixty Six : (Members present by Proxy)

Mr. Subramanian Vivek and Mr. Amit Agrawal of M/s. Price Waterhouse & Co., Bangalore, Chartered Accountants, Statutory Auditors of the Company, were present.

CHAIRMAN

In accordance with the Article 55 of the Articles of Association, Mr.V.K Viswanathan, Chairman of the Board of Directors, took the Chair.

The Chairman declared that the requisite quorum of as per section 103 of the

Registered Office: Bosch Limited, Hosur Road, Bangalore-560030, Karnataka, India
Managing Director: Steffen Berns, Joint Managing Director: Soumitra Bhattacharya





Companies Act, 2013, was present and called the Meeting to order. The Chairman requested the Company Secretary to read the Auditors' Report.

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After the Auditor's Report had been read, the Chairman delivered his speech.

Thereafter, the Chairman stated that the Company had provided e-voting facility to the shareholders to cast their votes at the Annual General Meeting, pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, in respect of all the businesses mentioned in the Notice. He further informed that the e-voting facility was kept open from Friday, May 30, 2014 (9:00 AM) to Sunday, June 01, 2014 (6:00 PM)

He further stated that Mr. V. Sreedharan, Practising Company Secretary was appointed as scrutinizer in connection with the e-voting process.

The Chairman also stated that as per section 107 read with section 108 of the Companies Act, 2013, there will be no show of hands at the Annual General Meeting. The Chairman further stated that in order to enable the members present at the meeting in person or in proxy to cast their votes, a poll will be taken in respect of all the resolutions contained in the Notice.

Thereafter, the Chairman appointed Mr.V.Sreedharan, Practicing Company Secretary as one of the scrutinizers for poll and requested one of the shareholders present to act as the second scrutinizer. Mr. Jayasimha (DP ID IN303028 and client ID 50370052) holding 5 equity shares consented to act as the second scrutinizer.

The Chairman requested Mr. V. Sreedharan and Mr. Jayasimha, Scrutinizers appointed for the Poll to lock and seal the empty polling boxes in the presence of members. The scrutinizers locked and sealed and empty ballot boxes in the presence of the members. Before ordering Poll, the Chairman invited members present in person to ask questions and offer comments, if any, on the Annual Report or in respect of the notice of the annual general meeting.

Mr. N. Ramamurthy (Client ID: 10339855), Mr. K. Sadananda Sastry (Client ID: 30354599), Mr. D. R. Prakash (Client ID: 10190584, Mr. Sagare (Client ID: 20021069) and Mr. Megh I Manseta (Client ID: 41987368) asked questions and sought clarifications on the annual report. The Chairman clarified / replied to all the queries of the shareholders.

The Chairman then ordered the poll in respect of all resolutions contained in the notice. He also stated the results of the e-voting and poll will be announced on receipt of the scrutnizers report, placed on the Company's website and sent to the stock exchanges.

The Chairman thanked the members for their participation and announced formal closure of the 62nd Annual General Meeting of the Company.

Conduct of Poll

Mr.V.Sreedharan and Mr. Jayasimha conducted the poll. After ensuring that all members and proxies participating in the Poll had casted their votes, the



Scrutinizers closed the Poll at around 1200 hrs. The Scrutinizers then took the custody of the Polling boxes.

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Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Thursday, June 05, 2014.

On the basis of the Scrutinizer's Report for the e-voting dated June 02, 2014 and the Scrutiniers Report for the Poll at the Annual General Meeting dated June 05, 2014, the summary of which is mentioned hereunder, the Company Secretary (authorized by the Chairman to announce the results) of the Company announced the results of voting on June 06, 2014 that all the Resolutions for the Ordinary and Special businesses as set out in item No.1 to 10 in the Notice of the 62nd Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos.as given in the Notice of the 62 nd Annual General Meeting	Particulars of votes cast						Results Declared	
		Electronic Voting		Poll		Voting Results		
		Nos.(A)	%	Nos.(B)	%	Nos.(A)+(B)		%
Ordinary Business								
1. To receive, consider and adopt the audited Balance Sheet as at December 31, 2013 and audited statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.	Votes cast in favour	23,595,879	100	1,031,228	95.45	24,627,107	99.80	Approved by requisite Majority
	Votes cast against	0	0	49,132	4.55	49,132	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
2. Approval of Dividend for the year 2013	Votes cast in favour	23,595,880	100	1,031,179	95.44	24,627,059	99.80	Approved by requisite Majority
	Votes cast against	0	0	49,201	4.56	49,201	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
3. Appointment of Mr.V.K.Viswanathan as a Director	Votes cast in favour	23,595,878	99.99	988,417	91.49	24,584,295	99.63	Approved by requisite Majority
	Votes cast against	2	0.01	91,962	8.51	91,964	0.37	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
4. Appointment of Messrs.Price Waterhouse & Co. Bangalore, Chartered Accountants, as Auditors and Fix their remuneration	Votes cast in favour	23,595,878	100	1,031,229	95.45	24,627,107	99.80	Approved by requisite Majority
	Votes cast against	0	0	49,140	4.55	49,140	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	





Special Business								
5. Appointment of Mr.Peter Tyroller as a Director.	Votes cast in favour	23,595,880	100	1,022,384	94.63	24,618,264	99.77	Approved by requisite Majority
	Votes cast against	0	0	57,962	5.37	57,962	0.23	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
6. Approval of the terms of appointment of Mr.Franz Hauber as a Whole time Director.	Votes cast in favour	23,595,878	100	1,022,394	94.63	24,618,272	99.76	Approved by requisite Majority
	Votes cast against	0	0	57,962	5.37	57,962	0.24	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
7. Appointment of Mr.B.Steinruecke as an Independent Director	Votes cast in favour	23,595,153	99.99	1,031,194	95.45	24,626,347	99.80	Approved by requisite Majority
	Votes cast against	725	0.01	49,162	4.55	49,887	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
8. Appointment of Mrs.Renu.S.Karnad as an Independent Director	Votes cast in favour	23,595,153	99.99	724,486	67.06	24,319,639	98.55	Approved by requisite Majority
	Votes cast against	725	0.01	355,871	32.94	356,596	1.45	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
9. Appointment of Mr.Prasad Chandran as an Independent Director.	Votes cast in favour	23,595,151	99.99	1,031,194	95.45	24,626,345	99.80	Approved by requisite Majority
	Votes cast against	727	0.01	49,162	4.55	49,889	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	
10. Appointment of Mr.Bhaskar Bhat as an Independent Director	Votes cast in favour	23,595,878	100	1,031,194	95.45	24,627,072	99.80	Approved by requisite Majority
	Votes cast against	0	0	49,162	4.55	49,162	0.20	
	Invalid Votes	N.A	N.A	248,968	-	248,968	-	

The Resolutions for the ordinary and special businesses as set out in item Nos.1 to 10 in the Notice of the 62nd Annual general meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the 62nd Annual General Meeting of the Members held on June 05,2014.

Ordinary Business

Item No.1: Ordinary Resolution to receive, consider and adopt the audited Balance Sheet as at December 31, 2013 and audited Statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

“RESOLVED that the Audited Balance Sheet of the Company as at December 31, 2013, Statement of Profit & Loss for the year ended as on that date together with the Auditors' Report thereon and the Report of the Directors covering the same period be and are hereby approved and adopted.”

Item No.2: Ordinary Resolution for approval of Dividend for the year 2013.

“RESOLVED that a dividend of Rs. 55 per equity share of Rs. 10/- each (i.e. at the rate of 550%) for the year ended December 31,2013, be and is hereby declared out





of the profits available for appropriation on the paid up capital of the Company as on December 31,2013, 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 May 13,2014 and (ii) to the beneficial owners of shares, as on May 13,2014.”

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Item No.3: Ordinary Resolution for appointment of Mr.V.K.Viswanathan, who retires by rotation.

“RESOLVED that Mr.V.K.Viswanathan, a Director, who retires by rotation at this meeting, being eligible for re-appointment be and is hereby re-appointed a Director of the Company.”

Item No.4: Ordinary Resolution for appointment of Messrs.Price Waterhouse & Co. Bangalore, Chartered Accountants, as Auditors and fix their remuneration.

“RESOLVED that in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, Messrs. Price Waterhouse & Co. Bangalore, Chartered Accountants, (Registration No.007567S), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors.”

Special Business

Item No.5: Ordinary Resolution for appointment of Mr.Peter Tyroller as a Director.

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under(including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Mr. Peter Tyroller, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 05, 2013, effective from July 01 2013, pursuant to Article 85A of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Article 85A of the Articles of Association of the Company, and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Mr. Peter Tyroller as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

Item No.6: Ordinary Resolution for approval of the terms of appointment of Mr.Franz Hauber as a Whole time Director.

“RESOLVED THAT subject to the provisions of sections 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with





Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the Company be and is hereby accorded to the appointment of Mr. Franz Hauber as Whole-time Director of the Company from January 01, 2014 to December 31, 2016 on the terms and conditions including remuneration set out in the Agreement dated December 11, 2013 entered into between the Company and Mr. Franz Hauber with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mr. Franz Hauber provided that the remuneration payable to Mr. Franz Hauber shall not exceed the maximum limits for payment of managerial remuneration specified in the Companies Act, 2013.”

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“RESOLVED FURTHER THAT in the event of Mr. Franz Hauber 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, Mr. Franz Hauber 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.”

Item No.7: Ordinary Resolution for appointment of Mr.B.Steinruecke as an Independent Director.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Bernhard Steinruecke, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

Item No.8: Ordinary Resolution for appointment of Mrs. Renu S Karnad as an Independent Director.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mrs. Renu S Karnad, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

Item No.9: Ordinary Resolution for appointment of Mr. Prasad Chandran as an Independent Director.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read





with Schedule IV to the Companies Act, 2013, Mr. Prasad Chandran, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

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Item No.10: Ordinary Resolution for appointment of Mr. Bhaskar Bhat as an Independent Director.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Bhaskar Bhat, Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from April 01, 2014 up to March 31, 2019.”

All the above resolutions, which were put to vote, were passed with requisite majority.

Sd/-
Chairman
Dated: 27.06.2014

**Certified True Copy
For Bosch Limited**

**R. Vijay
Dy. Company Secretary**

