



BOSCH

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Corporate Relationship Department
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Mumbai – 400 001
Scrip code:500530

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051
Scrip code: BOSCHLTD

January 01, 2019

Dear Sir/Madam,

Sub: Minutes of the Proceedings in relation to Declaration of Results on voting by Postal Ballot and E-voting:

Please find enclosed the minutes of the proceedings in relation to declaration of results on voting by postal ballot and e-voting declared on December 10, 2018 in respect of the Special Resolution passed by the members of the Company for approval of Buy-back of up to 10,28,100 equity shares of the Company.

We request you to kindly take the above on record as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

**Yours faithfully,
for Bosch Limited,**

**Rajesh Parte
(Company Secretary
& Compliance Officer)**

MINUTES OF THE PROCEEDINGS HELD ON MONDAY, DECEMBER 10, 2018 AT THE REGISTERED OFFICE OF BOSCH LIMITED AT HOSUR ROAD, ADUGODI, BENGALURU - 560 030 AT 1800 HRS. RELATING TO DECLARATION OF RESULTS ON THE VOTING BY POSTAL BALLOT AND E-VOTING CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("ACT") READ WITH RULE 22(1) OF COMPANIES (MANAGEMENT AND ADMINISTRATION), RULES, 2014 (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT OR AMENDMENT THEREOF) ON THE SPECIAL RESOLUTION AS SET OUT IN THE NOTICE DATED NOVEMBER 05, 2018.

Pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the following item was recommended by the Board of Directors, for approval of shareholders, in its meeting held on November 05, 2018 to be passed by means of a Postal Ballot including e-voting:

Resolution No. 1 – Special Resolution:

Buyback of up to 10,28,100 (Ten Lakh Twenty Eight Thousand One Hundred) fully paid up Equity Shares (representing up to 3.37% of the paid up Equity Shares Capital of the Company) of face value of Rs. 10 each at a price of Rs. 21,000 per share (Rupees Twenty One Thousand only) payable in cash for an aggregate amount not exceeding Rs. 21,59,01,00,000 (Rupees Two Thousand One Hundred Fifty Nine Crores and One Lakh only).

The Company had, on November 09, 2018, completed dispatch of the Postal Ballot Notice dated November 05, 2018, through its Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited to the shareholders, whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, November 02, 2018, under Section 110 of the Companies Act, 2013 ("Act") read with Rule 22(1) of Companies (Management And Administration), Rules, 2014 (including any statutory modifications or re-enactments or amendments thereof) for obtaining the consent of the shareholders for the following Special Resolution through Postal ballot process including e-voting.

Mr. Pramod S.M. of BMP & Co., LL.P. Practicing Company Secretaries was appointed as Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner. The period of e-voting commenced on Sunday, November 10, 2018 at 9 a.m. and closed on Monday, December 10, 2018. The last date for receipt of duly completed Postal Ballot Form was Monday, December 10, 2018 up to 5 p.m.

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Mr. Pramod S. M., the Scrutinizer, submitted his report on December 10, 2018 and the same was countersigned by Mr. Rajesh Parte, Company Secretary & Compliance Officer as authorized by the Chairman.

The following is the summary of the report submitted by the Scrutinizer:

Mode of Voting: Postal Ballot and E-voting

Resolution No. 1 – Special Resolution:

Buyback of up to 10,28,100 (Ten Lakh Twenty Eight Thousand One Hundred) fully paid up Equity Shares (representing up to 3.37% of the paid up Equity Shares Capital of the Company) of face value of Rs. 10 each at a price of Rs. 21,000 per share (Rupees Twenty One Thousand only) payable in cash for an aggregate amount not exceeding Rs. 21,59,01,00,000 (Rupees Two Thousand One Hundred Fifty Nine Crores and One Lakh only).

1. 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
E- voting	677	24,468,270	99.59
Voting by Postal Ballot	154	94,311	0.38
Total	831	24,562,581	99.97

2. 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
E- voting	51	1,948	0.01
Voting by Postal Ballot	24	4,382	0.02
Total	75	6,330	0.03

3. Invalid Votes:

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)
E- voting	0	0
Voting by Postal Ballot	34	573
Total	34	573

Final Analysis

Mode of Voting: Combining the E-voting and voting by Postal Ballot:

Total Number of members exercised their votes	Voted in Favour	Percentage (in favour)	Voted against	Percentage (in against)	Result
906	24,562,581	99.97	6,330	0.03	Approved

Mr. Rajesh Parte, Company Secretary & Compliance Officer, being the person authorized to declare the results of the Postal Ballot, reviewed and accepted the report of the Scrutinizer and the related voting results. After the review, the following resolution was declared to be passed by the members of the Company as a Special Resolution, by means of the Postal ballot including e-voting, on December 10, 2018:

“RESOLVED THAT pursuant to Article 56 of the Articles of Association of the Company and provisions of Section 68, 70, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), Companies (Share Capital and Debentures) Rules, 2014 (the **“Share Capital Rules”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended from time to time (the **“Buyback Regulations”**), and subject to such approvals, permission and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, sanctions and permissions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which shall include any committee constituted/ to be constituted by the Board of Directors of the Company to exercise powers conferred by this resolution), consent of the Members be and is hereby accorded for buyback of up to 10,28,100 (Ten Lakh Twenty Eight Thousand one Hundred) fully paid up equity shares (representing up to 3.37% of the paid up equity share capital of the Company) of face value of Rs.10 each (hereinafter referred to as the **“Equity Shares”** or **“Shares”**) at a price of Rs.21,000 per Share (Rupees Twenty One Thousand only) payable in cash for an aggregate amount not exceeding Rs.21,590,100,000 (Rupees Two Thousand One Hundred Fifty Nine Crores and One Lakh only), excluding brokerage, transactional charges and taxes (if any), which is less than 25% of the paid up share capital and free reserves of the Company as per the audited financial results of the Company for the year ended March 31, 2018, out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on record date, on a proportionate basis through “tender offer” route as prescribed under the Buyback Regulations (**“Buyback”**).

RESOLVED FURTHER THAT the Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the “Streamlining the Process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buy Back and Delisting of Securities” as prescribed under the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016.

RESOLVED FURTHER THAT the Company may Buyback shares from the existing Members of the Company as on record date on a proportionate basis, provided that 15% of the number of shares under the Buyback or the number of shares entitled as per the shareholding of small Shareholders, whichever is higher, shall be reserved for small Shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc., shall be subject to such approvals if and to the extent necessary or required including approvals from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company (“**Buyback Committee**”) in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the record date, entitlement ratio, the timeframe for completion of Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filling of the public announcement, the draft letter of offer / letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons as may be required from time to time, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and /or any obligation on the part of Company or the Board to Buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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For Bosch Limited



Rajesh Parte
Company Secretary & Compliance Officer

