



**BOSCH**

Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
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

Bosch Limited  
Post Box No:3000  
Hosur Road, Adugodi  
Bangalore-560030  
Karnataka, India  
Tel +91 80 67524938  
  
www.bosch.in  
L85110KA1951PLC000761

06.05.2022

Dear Sir/Madam,

**Sub-Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process.**

With reference to the above subject, we herewith enclose the copy of minutes of resolutions passed by way of Postal Ballot through remote e-voting process on April 07, 2022. The results of Postal ballot were announced vide our letter dated April 08,2022.

Please take the above intimation on record and acknowledge.

Thanking you.

**Yours Sincerely,  
for Bosch Limited,**

**Divya Ajith  
Company Secretary  
& Compliance Officer**

Encl: as above

**MINUTES OF RESOLUTIONS AS SET OUT IN THE NOTICE DATED FEBRUARY 09, 2022 PASSED BY MEMBERS OF THE COMPANY BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING, RESULTS OF WHICH WERE DECLARED ON APRIL 07, 2022**

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Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard-2 on General Meetings (the 'SS-2'), General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), the Board of Directors in its meeting held on February 09, 2022 approved the notice of postal ballot seeking approval of shareholders by means of postal ballot through remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. Dispatch of the Postal Ballot Notice dated February 09, 2022 was completed on March 08, 2022, in electronic mode through e-voting agency CDSL to the shareholders, whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, March 04, 2022. Assent or dissent of the Members on the resolutions contained therein were sought only through remote e-voting.

Mr. N.D. Satish Practicing Company Secretary (ICSI Membership No. FCS 10003) was appointed as Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The period of remote e-voting commenced on Wednesday, March 09, 2022 at 9.00 a.m. (IST) and closed on Thursday, April 07, 2022 at 5.00 p.m. (IST).

Mr. N.D. Satish, the Scrutinizer, submitted his report on April 08, 2022 and the results of Postal Ballot through remote e-voting were declared on Friday, April 08, 2022 by the Company Secretary.

The details of voting on the resolutions as per the Scrutinizer's report are as under:

**Resolution No. 1 – Special Resolution:**

**Re-appointment of Mr. Soumitra Bhattacharya (DIN:02783243) as Managing Director from July 01, 2022 to June 30, 2023**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ( "the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Soumitra Bhattacharya (DIN: 02783243) as a Managing Director from July 01, 2022 to June

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30, 2023 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013 including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to revise the terms and conditions of re-appointment including determination of remuneration payable to Mr. Bhattacharya as a Managing Director (hereinafter referred to as the appointee) within the scale of salary as set out in the explanatory statement, in such manner as the Board may in its absolute discretion deem fit from time to time.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

SI No.	Particulars	No. of E-ballot forms	No. of shares	% of paid-up capital	% of total vote cast
1.	Total E-ballot forms received	552	26126696	88.58	-
2.	Less: Invalid E-ballot forms (as per E-voting)	-	-	-	-
3.	Net valid E-ballots	552	26126696	88.58	-
4.	E-ballot forms with assent for the resolution (as per register)	436	25535877	86.58	97.74
5.	E-ballot forms with dissent for the resolution (as per register)	116	590819	2.00	2.26

Result of voting through Postal Ballot by remote e-voting

Total number of members exercised their votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
552	25535877	97.74	590819	2.26	Approved

**Resolution No. 2 – Ordinary Resolution:**

**To appoint Mr. Guruprasad Mudlapur (DIN:07598798) as a Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or modification(s) thereto, or enactment(s) or re-enactment(s) thereof, for the time being in force), read with Articles of Association of the Company, and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Guruprasad Mudlapur (DIN: 07598798)

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who was appointed as an Additional Director of the Company effective from February 09, 2022 in terms of Section 161 of the Companies Act 2013, and being eligible, offers himself for appointment and in respect of whom, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the said Act, proposing his candidature for the office of Director and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby elected and appointed as a Director of the Company liable to retire by rotation.”

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

SI No.	Particulars	No. of E-ballot forms	No. of shares	% of paid-up capital	% of total vote cast
1.	Total E-ballot forms received	551	26126696	88.58	-
2.	Less: Invalid E-ballot forms (as per E-voting)	-	-	-	-
3.	Net valid E-ballots	551	26126696	88.58	-
4.	E-ballot forms with assent for the resolution (as per register)	500	25933434	87.93	99.26
5.	E-ballot forms with dissent for the resolution (as per register)	51	193262	0.65	0.74

Result of voting through Postal Ballot by remote e-voting

Total number of members exercised their votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
551	25933434	99.26	193262	0.74	Approved

**Resolution No. 3 –Special Resolution:**

**To appoint Mr. Guruprasad Mudlapur (DIN:07598798) as Joint Managing Director from February 09, 2022 to February 08, 2025**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V thereto read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Guruprasad Mudlapur (DIN: 07598798) as a Joint Managing Director of the Company from February 09, 2022 to February 08, 2025 and for the payment of remuneration as set out in the explanatory statement pursuant to Section 102 of the Companies Act, 2013, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Joint Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall deem to include any Committee thereof) be and is hereby authorized to revise the terms and conditions of appointment including determination of remuneration payable to Mr. Guruprasad Mudlapur (DIN: 07598798) as Joint Managing Director (herein referred to as appointee) within the scale of salary as set out in the explanatory statement, in such manner as the Board may in its absolute discretion deem fit from time to time.

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**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Result of voting through Postal Ballot by remote e-voting

Sl No.	Particulars	No. of E-ballot forms	No. of shares	% of paid-up capital	% of total vote cast
1.	Total E-ballot forms received	552	26126696	88.58	-
2.	Less: Invalid E-ballot forms (as per E-voting)	-	-	-	-
3.	Net valid E-ballots	552	26126696	88.58	-
4.	E-ballot forms with assent for the resolution (as per register)	436	25560303	86.66	97.83
5.	E-ballot forms with dissent for the resolution (as per register)	116	566393	1.92	2.17

Result of voting through Postal Ballot by remote e-voting

Total number of members exercised their votes	Voted in Favour	Percentage (in favour)	Voted Against	Percentage (in against)	Result
552	25560303	97.83	566393	2.17	Approved

Accordingly, the resolutions as set out in Notice have been approved and passed by the shareholders. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e. Thursday, April 07, 2022.

Sd/-  
(CHAIRMAN)