BOSCH

Bosch Limited
Post Box No:3000
Hosur Road, Adugodi
Bangalore-560030
Karnataka, India
Tel +91 80 41768626
Fax +91 80 2299 2181
www.boschindia.com
L85110KA1951PLC000761

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

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

03.03.2016

Dear Sir/Madam,

Sub: Postal Ballot Notice & Postal Ballot Forms.

In compliance with applicable regulation including Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Please find enclosed a copy of the Postal Ballot Notice along with Postal Ballot Form for your information and records.

Thanking you,

Yours faithfully,
for Bosch Limited,

(R. Vijay)
Deputy Company Secretary

BOSCH LIMITED

("the Company")

Registered Office: P.B. No. 3000, Hosur Road, Adugodi, Bengaluru – 560 030
Tel: +91 80 2299 2310; 2299 2315; Website: www.boschindia.com
email: investor@in.bosch.com ; CIN: L85110KA1951PLC000761

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Rule 20 and Rule 22(1) of Companies (Management and Administration) Rules, 2014, as amended, read with Section 108 and Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act and the said rules, seeking approval of the Members to the proposed resolutions appended below by means of a Postal Ballot / e-voting. A statement setting out material facts pursuant to Section 102 of the Act is annexed herewith. The Board of Directors at their meeting held on February 05, 2016 appointed Mr. Pramod S M of HBP & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer is willing to be appointed and is available for the purpose of ascertaining the requisite majority.

Members desiring to exercise their vote through postal ballot are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed in the enclosed pre-paid self addressed business reply envelope. Members may also send the Form by courier, registered post or speed post at their own expense. The Postal Ballot Form(s) may also be deposited personally at the address given on the pre-paid self addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. IST on Saturday, April 02, 2016. Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "SEBI LODR") and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("e-voting") to its Members to enable them to cast their votes through e-voting instead of returning duly filled-up Postal Ballot forms. The Company has engaged services of National Securities Depository Limited ("NSDL") as its agency for providing e-voting facility to Members of the Company. It may be noted that e-voting is optional. Member may opt for only one mode of voting. In case a member has voted through e-voting, he/she shall not use the Postal Ballot Form to cast his or her vote. If a member casts vote through e-voting as well as Postal Ballot Form, the vote cast through e-voting would be considered and the vote cast through physical Postal Ballot shall be treated as invalid.

The e-voting commences on Friday, March 04, 2016 at 9.00 a.m. IST and ends on Saturday, April 02, 2016 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.

Upon completion of the scrutiny of postal ballots received in electronic and physical mode, the Scrutinizer will submit his report to the Chairman or Managing Director or Joint Managing Director of the Company. The result of the postal ballot along with the Scrutinizer's report will be announced on Monday, April 04, 2016 on or before 5.00 p.m. IST through the website of the Company viz., www.boschindia.com and will also be communicated to the Stock Exchanges on which shares of the Company are listed. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The resolutions, if passed, shall be deemed to have been passed on Saturday, April 02, 2016 i.e., the last day for receipt of duly completed Forms and e-voting.

SPECIAL BUSINESS:

1. 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 thereto (including any statutory modification or re-enactment or amendment thereof for the time being in force) and in partial modification of the resolution passed at the Annual General Meeting held on August 28, 2015, approval of the Members be and is hereby accorded for the revision in the annual base salary and salary range of Mr. Soumitra Bhattacharya, Joint Managing Director (DIN: 02783243) with effect from January 01, 2016, for the unexpired period of his term as under:

Annual Base Salary	From ₹ 11,042,400 p.a. (gross) to ₹ 14,193,600 p.a. (gross)
Salary Range	From '₹ 7,000,000 p.a. (gross) to ₹ 14,000,000 p.a. (gross)' to '₹ 14,000,000 p.a. (gross) to ₹ 30,000,000 p.a. (gross)'

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 and August 28, 2015, shall continue to remain in force and effect in accordance with the terms thereof."

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

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification or re-enactment or amendment thereof for the time being in force) and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary and subject to such terms and conditions as may be imposed by them, if any, approval of the Members be and is hereby accorded for sale and transfer of the Company's Starter Motors and Generators Business, along with all its employees, assets (except land) and liabilities ("SG-IN"), as a going concern and by way of a slump sale to a subsidiary of Robert Bosch Starter Motors Generators Holding GmbH ("SG GmbH"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 for a lump sum consideration of ₹ 4,862 million subject to necessary adjustments in working capital values between November 30, 2015 (valuation date) and the effective date of transfer and other transactional requirements.

RESOLVED FURTHER THAT the Board of Directors (which expression shall include any Committee constituted or to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matter, take necessary steps it may in its absolute discretion deem necessary, desirable or expedient to give effect to the foregoing resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board

S. Karthik
Company Secretary
Membership No.: A6768

Bengaluru
February 15, 2016

Notes:

1) Statement setting out material facts as per Section 102(1) of Companies Act, 2013 (the "Act") is annexed hereto.

2) Notice along with the Statement setting out material facts and the Postal Ballot Form is being sent to Members:
   (a) whose names appear as Beneficial Owners as at the end of business hours on Friday, February 19, 2016 (cut-off date) in the list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in dematerialized form; and
   (b) whose names appear as Members in the Register of Members of the Company on Friday, February 19, 2016 (cut-off date).

   Any person who is not a member of the Company at the date specified above (i.e., February 19, 2016) shall treat the Notice for information purposes only.

3) General instructions with respect to the Postal Ballot procedure is enumerated below:
   (a) A member desiring to exercise vote by Postal Ballot shall complete the Postal Ballot Form and send it duly filled and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot Form, if sent by courier or registered post or speed post at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. Assent (FOR) or dissent (AGAINST) received in any other form or manner shall be considered as invalid.
   (b) The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.
   (c) Duly completed Postal Ballot Form should reach the scrutinizer not later than 5 PM IST on April 02, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
   (d) There will be only one Postal Ballot Form for every Folio/ DPID_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
   (e) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.
   (f) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
   (g) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's Website (www.boschindia.com) under 'Shareholders Information' and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.
   (h) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
   (i) Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
      i) A form other than one issued by the Company has been used;
      ii) It is not possible to determine without any doubt the assent or dissent of the member;
      iii) Neither assent or dissent is mentioned;
      iv) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
      v) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;

vi) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.

(j) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member(s) as on February 19, 2016.

(k) Voting by Postal Ballot or through e-voting may be exercised by the Members or their duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.

(l) The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot forms. E-voting is optional. The detailed procedure for e-voting is enumerated under Note 7 of this Notice.

4) As per Section 108 and Section 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Notice of Postal Ballot may be served on the Members, ***inter-alia,*** through electronic means, namely, registered email ID of the recipients. Members, who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email or from the link www.evoting.nsdl.com or from the 'Shareholder Information' section on the Company's website (www.boschindia.com) and send the duly completed and signed form to the Scrutinizer.

5) In this Notice and statement of material facts the term "Shareholder(s)" and "Member(s)" are used interchangeably.

6) In this Notice and statement of material facts, unless otherwise expressly stated, "Board" shall mean the Board of Directors of Bosch Limited.

7) The detailed instructions on the e-voting procedure, is enumerated below:

(I) The process and manner for e-voting is as under:

a. In case a Member receiving e-mail from NSDL [*for Members whose email IDs are registered with the Company/ Depository Participants(s)*] :

i Open email and open PDF file viz.; "BOSCHpostalballot.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive any PDF file in case you are already registered with NSDL

ii Launch internet browser and type the following URL: https://www.evoting.nsdl.com/

iii Click on Shareholder – Login

iv In case you are logging in for the first time –

a) Put User ID and password as initial password noted in step (i) above. Click Login.

b) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v Home page of e-voting will open. Click on e-voting --> Active Voting Cycles.

vi Select "EVEN" of Bosch Limited. You can login any number of times on e-voting platform of NSDL till you have voted on all the resolutions during the voting period i.e. till 5.00 p.m. IST on Saturday, April 02, 2016.

vii Cast vote page opens.

viii Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

ix Upon confirmation, the message "Vote cast successfully" will be displayed.

x Please note that once you have voted on the resolution(s), you will not be allowed to modify your vote.

xi Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter to the Scrutinizer through e-mail to pramod@adyanta.co.in with a copy marked to evoting@nsdl.co.in

b. In case a Member receives physical copy of the Postal Ballot Form [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i Initial password is provided in the Postal Ballot Form as under:

EVEN (Electronic voting Event Number)	USER ID	PASSWORD

ii Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.

(II) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. Alternatively, Members may also contact the below mentioned officer of the Company for any grievance related to e-voting:-

Mr. Prakash V

Bosch Limited, P.B. No. 3000, Hosur Road, Adugodi, Bengaluru – 560 030

Deputy Manager – Secretarial Department

Ph: (080) 2299 2310; 2299 2315; e-mail: investor@in.bosch.com or venkataramanprakash@in.bosch.com

(III) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(IV) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT")

ITEM NO. 1

Mr. Soumitra Bhattacharya was appointed as Joint Managing Director of the Company for a period of 4 years commencing from January 01, 2013. The Board of Directors, subject to approval of the Shareholders, at their meeting held on February 05, 2016, on recommendation of Nomination and Remuneration Committee, revised the annual base salary of Mr. Soumitra Bhattacharya from ₹ 11,042,400 p.a. (gross) in the range of ₹ 7,000,000 p.a. to ₹ 14,000,000 p.a. (gross) to ₹ 14,193,600 p.a. (gross) in the range of ₹ 14,000,000 p.a. (gross) to ₹ 30,000,000 p.a. (gross) as a part of the Annual Salary review process in accordance with the Remuneration Policy of the Company for the Senior Management. As the said revision exceeds the range approved by the Shareholders at the Annual General Meeting (AGM) held on August 28, 2015, approval of Shareholders is being sought. Except as stated herein, all other terms and conditions of his appointment as approved by the Shareholders at the AGM held on June 05, 2013 and August 28, 2015 remain unchanged.

Mr. Bhattacharya, aged 55 years, is a Chartered Accountant from the Institute of Chartered Accountants of India. During his tenure with the Bosch Group he has held various senior management positions. He has also served as Commercial Director of Robert Bosch, Turkey, and as General Manager at the Feuerbach Plant - Robert Bosch GmbH, Germany. Prior to his appointment to the Board, Mr. Bhattacharya headed the commercial functions of Company's Nashik and Jaipur Plants besides Corporate Planning & Controlling. He is also the Chief Financial Officer of the Company.

Mr. Bhattacharya holds directorship in the following companies other than Bosch Limited:- (i) Bosch Electrical Drives India Private Limited, (ii) MICO Trading Private Limited, (iii) Robert Bosch Automotive Steering Private Limited and (iv) ZF Steering Gear (India) Limited. He is an Executive Committee member of Automotive Component Manufacturers Association of India and Southern Council member of Confederation of Indian Industries. Mr. Bhattacharya is a member of "Corporate Social Responsibility Committee" and Chairman of "Risk Management Committee" of the Company.

A copy of the Second Supplementary Agreement dated February 15, 2016, First Supplementary Agreement dated March 04, 2015 and the Main Agreement dated December 07, 2012 (hereinafter together referred to as "Agreements") setting out the remuneration payable to Mr. Bhattacharya are available for inspection in physical and in electronic form upto the date of declaration of results. Physical copy of the Agreements are available for inspection at the registered office during any working day except Saturdays, Sundays and Public Holidays between 10.00 a.m. IST to 5.00 p.m. IST. In case any member is desirous of inspecting the Agreements in electronic form, may write to the Company at investor@in.bosch.com.

Mr. Bhattacharya has attended all the Board Meetings held till date of this notice during the financial year 2015-16.

Mr. Bhattacharya does not hold any share in the Company and is not related to any other Director or Key Managerial Personnel (KMP) or their relatives.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 1 for approval of the Members.

Except Mr. Bhattacharya, none of the Directors or Key Managerial Personnel, or their relatives are in any way concerned or interested (financially or otherwise) in the resolution set out at Item No. 1.

ITEM NO. 2

Attention of Members is invited to Company's letter dated June 09, 2015 to stock exchanges, vide which it was informed that the Bosch Group world-wide intends to realign its Starter Motors and Generators division ("SG"). This realignment of the SG division will improve the division's growth prospects in a market characterized by tough competition and cost pressure. This is intended to be carried out in two phases. In the first phase SG division will be carved out to a new entity under a common holding company for SG division worldwide. In the second phase a joint venture partner or a buyer will be identified and accordingly the said business will be transferred. The proposed re-alignment would enable the SG business to tap into additional growth opportunities in those regions in which it does not yet have such a broad presence. Finding a partner or buyer for the Starter Motors and Generators division will make it possible for the Bosch Group to devote more attention to other strategic areas.

SG business forms part of the Mobility Solutions division of Bosch group and is engaged in the following operations:-

a. Starter motors and generators for passenger cars and commercial vehicles
b. Start/stop starter motors for start/stop systems
c. Electric motors for mild hybrid vehicles

SG Business in India (SG-IN) was established in 1989 and is engaged in the business of manufacturing and selling of Starter Motors and Generators. SG-IN achieved break-even in 2013 and is currently operating at low margins. While SG-IN contributes approximately 10% to the total turnover of the Company, its contribution to the Earnings before Interest & Tax is approximately 1%. SG-IN currently employs more than 500 employees. Key SG-IN products are part of the global platform and SG-IN is highly dependent for product and process competence on Bosch globally. The other dependencies include intellectual properties associated with softwares, licences, IT infrastructure, proprietary tools and platforms. Exports contributes approximately 35 – 40 % of SG-IN revenue mainly supported from Bosch group.

Due to presence of a number of players in the market, SG is a commodity business driven by cost and price pressures. In event of discontinuation of support of the Bosch group, the business of SG-IN cannot be run profitably and may have adverse implications from the market rendering the business unsaleable to a third party. The sale of SG-IN business in line with global realignment would enable the Company to focus more on core powertrain technology areas in mobility solutions and other growth areas.

KPMG India Private Limited ("KPMG") were appointed for carrying out an independent valuation of SG-IN business. In addition, Ernst & Young Merchant Banking Services Private Limited ("EY") were engaged to provide a fairness opinion on the Valuation Report. KPMG has estimated an enterprise value of ₹ 4,862 million for SG-IN and EY has opined that the same

is fair and reasonable. The Audit Committee and the Board at their Meetings held on February 05, 2016, approved the sale and transfer of SG-IN along with all its employees as a going concern on a slump sale basis to a 100% subsidiary of Robert Bosch Starter Motors Generators Holding GmbH, Germany. Based on the recommendation of the Audit Committee, the Board has fixed a lump sum consideration of ₹ 4,862 million for the transfer of SG-IN subject to necessary adjustments in working capital values between November 30, 2015 (valuation date) and the effective date of transfer of SG-IN. In addition to the enterprise value, a contingent consideration is agreed in case the implicit sale price of SG-IN is higher than above stated enterprise value on account of sale (partially or full) of global SG business to a third party and the global sale happens within 18 months from the approval of the Board of Bosch Ltd for sale of SG-IN. The Board is of the opinion that the said sale is in the interest of the Company, Shareholders, customers, employees and other stakeholders.

The copy of the aforesaid reports of KPMG and EY are available for inspection in physical and in electronic form upto the date of declaration of results. Physical copy of the reports are available for inspection at the registered office during any working day except Saturdays, Sundays and Public Holidays between 10.00 a.m. IST to 5.00 p.m IST. In case any member is desirous of inspecting the aforementioned reports in electronic form, may write to the Company at investor@in.bosch.com.

Information pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended:

Sl No.	Particulars	Remarks
1.	Name of the Related Party	The buyer (currently being incorporated in India) would be a subsidiary of Robert Bosch Starter Motors Generators Holding GmbH, Germany.
2.	Nature of Relationship	The proposed buyer would be a subsidiary of Robert Bosch Starter Motors Generators Holding GmbH, Germany (new SG), which is a subsidiary of Robert Bosch Investment Nederland BV, which in turn is a subsidiary of Robert Bosch GmbH, Germany – holding company of the Company. It is a related party within the meaning of Section 2(76) of the Companies Act, 2013.
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Material terms are as follows:- (i) All assets (except land referred to (iii) below), liabilities together with employees to be transferred as a going concern on a slump sale basis for an aggregate consideration of ₹ 4,862 million subject to necessary adjustments in working capital values between November 30, 2015 (valuation date) and the effective date of transfer. (ii) In the event the global Starter Motors and Generators Business is sold to a third party (either partially or full), on or before 18 (eighteen) months from the date of approval of the Board for sale of SG-IN, resulting in the implicit price for SG-IN being higher than the price at which the Company is currently selling SG-IN, the Company shall then be entitled to an additional consideration equal to the difference between the implicit price agreed with the third party for the SG-IN and the current sale consideration. (iii) The land (admeasuring approximately 11 acres or 45,000 sq.meters) at Naganathapura, Bengaluru, on which SG-IN is operating would continue to be with the Company and would be leased to the proposed new SG subsidiary at fair market value, initially for period of 15 years and on such other terms and conditions as may be mutually agreed between the Company and the new SG subsidiary.

4.	Name of the Director or Key Managerial Personnel who is related, if any	None
5.	Whether the transactions have been approved by Audit Committee	Yes
6.	Any other information relevant or important for the Members to take a decision on the proposed resolution	All relevant information have been mentioned in the foregoing paragraphs. A corporate presentation in relation to this Item of Business has also been hosted on the website of the Company viz. www.boschindia.com and can be accessed at http://www.boschindia.com/media/in/documents/our_company_1/shareholder_information_1/2016_1/Corporate_Presentation_2016.pdf.

The said transaction being with a related party and not in the ordinary course of business, requires the approval of Shareholders by way of an Ordinary Resolution under Section 188 of the Act. Robert Bosch GmbH, holding company, though not a related party in the context of this resolution, has decided to abstain from voting keeping in view its commitment to ethical and governance practices.

None of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested (financially or otherwise) in this Resolution or the proposed new SG subsidiary or its holding company.

Your Directors recommend the resolution at Item Nos 1 and 2 for approval of Members.

By Order of the Board

S. Karthik
Company Secretary
Membership No.: A6768

Bengaluru
February 15, 2016

BOSCH LIMITED

CIN:L85110KA1951PLC000761
Registered Office : P. B. No. 3000 Hosur Road, Adugodi, Bengaluru - 560 030
Tel: +91 80 22992310 ; 22992315| E-mail : investor@in.bosch.com ; Website: www.boschindia.com

POSTAL BALLOT FORM

Serial No.

Sl. No.	Particulars	Details
1.	Name(s) of Member(s) (including joint-holders, if any)	
2.	Registered address of the Sole/ First named member	
3.	Registered Folio No./ DPID / Client ID No.* (*Applicable to Members holding shares in dematerialised form)	
4.	Number of Share(s) held	
5.	I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through postal ballot/e-voting for the business stated in the Postal Ballot Notice of the Company dated February 15, 2016, by conveying my/our assent (For) or Dissent (Against) to the said resolutions by placing the tick (✔) mark at the appropriate box below :	

Item No.	Description	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Revision in remuneration of Mr. Soumitra Bhattacharya, Joint Managing Director, with effect from January 01, 2016			
2.	Sale and Transfer of the Starter Motors and Generators business of the Company			

Place:

Date:

Signature of Sole / First Named member

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password

NOTE :

1. Please read the instructions printed overleaf before filling this form and for e-voting, please refer instructions under Note no.7 in the Postal Ballot Notice sent herewith.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is April 02,2016.

INSTRUCTIONS

1) A member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot form, if sent by courier or by registered post/speed post at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal Ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.

2) This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of Joint holding, this form should be completed and signed by the first named member and in his absence, by the next named Member.

3) Duly completed Postal Ballot form should reach the scrutinizer not later than 5 PM IST on April 02, 2016. All Postal Ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.

4) There will be only one Postal Ballot Form for every Folio/ DP ID_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.

5) In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authority Letter preferably with attested specimen signatures of the duly authorised signatories.

6) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.

7) A Member may request for a duplicate Postal Ballot form, if so required or can download the Postal Ballot Form from the Company's Website (www.boschindia.com) under 'Shareholders Information' and the same duly completed should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one Postal Ballot Form from a Member, the last received Form would be considered and the earlier received Form(s) would be considered invalid.

8) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of a Postal will be final and binding.

9) Additionally, please note that the Postal Ballot Forms shall be considered invalid if:

   a) A form other than one issued by the Company has been used;

   b) It is not possible to determine without any doubt the assent or dissent of the member;

   c) Neither assent or dissent is mentioned;

   d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;

   e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;

   f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.

10) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member(s) on February 19, 2016 (cut off date).

11) Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.

12) The Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to enable them to cast their votes electronically instead of returning duly filled-up Postal Ballot Form. E-voting is optional. The detailed procedure for e-voting is enumerated in note 7 of the Notice of the Postal Ballot dated February 15, 2016.