

FAG Bearings India Limited

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G",
Bandra- Kurla Complex,
Bandra (E)
MUMBAI - 400 051

Company Code: FAGBEARING

April 29, 2016

Your Reference

Our Reference

Phone
(0265)

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(0265)

e-mail

A Member of the
Schaeffler Group

Sub: Voting Results of 53rd Annual General Meeting

Ref: Rule 20(4)(xvi) of the Companies (Management and Administration) Rules, 2014

Dear Sirs,

Please find enclosed Voting Results as declared by the Company along with Scrutinizer's Report on Remote E-voting and Poll conducted for 53rd Annual General Meeting of our Company held on April 27, 2016.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For FAG Bearings India Limited


Raj Sarraf

Company Secretary
ICSI M No.: ACS 15526

Vadodara



FAG Bearings India Limited

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Phone: +91 22 6681 4444 - 6681 4499

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CIN: L29130MH1962PLC012340

Sales Offices : Mumbai, Kolkata,

New Delhi, Chennai,

Pune, Bangalore,

Hyderabad,

Jamshedpur

Ludiana, Kanpur

Udaipur, Bhubaneswar

Encl: As above

FAG Bearings India Limited

CIN: L29130MH1962PLC012340



Declaration of Voting Results of 53rd Annual General Meeting

| Res. No. | Resolutions Proposed for Members' approval through Postal Ballot and E-voting | Total Number of Vote Casted | | | | | | | | | Result | |
|----------|---|---|---------|---------|------------------------------------|---------|---------|---------------------------|---------|---------|------------|--------|
| | | Remote E-Voting (April 24 to April 26, 2016) | | | by Poll Papers (April 27, 2016) | | | Total (April 29, 2016) | | | | |
| | | In Favour | Against | Invalid | In Favour | Against | Invalid | In Favour | Against | Invalid | Type | Passed |
| 1 | To receive, consider and adopt the Financial Statement including Balance Sheet as at December 31, 2015 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon. | 4,490,349 | 0 | 494,263 | 8,532,218 | 0 | 8,066 | 13,022,567 | 0 | 502,329 | Ordinary | Yes |
| 2 | To declare dividend for the year ended December 31, 2015. | 4,984,612 | 0 | - | 8,532,218 | 0 | 8,066 | 13,516,830 | 0 | 8,066 | Ordinary | Yes |
| 3 | To appoint a Director in place of Mr. Avinash Gandhi (DIN: 00161107) who retires by rotation and being eligible offers himself for re-appointment. | 4,871,084 | 531 | 112,997 | 8,532,218 | 0 | 8,066 | 13,403,302 | 531 | 121,063 | Ordinary | Yes |
| 4 | To appoint a Director in place of Mr. Dietmar Heinrich (DIN: 00928243) who retires by rotation and being eligible offers himself for re-appointment. | 4,871,290 | 325 | 112,997 | 8,532,218 | 0 | 8,066 | 13,403,508 | 325 | 121,063 | Ordinary | Yes |
| 5 | To ratify the appointment of Auditors and to fix their remuneration. | 4,984,612 | 0 | 0 | 8,532,216 | 2 | 8,066 | 13,516,828 | 2 | 8,066 | Ordinary | Yes |
| 6 | Approval on Material Related Party Transactions | 4,437,715 | 79477 | 467,420 | 3,035 | 0 | 8,066 | 4,440,750 | 79477 | 475,486 | Ordinary @ | Yes |
| 6 | Remuneration to the Cost Auditors | 4,984,612 | 0 | 0 | 8,532,217 | 1 | 8,066 | 13,516,829 | 1 | 8,066 | Ordinary | Yes |
| 8 | Remuneration to Non-executive Directors | 4,871,615 | 0 | 112,997 | 8,532,217 | 1 | 8,066 | 13,403,832 | 1 | 121,063 | Ordinary | Yes |

@ FAG Kugelfischer GmbH, being related party, has not participated in the Voting.



For FAG Bearings India Limited

Raj Kumar Sarraf
Raj Kumar Sarraf
 Company Secretary
 ICSM No. ACC 1550

To,
The Chairman of
53rd Annual General Meeting of
FAG Bearings India Limited
Held on the 27th day of April, 2016 at 3:00 p.m.
At Kamalnayan Bajaj Hall,
Ground Floor, Bajaj Bhavan,
Jamnalal Bajaj Marg, 226 Nariman Point,
Mumbai (MH) – 400 021 INDIA.

Scrutinizer's Report on Poll including remote e-voting in respect of passing of the resolutions contained in the Notice dated February 12, 2016.

Dear Sir,

I, Suresh Kumar Kabra, Partner, Samdani Kabra & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of FAG Bearings India Limited (the Company), for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), including the remote e-voting process at the 53rd Annual General Meeting of **FAG Bearings India Limited**, held on Wednesday, April 27, 2016 at 03:00 p.m.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of;

- (i) The Companies Act, 2013 and the Rules made there under, and
 - (ii) Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015,
- relating to the poll including remote e-voting.

My responsibility as a Scrutinizer is restricted to give a consolidated report on the votes cast by the members for the resolutions contained in the Notice dated February 12, 2016, based upon;

- a) the report generated from the e-voting platform provided by 'Central Depository Services (India) Limited' (CDSL), the authorized agency engaged by the Company to provide e-voting facilities, and
- b) the scrutiny of the polling papers received at the 53rd Annual General Meeting.

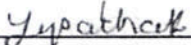
1. I, submit my report as under:

- 1.1 After declaration of the poll by the Chairman, three ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 1.2 The locked ballot boxes were subsequently opened by me in the presence of two witnesses namely Mr. Yog V. Pathak and Ms. Megha Jagirdar and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked



on April 27, 2016 around 6:00 p.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unlocked in their presence.


Mr. Yog V. Pathak


Ms. Megha Jagirdar

- 1.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
2. The results of the scrutiny of the above poll voting including remote e-voting in respect of passing of resolutions contained in notice dated February 12, 2016 is as under;

2.1 **Resolution No.1:**

To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2015 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number Members voted | of who | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|----------------------------|------------|---------------------------------|---|
| Poll | | 42 | 8,532,218 | 65.52 |
| Remote e-voting | | 109 | 4,490,349 | 34.48 |
| Total | | 151 | 13,022,567 | 100 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number Members voted | of who | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|----------------------------|-----------|---------------------------------|---|
| Poll | | 0 | 0 | 0.00 |
| Remote e-voting | | 0 | 0 | 0.00 |
| Total | | 0 | 0 | 0.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes caste by them |
|---------------------------------|---|---|
| Poll | 10 | 8,066* |
| Remote e-voting | 2 | 494,263** |
| Total | 12 | 502,329 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

** 2 shareholders holding 494263 shares have neither voted in favour nor voted against.



2.2 **Resolution No. 2:**

To declare Dividend for the year ended December 31, 2015.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 42 | 8,532,218 | 63.12 |
| Remote e-voting | 111 | 4,984,612 | 36.88 |
| Total | 153 | 13,516,830 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|---------------------------------|---|
| Poll | 0 | 0 | 0.00 |
| Remote e-voting | 0 | 0 | 0.00 |
| Total | 0 | 0 | 0.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8066* |
| Remote e-voting | 0 | 0 |
| Total | 10 | 8066 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

2.3 **Resolution No. 3:**

To appoint a Director in place of Mr. Avinash Gandhi (DIN: 00161107), who retires by rotation and being eligible offers himself for re-appointment.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 42 | 8,532,218 | 63.66 |
| Remote e-voting | 104 | 4,871,084 | 36.34 |
| Total | 146 | 13,403,302 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 0 | 0 | 0.00 |
| Remote e-voting | 2 | 531 | 100.00 |
| Total | 2 | 531 | 100.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|--|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 5 | 112,997** |
| Total | 15 | 121,063 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

** 5 shareholders holding 112997 shares have neither voted in favour nor voted against.



2.4. **Resolution No.4:**

To appoint a Director in place of Mr. Dietmar Heinrich (DIN: 00928243), who retires by rotation and being eligible offers himself for re-appointment.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 42 | 8,532,218 | 63.66 |
| Remote e-voting | 105 | 4,871,290 | 36.34 |
| Total | 147 | 13,403,508 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 0 | 0 | 0.00 |
| Remote e-voting | 1 | 325 | 100.00 |
| Total | 1 | 325 | 100.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 5 | 112,997** |
| Total | 15 | 121,063 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

** 5 shareholders holding 112997 shares have neither voted in favour nor voted against.

2.5. **Resolution No.5:**

To ratify appointment of Auditors and to fix their remuneration.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 40 | 8,532,216 | 63.12 |
| Remote e-voting | 111 | 4,984,612 | 36.88 |
| Total | 151 | 13,516,828 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 2 | 2 | 100.00 |
| Remote e-voting | 0 | 0 | 0.00 |
| Total | 2 | 2 | 100.00 |



(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 0 | 0 |
| Total | 10 | 8,066 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

2.6. **Resolution No.6:**

Approval on Material Related Party Transactions.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 42 | 3,035 | 0.07 |
| Remote e-voting | 101 | 4,437,715 | 99.93 |
| Total | 143 | 4,440,750 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 0 | 0 | 0.00 |
| Remote e-voting | 4 | 79,477 | 100.00 |
| Total | 4 | 79,477 | 100.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 6 | 467,420** |
| Total | 16 | 475,486 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

** 6 shareholders holding 467420 shares have neither voted in favour nor voted against.

2.7. **Resolution No.7:**

Remuneration to the Cost Auditors.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 41 | 8,532,217 | 63.12 |
| Remote e-voting | 111 | 4,984,612 | 36.88 |
| Total | 152 | 13,516,829 | 100.00 |



(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 1 | 1 | 100.00 |
| Remote e-voting | 0 | 0 | 0.00 |
| Total | 1 | 1 | 100.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 0 | 0 |
| Total | 10 | 8,066 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

2.8. **Resolution No.8:**

Remuneration to Non-executive Directors.

(I) Voted in Favour of the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 41 | 8,532,217 | 63.66 |
| Remote e-voting | 106 | 4,871,615 | 36.34 |
| Total | 147 | 13,403,832 | 100.00 |

(II) Voted against the Resolution:

| Particulars (Mode of Voting) | Number of Members who voted | Number of Votes cast by them | % of the total number of valid votes cast |
|---------------------------------|-----------------------------------|------------------------------------|---|
| Poll | 1 | 1 | 100.00 |
| Remote e-voting | 0 | 0 | 0.00 |
| Total | 1 | 1 | 100.00 |

(III) Invalid Votes:

| Particulars (Mode of Voting) | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---------------------------------|---|---------------------------------------|
| Poll | 10 | 8,066* |
| Remote e-voting | 5 | 112,997** |
| Total | 15 | 121,063 |

* 2 shareholders holding 300 shares have neither voted in favour nor voted against.

** 5 shareholders holding 112997 shares have neither voted in favour nor voted against.

Note: Figures in percentage have been rounded off to 2 decimal points.



3. All the resolutions are passed with requisite majority.
4. The poll papers and all other relevant records were sealed, kept in my safe custody and will be handed over to the Company Secretary for safe keeping after the chairman signs the minutes.

Thanking you,

Yours Faithfully,


Suresh Kumar Kabra
Partner
Samdani Kabra & Associates
Company Secretaries
CP # 9927



Date: April 29, 2016

Place: Vadodara

For FAG Bearings India Limited


Raj Kumar Sarraf
Company Secretary
ICSI M. No.- ACS 15526