SCHAEFFLER

FAG Bearings India Limited
Head Office & Works: Maneja, Vadodara (Gujarat) – 390013 India

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

Company Code: 505790

National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (E)
MUMBAI- 400 051

Company Code: FAGBEARING

Your reference, your message from	Our reference, our message from	Phone	Fax	Date
		+91-265-6602206	+91-265-2638804	19.06.2017

Sub : Declaration of Voting Results of Postal Ballot along with Scrutinizer's Report

Ref : Section 110 of the Companies Act, 2013 read with Reg. 22 of the Companies (Management and Administration) Rules, 2014

Dear Sirs,

This has reference to Postal Ballot Notice issued dated May 4, 2017 seeking approval of Share-holders on following Special Businesses;

1. Approval for change of name of the Company, and
2. Approval on adoption of new set of 'Articles of Association'.

In connection with above and pursuant to applicable provisions of Companies Act, 2013 read with rules made thereunder, please find enclosed Voting Results as declared by the Company along with Scrutinizer's Report on Postal Ballot and E-voting conducted during the period from May 19, 2017 to June 17, 2017.

Kindly take the same on record.

Yours faithfully,
For FAG Bearings India Limited

FAG Bearings India Ltd. Vadodara

Raj Sarraf
Company Secretary
ICSI M No.: ACS 15526

FAG Bearings India Limited

SCHAEFFLER

CIN: L29130MH1962PLC012340

Declaration of Voting Results of Postal Ballot

Res. No.	Resolutions Proposed for Members' approval through Postal Ballot & E-voting	Number of Votes Cast										Result	
		by Postal Ballot (May 19 to June 17, 2017)			through E-Voting (May 19 to June 17, 2017)			Total (June 19, 2017)					
		In Favour	Against	Invalid	In Favour	Against	Invalid	In Favour	Against	Invalid	Total	Type	Passed
1	Approval for change of name of the Company from 'FAG Bearings India Limited' to 'Schaeffler India Limited' with consequential alteration to Memorandum of Association and Articles of Association of the Company.	51,010	298	4,895	13,567,887	0	5	13,618,897	298	4,900	13,624,095	Special	Yes
2	Approval on adoption of new set of 'Articles of Association'.	50,072	272	5,859	13,546,479	5	21,408	13,596,551	277	27,267	13,624,095	Special	Yes

Summary

1. The Resolutions to all the agenda items have been passed by the Shareholders with almost full majority.
2. The Resolution for approval on 'Name Change' was voted 99.96% in favour. The Resolution for approval on 'Adoption of new set of Articles of Association' was voted 99.80% in favour.
3. Voting is calculated on the basis of " One Share = One Vote"

FAG Bearings India Ltd. Vadodara

For FAG Bearings India Limited

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

Consolidated Scrutinizer's Report

To,
The Chairman
FAG BEARINGS INDIA LIMITED
Nariman Bhavan 8th Floor,
227, Backbay Reclamation, Nariman Point
Mumbai (MH) - 400021

Scrutinizer's Report on Poll including voting by Electronic Means in respect of passing of the resolutions contained in the Postal Ballot Notice dated 4th May, 2017.

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of **FAG BEARINGS INDIA LIMITED** (the Company), for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the notice dated 4th May, 2017 through postal ballot.

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) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to voting through the Postal Ballot and by the electronic means. My responsibility as Scrutinizer is restricted to give a report on the votes cast by the members for the resolutions contained in the Postal Ballot Notice dated 4th May, 2017, based upon that;

a) The reports 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 physical postal ballot received till the time fixed for closing of the voting process i.e. till 5:00 p.m. on 17th June, 2017.

1. I submit my report as under:

1.1 A report on e-voting has been generated at 5:22 pm (i.e. after the time fixed for closing of the e-voting at 5:00 p.m. on 17th June, 2017) from the data assessable on the website https://www.evotingindia.com of Central Depository Services (India) Limited, the authorized agency to provide e-voting facility in presence of two witnesses, who are not in the

702, Ocean, Sarabhai Compound, Near Centre Square Mall, Dr. Vikram Sarabhai Road, Vadodara-390023.
Ph: +91 265 2311933-2988933, 9723462962. E-mail: cssamdani@gmail.com web:www.samdanishah.com

employment of the Company, namely Mr. Yog Vivek Pathak residing at A-4, University Staff Colony, Vallabh Vidyanagar - 388 120 and Ms. Ekta Dileep Chandel residing at B-8 Anandvilla Society, TP-13, Canal road, Chhani Jakat Naka, Vadodara-390024.

The witnesses have signed below in confirmation of the remote votes being unblocked in their presence:

Mr. Yog V. Pathak

Ms. Ekta D. Chandel

1.2 The Physical postal ballots, received till time fixed for closing of the Postal Ballot i.e. 5:00 p.m. on 17th June, 2017, were scrutinized and reconciled with the records maintained by the Company through its Registrar and Transfer Agent (i.e. M/s. Link Intime India Pvt. Ltd.) .

1.3 The Postal Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.

2. The result of the scrutiny of the above Postal Ballot voting including voting done by electronic means in respect of passing of resolutions contained in the postal ballot notice dated 4th May, 2017 is as under:

2.1 **Resolution No. 1:**
To consider and approve change of name of the Company from 'FAG Bearings India Limited' to 'Schaeffler India Limited' with consequential alteration to Memorandum of Association and Articles of Association of the Company. (Special Resolution)

Resolution 1							
Voting Description	Remote e-voting		Voting through Postal Ballots		Consolidated voting result		
	No. of Members who voted	No. of Shares for which votes Cast	No. of Members who voted	No. of Shares for which votes cast	Total no. of Members who voted	Total no. of Shares for which votes cast	% of votes to total no. of valid votes cast
Voted in **favor**	146	13567887	191	51010	337	13618897	100.00
Voted **against**	0	0	9	298	9	298	0.00
Total	146	13567887	200	51308	346	13619195	100
Invalid votes	3	5	47	4895	50	4900	N.A.

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2.2 **Resolution No. 2:**
To consider and approve adoption of new set of 'Articles of Association.' (Special Resolution)

Resolution 2							
Voting Description	Remote e-voting		Voting through Postal Ballots		Consolidated voting result		
	No. of Members who voted	No. of Shares for which votes Cast	No. of Members who voted	No. of Shares for which votes cast	Total no. of Members who voted	Total no. of Shares for which votes cast	% of votes to total no. of valid votes cast
Voted in **favor**	144	13546479	187	50072	331	13596551	100.00
Voted **against**	1	5	6	272	7	277	0.00
Total	145	13546484	193	50344	338	13596828	100
Invalid votes	4	21408	54	5859	58	27267	N.A.

3. All the figures shown in percentage have been rounded off to 2 decimal points.

4. The electronic data along with Postal Ballots and all the other relevant records relating to e-voting and the Postal Ballots received are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.

5. We report that the aforesaid resolutions are carried with requisite majority.

6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours Faithfully,

SAMDANI KABRA & ASSOCIATES • COMPANY SECRETARIES •

Suresh Kumar Kabra
Partner
Samdani Kabra & Asso.
Company Secretaries
CP No. 9927

Vadodara, June 19, 2017