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

Your Reference	Our Reference	Phone (0265)	Fax (0265)	e-mail

A Member of the Schaeffler Group

Sub: Declaration of Voting Results of Postal Ballot

Dear Sirs,

This has reference to our letter dated May 27, 2015 along with the Postal Ballot Notice seeking approval of members through Postal Ballot and E-voting with respect to following item;

- Approval on Scheme of Amalgamation of FAG Roller Bearings Private Limited with FAG Bearings India Limited

In connection with above and pursuant to applicable provisions of Companies Act, 2013, if any, please find enclosed Voting Results declared by the Company along with Scrutinizer's Consolidated Report thereon.

Kindly take the same on record.

Thanking you.

Yours faithfully,
For FAG Bearings India Limited

FAG Bearings India Ltd. Maneja Vadodara

Raj Sarraf
Company Secretary
ICSI M No. ACS 15526

Vadodara / June 30, 2015

Encl: As above

FAG Bearings India Limited
Head Office & Works :
Maneja,
Vadodara - 390 013 INDIA
Phone: +91 265 660 2000
Fax: +91 265 2638804
www.schaeffler.co.in
info.in@schaeffler.com

Registered Office:
Nariman Bhavan, 8th Floor,
227, Backbay Reclamation,
Nariman Point,
Mumbai - 400 021 INDIA
Phone: +91 22 6681 4444 - 6681 4499
Fax: +91 22 2202 7022

CIN: L29130MH1962PLC012340

Sales Offices : Mumbai, Kolkata, New Delhi, Chennai, Pune, Bangalore, Hyderabad, Jamshedpur

FAG Bearings India Limited

CIN: L29130MH1962PLC012340

Regd. Office: Nariman Bhavan 8th floor, 227 Backbay Reclamation,
Nariman Point, Mumbai - 400021, Maharashtra, India

Declaration of Results of Postal Ballot & E-voting

Res. No.	Resolutions Proposed for Members' approval through Postal Ballot and E-voting
1	To approve Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956, of FAG Roller Bearings Private Limited with FAG Bearings India Limited and their respective shareholders and creditors.

Total Number of Votes Casted									Result	
E-Voting (May 29 to June 29, 2015)			by Postal Ballot (May 29 to June 29, 2015)			Total (30th June 2015)				
In Favour	Against	Invalid	In Favour	Against	Invalid	In Favour	Against	Invalid	Type	Passed
4,722,327	0	0	264,715	0	3,922	4,987,042	0	3,922	Special @	Yes

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

FAG Bearings India Ltd. Maneja Vadodara

V. A. Thelkeir

For FAG Bearings India Limited

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

SAMDANI KABRA
and associates

Company Secretaries
GF-4, Tanishq, Opp. SBI Urmi Branch,
Productivity Road, Vadodara-390 020.
Ph.: +91-265-3054015, 3087289
Ph.: +91-265-2330583, 2321494
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Scrutinizer's Report

The Chairman
FAG Bearings India Limited
Nariman Bhavan, 8th Floor,
227 BackBay Reclamation,
Nariman Point,
Mumbai- 400021, Maharashtra

Date: 30th June, 2015

Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated 27th May, 2015 through Postal Ballot.

Dear Sir,

1. 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 scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolution contained in the notice dated 27th May, 2015 through postal ballot as follows:-

   - Approval of scheme of Amalgamation between FAG Roller Bearings Private Limited (FRB) and the Company

   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) Listing Agreements with the Stock Exchanges, relating to the Postal Ballot voting including voting by electronic means. My responsibility as Scrutinizer is restricted to give a report on the votes cast by the members for the resolution contained in the Notice dated 27th May, 2015, based upon;

   (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 for e-voting and
   (b) the scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e till 5:00 p.m. on 29th June, 2015.

2. I, submit my report as under:

   2.1 After the time fixed for closing of the e-voting, i.e. 5:00 p.m. on June 29th, 2015, a final electronic report of the e-voting was generated by me accessing the data available to me from website https://www.evotingindia.com of Central Depository Services(India) Limited, the authorized agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

   2.2 The Physical postal ballots, received till time fixed for closing of the Postal Ballot i.e. 5:00 p.m. on June 29th, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agency of the company and the authorizations lodged with the Company.

The results of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect of passing of resolution contained in notice dated 27th May, 2015 through Postal ballot, is as under:

3. **Special Resolution - Item No. 1: To Approve Scheme of Amalgamation between FAG Roller Bearings Private Limited (FRB) and the Company**

(I) Voted in Favour of the Resolution:

Postal Ballot Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Physical	208	264715	5.3081
Electronic (e-voting)	92	4722327	94.6919
Total	**300**	**4987042**	**100**

(II) Voted against the Resolution:

Postal Ballot Voting	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	0	0	0
Total	**0**	**0**	**0**

(III) Invalid Votes:

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	23	3922
Electronic (e-voting)	0	0
Total	23	3922

Note: Figures in percentage have been rounded off to 4 decimal points.

4. The resolution is passed with requisite majority. Only the public shareholders have voted for this aforesaid resolution.

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

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

Thanking you,

Yours truly,

Sureshkumar Kabra
Partner
Samdani Kabra & Associates
Company Secretaries
COP # 9927
Membership # 9711

SAMDANI KABRA & ASSOCIATES • COMPANY SECRETARIES •

Date: 30th June, 2015
Place: Vadodara