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

July 22, 2015

Your Reference	Our Reference	Phone (0265)	Fax (0265)	e-mail	A Member of the Schaeffler Group

Sub: Proceedings of Resolution passed through Postal Ballot

[Clause 31(d) of the Listing Agreement]

Dear Sirs,

Please find enclosed herewith Proceedings of Resolution passed through Postal Ballot for your reference and record purpose.

FAG Bearings India Ltd. MANEJA VADODARA-13.

Thanking you.

Yours faithfully,

For FAG Bearings India Limited

Raj Sarraf
Company Secretary
ICSI M No.: ACS 15526

Vadodara

Encl: As above

Megha Dave

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

SUMMARY OF RESULTS OF VOTING BY THE MEMBERS OF 'FAG BEARINGS INDIA LIMITED' ON AGENDA PERTAINING TO 'SCHEME OF AMALGAMATION' OF 'FAG ROLLER BEARINGS PRIVATE LIMITED', A WHOLLY OWNED SUBSIDIAY COMPNAY OF THE 'FAG BEARING INDIA LIMITED' THROUGH CIRCULATION OF POSTAL BALLOT TO ALL PUBLIC SHAREHOLDERS ON MAY 27, 2015.

Notice : Under the authority of the Board of Directors accorded in its meeting held on February 11, 2015, a notice pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with the Companies (Management and Administration) Rules, 2014 ("the **Rules**") (including any statutory modification or re-enactment thereof for the time being in force), and Clause 35B of the Listing Agreement executed by the Company with the BSE Limited and the National Stock Exchange of India Limited, and Securities and Exchange Board of India ("**SEBI**") Circulars bearing nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD//DIL/8/2013 dated 21st May, 2013 ("**SEBI Circulars**") containing;

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Was circulated to all public shareholders on May 27, 2015.

Resolutions Proposed for consideration:

"RESOLVED THAT pursuant to the SEBI Circulars bearing No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013 (together referred to as "SEBI Circulars"), the Observation Letter dated 11-May-2015 issued by the BSE Limited and the Observation Letter dated 11-May-2015 issued by the National Stock Exchange of India Limited, the Amalgamation as embodied in the Scheme of Amalgamation under Sections 391 to 394 of the Companies Act 1956, of FAG Roller Bearings Private Limited ("FRB") with the Company and their respective shareholders and creditors ("Scheme of Amalgamation") be and is hereby approved subject to any conditions as may be imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation."

"FURTHER RESOLVED THAT the Board of Directors (which includes any Committee thereof) of FAG Bearings India Limited , be and is hereby

authorised to do all such acts, deeds, matters and things as are considered requisite or necessary to effectively implement the Amalgamation embodied in the Scheme of Amalgamation and to accept such modification and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme of Amalgamation or by any authority under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out and/or implementing the Scheme of Amalgamation."

Voting Eligibility **:** All public shareholders (other than Promoters) whose name appeared on register of members as on May 15, 2015 were eligible for voting through electronic means or through physical delivery of ballot.

Voting Period **:** From: May 29, 2015 at 10:00 am
Till : June 29, 2015 at 5:00 pm

Voting by the Shareholders:

In total 323 number of shareholders participated in the Voting (including 92 through e-voting). Summary of the voting result:

Total Number of Vote Casted								
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
47,22,327	0	0	2,64,715	0	3,922	49,87,042	0	3,922

Scrutinizers **:** The Board of Directors of the Company, in compliance with Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, has appointed **Mr. Suresh Kabra, Practicing Company Secretary**, as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutinizers submitted their report on June 30, 2015, which along with results was sent to the Stock Exchanges [BSE Limited and National Stock Exchange of India Limited], was displayed at the registered office of the Company and made available on Company's website under the link as under;

http://www.schaeffler.co.in/content.schaeffler.co.in/en/company/fag_in_india/investorsrelations/investorrelations.jsp.

It was also published in at least 1(one) English and 1 (one) vernacular newspaper circulating in Maharashtra.

Out Come of Voting : Public Shareholder representing appx. 30% participated in the Voting, there being no vote against, the resolution was considered as passed with requisite majority.

Effective date of resolution:

The resolutions became effective on and from the date of announcement of result of the Postal Ballot to the Stock Exchanges.

Sd/-
Avinash Gandhi
CHAIRMAN

Delhi / June 30, 2015