FAG Bearings India Limited

Res. No.	Resolutions Proposed for Members' consideration in 52nd Annual General Meeting (on Friday, April 24, 2015 at Mumbai)	Total Number of Vote Casted						Result	
		E-Voting (15-17 April)		by Poll (24th April)		Total (25th Appril)			
		In Favour	Against	In Favour	Against	In Favour	Against	Type	Passed
1	To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2014 and the Statement of Profit and Loss for the year ended on date along with Directors' and Auditors' Report thereon.	35,16,705	-	85,44,610	-	1,20,61,315	-	Ordinary	Yes
2	To declare dividend for the year ended December 31, 2014	40,22,568	-	85,44,610	-	1,25,67,178	-	Ordinary	Yes
3	To appoint a Director in place of Mr. R. Sampath Kumar, who retires by rotation and being eligible offers himself for re-appointment.	40,22,443	125	85,44,609	1	1,25,67,052	126	Ordinary	Yes
4	To appoint a Director in place of Mr. Frank Huber, who retires by rotation and being eligible for re-appointment.	40,22,568	-	85,44,609	1	1,25,67,177	1	Ordinary	Yes
5	To appoint Auditors and to fix their remuneration	39,76,233	-	85,44,609	1	1,25,20,842	1	Ordinary	Yes
6	To appoint Director in place of Dr. Sanak Mishra, who was appointed w.e.f November 6, 2014 by the Board and pursuant to provisions of Section 161 of Companies Act, 2013 read with Article 126 of the Articles of Association of the Company, holds office up to the date of this Annual General Meeting of the Company.	40,22,443	125	85,44,609	1	1,25,67,052	126	Ordinary	Yes
7	To appoint Director in place of Mrs. Renu Challu, who was appointed w.e.f November 6, 2014 by the Board and pursuant to provisions of Section 161 of Companies Act, 2013 read with Article 126 of the Articles of Association of the Company, holds office up to the date of this Annual General Meeting of the Company.	40,22,091	477	85,44,610	-	1,25,66,701	477	Ordinary	Yes
8	To appoint Director in place of Mr. Rakesh Jisni, who was appointed w.e.f February 11, 2015 by the Board and pursuant to provisions of Section 161 of Companies Act, 2013 read with Article 126 of the Articles of Association of the Company, holds office up to the date of this Annual General Meeting of the Company	40,22,443	125	85,44,609	1	1,25,67,052	126	Ordinary	Yes
9	To appoint Director in place of Mr. Klaus Rosenfeld, who was appointed with effect from February 11, 2015 by the board and pursuant to provisions of Section 161 of Companies Act, 2013 read with Article 126 of the Articles of Association of the Company, holds office up to the date of this Annual General Meeting of the Company	40,22,568	-	85,44,610	-	1,25,67,178	-	Ordinary	Yes
10	Approval on Related Party Transactions.	38,54,504	1,21,729	14,071	1,356	38,68,575	1,23,085	Special @	Yes

@ FAG Kugelfischer GmbH, being promoter and related party to Resolution No. 10, has not participated in the Voting.

SAMDANI KABRA & ASSOCIATES • COMPANY SECRETARIES •

For FAG Bearings India Limited

SAMDANI KABRA
and associates

Company Secretaries
103, Tanishq, Opp. SBI Urmi Branch,
Productivity Road, Vadodara-390 020.
Ph.: +91-265-3054015, 3087289
Ph.: +91-265-2330583, 2321494
email: cskabra@rediffmail.com
email: cssamdani@gmail.com

Scrutinizers' Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman
Annual General Meeting of the Equity Shareholders of
FAG Bearings India Limited,
to be held on 24th day of April, 2015 at 3:00 p.m.
at Padmabhushan Vasantdada Patil Sabhagruha,
Sakhar Bhavan, 12th floor, Nariman Point,
Mumbai-400 021,
Maharashtra, India.

Dear Sir,

I, **Sureshkumar Kabra**, Partner of M/s. Samdani Kabra & Associates, Company Secretaries, having office at 103 Tanishq Complex, Opp. SBI Urmi Branch, Productivity Road, Vadodara-390020, have been appointed as Scrutinizer of **FAG Bearings India Limited** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution, at the Annual General Meeting of the Equity Shareholders of FAG Bearings India Limited, to be held on 24th Day of April, 2015 at 3:00 p.m. at Padmabhushan Vasantdada Patil Sabhagruha, Sakhar Bhavan, 12th floor, Nariman Point, Mumbai-400 021, Maharashtra, India. I submit the report as under:

1. The e-voting period remained open from Wednesday, 15th April, 2015 at 9:00 am (IST) to Friday, 17th April, 2015 at 6:00 pm (IST).

2. The shareholders holding shares as on the "cut off" date i.e. Friday, 20th March, 2015 were entitled to vote on the proposed resolution (item No. 1 to 10 as set out in the Notice of the Annual General Meeting of the FAG Bearings India Limited).

3. The votes were unblocked on Friday, 17th April, 2015 around 06.10 p.m. in the presence of two witnesses Mr. Philip Pereira and Ms. Hirali Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P. Pereira

Name: Mr. Philip Pereira

H Shah

Name: Ms. Hirali Shah

SAMDANI KABRA & ASSOCIATES

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services(India) Limited (http://evotingindia.co.in): - **Annexure - A**

5. The result of the e-voting for the Resolution is as under:

1. To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2014 and the Statement of Profit and Loss for the year ended on date along with Directors' and Auditors' Report thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
86	3516705	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
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(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
03(NV)	505863

2. To declare dividend for the year ended December 31, 2014

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
89	4022568	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

3. To appoint a Director in place of Mr. R. Sampath Kumar, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
88	4022443	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	125	0.01%

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

4. To appoint a Director in place of Mr. Frank Huber, who retires by rotation and being eligible for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
89	4022568	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

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5. To appoint Auditors and to fix their remuneration

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
86	3976233	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
03(NV)	46335

6. To appoint Director in place of Dr. Sanak Mishra, who was appointed by the Board effective from November 6, 2014, as an Independent Director of the Company to holds office for a term of 5 Consecutive years.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
88	4022443	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	125	0.01%

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

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7. To appoint Director in place of Mrs. Renu Challu, who was appointed by the Board effective from November 6, 2014, as an Independent Director of the Company to holds office for a term of 5 consecutive years.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
87	4022091	99.98%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	477	0.02%

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

8. To appoint Director in place of Mr. Rakesh Jisni, who was appointed by the Board with effect from February 11, 2015 as an Independent Director of the Company to holds office for a term of 5 consecutive years.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
88	4022443	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	125	0.01%

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

9. To appoint Director in place of Mr. Klaus Rosenfeld, who was appointed by the board as Director of the Company effective from February 11, 2015.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
89	4022568	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
--	--

10. Approval on Related Party Transactions.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
82	3854504	96.94%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	121729	3.06%

(iii) **Invalid** Votes (IV)/ **Not** Voted (NV):

Total number of members whose votes were IV/NV	Total number of votes
3	46335

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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

Place: Vadodara

Dated: 18.4.2015

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
email: cskabra@rediffmail.com
email: cssamdani@gmail.com

Form No. MGT- 13

Scrutinizers' Report

[*Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)* of the Companies (Management and Administration) Rules, 2014]

The Chairman
The 52nd Annual General Meeting of
the Equity Shareholders of
FAG Bearings India Limited,
Held on 24th day of April, 2015 at 3:00 p.m.
At Padmabhushan Vasantdada Patil Sabhagruha,
Sakhar Bhavan, 12th floor, Nariman point,
Mumbai- 400021, Maharashtra.

Dear Sir,

I, Suresh Kabra, Partner of M/s. Samdani Kabra & Associates, Company Secretaries, having office at 103 Tanishq Complex, Opp. SBI Urmi Branch, Productivity Road, Vadodara-390020, appointed as a Scrutinizer of FAG Bearings India Limited, ("the Company") for the purpose of poll taken on the below mentioned resolutions, at the 52nd Annual General Meeting of the Equity Shareholders of, held on 24th day of April, 2015 at 3:00 p.m. at Padmabhushan Vasantdada Patil Sabhagruha, Sakhar Bhavan, 12th floor, Nariman point, Mumbai- 400021, Maharashtra. I submit the report as under:

1. After the time fixed for closing of the poll by the Chairman four ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers and the authorizations/ proxies lodged with the Company were reconciled with the records maintained by the Company / Registrar & Share Transfer Agent of the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

1. **To receive, consider and adopt the Financial statements including Balance sheet as at December 31, 2014 and the statement of Profit and Loss for the year ended on that date long with Directors and Auditors Report thereon.**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	8544610	100%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

2. **To declare dividend for the year ended December 31, 2014.**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	8544610	100%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740



3. **To appoint a director in place of Mr. R. Sampath Kumar, who retires by rotation and being eligible offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members present and voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	8544609	99.99%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

4. **To appoint a director in place of Mr. Frank Huber, who retires by rotation and being eligible offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	8544609	99.99%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

SANDANI KABRA & ASSOCIATES

5. To appoint Auditors and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	8544609	99.99%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

6. To appoint a director in place of Dr. Sanak Mishra, who was appointed by the Board effective from November 6, 2014, as an Independent Director of the company to hold office for a term of 5 consecutive years.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	8544609	99.99%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

7. **To appoint a director in place of Mrs. Renu Challu, who was appointed by the Board effective from November 6, 2014, as an Independent Director of the company to hold office for a term of 5 consecutive years.**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	8544610	100%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

8. **To appoint a director in place of Mr. Rakesh Jinsi, who was appointed by the Board with effect from February 11, 2015, as an Independent Director of the company to hold office for a term of 5 consecutive years.**

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	8544609	99.99%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

9. To appoint a director in place of Mr. Klaus Rosenfeld, who was appointed by the Board as Director of the company effective from February 11, 2015,.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
41	8544610	100%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

10. Approval on Related party Transactions.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	14071	91.21%

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1356	8.79%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	740

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,



Suresh Kabra
Partner
Samdani Kabra & Associates
Company Secretaries
COP # 9927
Membership # A9711

Place: Mumbai
Dated: April 25, 2015