Notice

To
The Member(s)
FAG Bearings India Limited

Notice is hereby given that the Fiftieth Annual General Meeting of "FAG BEARINGS INDIA LIMITED" will be held on Thursday, April 25, 2013 at 3:00 pm at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400 021, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at December 31, 2012 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditor's Report thereon.
2. To declare dividend for the year ended December 31, 2012.
3. To appoint a Director in place of Mr. Bernhard Steinruecke, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bruno Krauss, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To appoint a Director in place of Mr. Udo Bauer, who was appointed with effect from May 25, 2012 by the Board and pursuant to provisions of Section 260 of the Companies Act, 1956 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. The Company has received notice under Section 257 of the Companies Act,1956 proposing his candidature for the office of Director.

   To consider, and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 1956, Mr. Udo Bauer be and is hereby appointed as Director of the Company".

   "**FURTHER RESOLVED THAT** the Managing Director, the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto".

Registered Office:
Nariman Bhavan, 8th Floor, 227, Backbay Reclamation,
Nariman Point, MUMBAI - 400 021

February 14, 2013

By Order of the Board

Raj Sarraf
Company Secretary

NOTES:

1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THIS 50TH ANNUAL GENERAL MEETING OF THE COMPANY, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. The instrument of proxy, duly completed, should be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. No proxy form shall be considered as valid on its receipt after 3:00 pm on April 23, 2013.
3. The Company has notified closure of Register of Members and the Transfer Books from April 2, 2013 to April 6, 2013 (both days inclusive) to determine entitlement of dividend on equity shares. The dividend will be paid to those shareholders, whose names appear on the Register of Members of the Company as at the end of business hours on March 31, 2013. The dividend, as recommended by the Board of Directors and if declared at the Annual General Meetings, will be paid within the specified time limit. In respect of shares held in electronic form (demat shares), the dividend will be paid on the basis of beneficial ownership as per the details furnished by the Depositories for this purpose.

4. (a) Shareholders, who have not encashed the dividend warrants for the years 2005, 2006, 2007, 2008, 2009, 2010 and 2011 are requested to claim the amount from the Company immediately.

   (b) Pursuant to provisions of Section 205A read with Section 205C of the Companies Act, 1956 unclaimed dividends up to the year 2004 were transferred to the Investor Education and Protection Fund in time.

   (c) A reminder has been sent to the shareholders in December, 2012 to lodge their claims for unclaimed Dividend as per their entitlement, before it is transferred to Government's Investor Education and Protection Fund (IEPF).

5. National Electronic Clearing Service (NECS) has been permitted by Reserve Bank of India. Shareholders may fill up the option Form and send it to the Registrars by April 04, 2013.

6. The Ministry of Corporate Affairs, New Delhi (MCA) has taken "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 which provides the validity of sending documents through electronic mode and has clarified that the service of documents by a Company can be made through electronic mode instead of physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

   (a) Our Registrar & Share Transfer Agent: for the shares held in physical form and

   (b) Your respective Depository Participant: for the shares held in dematerialised form.

7. Members who have not yet dematerialised their shares are requested to get their shares dematerialised at the earliest.

8. The explanatory statement under Section 173 of the Companies Act, 1956 in respect of item no. 6, under Special Business, is annexed hereto.

Annexure to Notice

Explanatory statement under Section 173 of the Companies Act, 1956 relating to Special Business mentioned in the Notice convening the 50th Annual General Meeting;

ITEM No. 6

With effect from 25th day of May, 2012, Mr. Udo Bauer was appointed as an Additional Director by the Board of Directors of the Company. Mr. Bauer has professional qualification in Economics and Mechanical Engineering. Presently, Mr. Bauer is acting as 'President & CEO' of Asia Pacific Region of the Schaeffler Group.

His continued association with the Company would be a great advantage. Your directors therefore recommend his election to the office of director of the Company. Notice from a member proposing his candidature together with a deposit of ₹ 500/- in terms of Section 257 of the Companies Act, 1956 has been received by the Company.

Except Mr. Udo Bauer no other director is interested in the resolution.

A brief resumé and shareholding of directors who are being re-appointed have been included in the Corporate Governance Report.

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Raj Sarraf
Company Secretary