

## NOTICE



To  
The Member(s)  
**FAG Bearings India Limited**

Notice is hereby given that the Fifty Second Annual General Meeting of "**FAG BEARINGS INDIA LIMITED**" will be held on Friday, April 24, 2015 at 3:00 p.m. at Padmabhushan Vasantdada Patil Sabhagruha, Sakhar Bhavan, 12<sup>th</sup> floor, Nariman Point, Mumbai - 400 021, Maharashtra, INDIA, to transact the following businesses:

### ORDINARY BUSINESS

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 along with Directors' and Auditors' Report thereon.
2. To declare dividend for the year ended December 31, 2014.
3. To appoint a Director in place of Mr. R. Sampath Kumar, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Frank Huber, 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 Dr. Sanak Mishra, who was appointed with effect from November 6, 2014 by the Board and pursuant to provisions of Section 161 of the 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. The Company has received notice under Section 160 of the Companies Act, 2013 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, 2013 read with the Rules made thereunder and Corporate Governance norms prescribed under the Listing Agreements, Dr. Sanak Mishra [DIN: 00027288], be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years, with effect from November 6, 2014."

**"FURTHER RESOLVED THAT** Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto."

7. To appoint a Director in place of Mrs. Renu Challu, who was appointed with effect from November 6, 2014 by the Board and pursuant to provisions of Section 161 of the 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. The Company has received notice under Section 160 of the Companies Act, 2013 proposing her 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, 2013 read with the Rules made thereunder and Corporate Governance norms prescribed under the Listing Agreements, Mrs. Renu Challu [DIN: 00157204], be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years, with effect from November 6, 2014."

**"FURTHER RESOLVED THAT** Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto."

8. To appoint a Director in place of Mr. Rakesh Jinsi, who was appointed with effect from February 11, 2015 by the Board and pursuant to provisions of Section 161 of the 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. The Company has received notice under Section 160 of the Companies Act, 2013 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, 2013 read with the Rules made thereunder and Corporate Governance norms prescribed under the Listing Agreements, Mr. Rakesh Jinsi [DIN: 00182187], be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years, with effect from February 11, 2015."

## NOTICE

“**FURTHER RESOLVED THAT** Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto.”

9. To appoint a 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 the 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. The Company has received notice under Section 160 of the Companies Act, 2013 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, 2013 read with the Rules made thereunder and Corporate Governance norms prescribed under the Listing Agreements, Mr. Klaus Rosenfeld [DIN: 07087975], be and is hereby appointed as Director of the Company.”

“**FURTHER RESOLVED THAT** Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto.”

10. Approval on Related Party Transactions.

Pursuant to provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, all Material Related Party Transactions will require approval of the Members through a special resolution.

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

“**RESOLVED THAT** pursuant to the prevailing norms on Corporate Governance prescribed under the Listing Agreements, consent of the Members of the Company be and is hereby accorded to Material Related Party Transactions with 'Schaeffler Technologies AG & Co. KG', Germany (formerly known as Schaeffler Technologies GmbH & Co. KG) during the year 2015 and such approval is further accorded to an increase of up to 20% over and above the existing value of transactions in the previous year.”

“**FURTHER RESOLVED THAT** Key Managerial Personnel of the Company be and are hereby severally authorised to take necessary actions and complete all the legal formalities related thereto.”

By Order of the Board

**Raj Sarraf**  
Company Secretary  
ICSIM. No.: ACS15526

Mumbai: February 11, 2015

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS 52<sup>nd</sup> 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 HAVE NO RIGHT TO SPEAK AT THE MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. 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 p.m. on April 22, 2015.
4. The Company has notified closure of Register of Members and the Transfer Books from April 1, 2015 to April 6, 2015 (both days inclusive) to determine entitlement of dividend on equity shares. The dividend will be paid to those shareholders, whose name appears on the 'Register of Members' of the Company as at the end of business hours on March 31, 2015. The dividend, as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid within the specified time limit.
5. (a) Shareholders, who have not encashed the dividend warrants for the years 2007, 2008, 2009, 2010, 2011,

2012 and 2013 are requested to lodge their request with 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 2006 were transferred to the Investor Education and Protection Fund in time.
6. National Electronic Clearing Services (NECS) has been permitted by Reserve Bank of India. Shareholders may fill up the option Form and send it to the Registrars by March 31, 2015.
7. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, financial statements may be sent to the Members:
- (a) by electronic mode to such Members whose shares are held in dematerialised form and whose e-mail IDs are registered with Depository for communication purposes;
- (b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode and
- (c) by dispatch of physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013, in all other cases.

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 Participants: for the Shares held in dematerialised form.
8. Members, who have not yet dematerialised their shares, are recommended to get their shares dematerialised at the earliest.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited [CDSL], on all the resolutions set forth in this Notice.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, March 20, 2015, may cast their vote electronically. The e-voting period will commence from Wednesday, April 15, 2015 at 9:00 am (IST) and will end at 6:00 pm (IST) on Friday, April 17, 2015. The e-voting module will be disabled on April 17, 2015 at 6:00 pm (IST). The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being March 20, 2015.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Now click on Shareholders to cast your votes
- (iii) Now Enter your User ID
- a) For Members holding shares in Demat Form:
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- b) For Members holding shares in Physical Form:
- Enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password can be used.
- (vi) If you are a first time user follow the steps given below:

---

**For Members holding shares in Demat Form and Physical Form**

---

<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number is printed on attendance slip.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, for example, if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company then please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

---

## NOTICE

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant FAG Bearings India Limited resolution on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non - Individual Shareholders and Custodians.
- Corporate / Institutional Members (FIs / FII's / Trust / Mutual Funds / Banks, etc.)
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
10. Statement under Section 102 of the Companies Act, 2013 in respect of Item nos. 6 to 10 under "Special Business", is attached hereto. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10:00 am and 5:00 pm on any working day up to the date of Annual General Meeting.

Statement under Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the 52<sup>nd</sup> Annual General Meeting;

#### ITEM No. 6 Appointment of Dr. Sanak Mishra as an Independent Director

The Board has appointed Dr. Sanak Mishra as an Additional Director with effect from November 6, 2014.

Dr. Sanak Mishra has obtained a Doctorate in Metallurgical Engineering from the University of Illinois at Urbana-Champaign, USA and he served on the Board of Directors of Steel Authority of India Limited and as Managing Director of Rourkela Steel. After over 3 decades of experience, he retired as Vice President - Arcelor Mittal Group, Director of 'Arcelor Mittal India Private Limited' and CEO India Projects. He currently serves as the Secretary General & Executive Head of the Indian Steel Association. Based upon the Board's opinion and declaration received from Dr. Mishra, he meets

the independence criteria and possesses relevant experience and expertise.

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 ₹ 100,000/- in terms of Section 160 of the Companies Act, 2013 has been received by the Company.

Except Dr. Sanak Mishra, no other Director, Key Managerial Personnel and their relatives are interested (financially or otherwise) in the resolution.

#### ITEM No. 7 Appointment of Mrs. Renu Challu as an Independent Director

The Board has appointed Mrs. Renu Challu as an Additional Director with effect from November 6, 2014.

Mrs. Renu Challu has a Masters degree in Economics (Gold Medalist), is an Associate of 'Indian Institute of Bankers' and has worked with State Bank of India (SBI) Group for over 38 years, holding top management positions like DMD (Corporate Strategy and New Business) SBI, MD State Bank of Hyderabad, President & Chief Operating Officer, SBI Capital Markets Ltd and MD & CEO, SBI DFHILTD.

Based upon the Board's opinion and declaration received from Mrs. Challu, she meets the criteria on independence and

possesses relevant experience and expertise.

Her continued association with the Company would be a great advantage. Your Directors therefore recommend her election to the office of Director of the Company. Notice from a Member proposing her candidature together with a deposit of ₹ 100,000/- in terms of Section 160 of the Companies Act, 2013 has been received by the Company.

Except Mrs. Renu Challu, no other Director, Key Managerial Personnel and their relatives are interested (financially or otherwise) in the resolution.

#### ITEM No. 8 Appointment of Mr. Rakesh Jinsi as an Independent Director

The Board has appointed Mr. Rakesh Jinsi as an Additional Director with effect from February 11, 2015.

Mr. Rakesh Jinsi is an electrical engineering graduate with a vast experience of over three decades with renowned automotive industry group like Eicher, Hero and Force Motors among others. His areas of expertise include: materials, manufacturing and plant operations. He takes a keen interest in societal upliftment and ensuring inclusive growth. He had been Secretary General of SOS Children's Villages Of India, a Child Care Social organisation and a member of the Core Group of National Human Rights Commission. Presently, Mr. Jinsi serves as an Independent Director of Hero Motors and president of School of Inspired Leadership, a Business School in Gurgaon. Based upon the Board's opinion and

declaration received from Mr. Rakesh Jinsi, he meets the criteria on independence and possesses relevant experience and expertise.

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 ₹ 100,000/- in terms of Section 160 of the Companies Act, 2013 has been received by the Company.

Except Mr. Rakesh Jinsi, no other Director, Key Managerial Personnel and their relatives are interested (financially or otherwise) in the resolution.

## ANNEXURE TO NOTICE

### ITEM No. 9

#### Appointment of Mr. Klaus Rosenfeld as a Director

The Board has appointed Mr. Klaus Rosenfeld as an Additional Director with effect from February 11, 2015.

Since October 2013 Mr. Rosenfeld serves as the Chief Executive Officer of Schaeffler Group. Until April 1, 2015 he also serves as Chief Financial Officer of Schaeffler Group. Mr. Rosenfeld has rich experience in Leadership, Business Management and Strategy with a strong background in Banking and Finance. He joined Schaeffler Group in March 2009 and was a key contributor to the restructuring and repositioning of Schaeffler Group after the takeover of Continental AG.

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 ₹ 100,000/- in terms of Section 160 of the Companies Act, 2013 has been received by the Company.

Except Mr. Klaus Rosenfeld, no other Director, Key Managerial Personnel and their relatives are interested (financially or otherwise) in the resolution.

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

**A brief resume and shareholding of Directors who are being appointed / re-appointed have been included in the Corporate Governance Report.**

### ITEM No. 10

#### Approval on Related Party Transaction

In order to sustain quality standards of the Schaeffler Group, quantitative benefits, ease of customer reach, global representation and in the best interest of Company and its shareholders, major transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been since long with Schaeffler Group Company, i.e. Schaeffler Technologies AG & Co. KG, Germany (formerly known as Schaeffler Technologies GmbH & Co. KG). Considering the prevailing market trend these transactions will continue in the year 2015 and thereafter in line with business requirements an increase of up to 20% over and above the existing value of transactions in the previous year.

These transactions as well as the proposed transactions would continue to be in ordinary course of Business and at arm's length basis.

Since the aggregate value of these transactions exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of Clause 49 of the Listing Agreements with the stock exchanges and will require Members approval. The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommended to the Members for their approval by way of Special Resolution.

Except Mr. Klaus Rosenfeld, no other Director, Key Managerial Personnel and their relatives are interested (financially or otherwise) in the resolution.

Mumbai: February 11, 2015

By Order of the Board

**Raj Sarraf**  
Company Secretary  
ICSI M. No.: ACS15526