

FAG Bearings India Limited

CIN: L29130MH1962PLC012340

Declaration of Voting Results of 54th Annual General Meeting

Res. No.	Resolutions Proposed for Members' approval through Remote E-voting and Poll Papers	Number of Votes Casted									Total Votes cast	Result	
		Remote e-Voting (April 18-20, 2017)			by Poll Papers (April 21, 2017)			Total (April 23, 2017)					
		In Favour	Against	Invalid	In Favour	Against	Invalid	In Favour	Against	Invalid		Type	Passed
1	To receive, consider and adopt the Financial Statement including Balance Sheet as at December 31, 2016 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon.	4,961,818	2	-	8,532,245	1	5	13,494,063	3	5	13,494,071	Ordinary	Yes
2	To declare dividend for the year ended December 31, 2016.	4,961,818	2	-	8,532,245	1	5	13,494,063	3	5	13,494,071	Ordinary	Yes
3	To appoint a Director in place of Mr. Klaus Rosenfeld (DIN: 07087975), who retires by rotation and being eligible offers himself for re-appointment	4,227,268	734552	-	8,532,245	1	5	12,759,513	734553	5	13,494,071	Ordinary	Yes
4	To appoint a Director in place of Mr. R. Sampath Kumar (DIN:00495192), who retires by rotation and being eligible offers himself for re-appointment.	4,959,751	2069	-	8,532,245	1	5	13,491,996	2070	5	13,494,071	Ordinary	Yes
5	To ratify the appointment of Auditors and to fix their remuneration.	4,961,818	2	-	8,532,245	1	5	13,494,063	3	5	13,494,071	Ordinary	Yes
6	Approval on Material Related Party Transactions	4,960,986	2	-	3,062	1	5	4,964,048	3	5	4,964,056	Ordinary @	Yes
7	Remuneration to the Cost Auditors	4,961,818	2	-	8,532,245	1	5	13,494,063	3	5	13,494,071	Ordinary	Yes
8	Appointment of Mr. Dharmesh Arora as Director.	4,961,612	208	-	8,532,245	1	5	13,493,857	209	5	13,494,071	Ordinary	Yes
9	Appointment of Mr. Dharmesh Arora as Managing Director.	4,961,610	210	-	8,532,245	1	5	13,493,855	211	5	13,494,071	Ordinary	Yes

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

For FAG Bearings India Limited

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



Consolidated Scrutinizer's Report

To,
The Chairman,
54th Annual General Meeting of the Equity Shareholders of
FAG BEARINGS INDIA LIMITED
Held on the 21st day of April, 2017 at 03:00 p.m.
At Kamalnayan Bajaj Hall,
Ground Floor, Bajaj Bhavan,
Jamnalal Bajaj Marg, 226 Nariman point,
Mumbai (MH) - 400 021 INDIA.

Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolutions contained in the Notice dated March 06, 2017.

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/S Samdani Kabra & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **FAG BEARINGS INDIA LIMITED** (the Company), for the purpose of scrutinizing the e-voting process (remote e-voting) and poll taken on the below mentioned resolution(s), at the 54th Annual General Meeting of the Equity Shareholders of FAG BEARINGS INDIA LIMITED, held on Friday, April 21, 2017, at 03:00 p.m.

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; (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Poll including voting by electronic means (remote e-voting). My responsibility as a Scrutinizer is restricted to give a Consolidated Report on the votes cast by the members for the resolutions contained in the Notice dated March 06, 2017, based upon:

- a) The report 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 and;
- b) The scrutiny of the Polling papers received at the 54th Annual General Meeting.

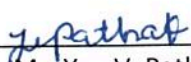
1. I submit my report as under:


1.1 After declaration of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



- 1.2 The locked ballot boxes were subsequently opened by me in the presence of two witnesses namely Mr. Yog V. Pathak and Mr. Kunal P. Mehta and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on April 21, 2017 around 6:20 pm in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot boxes being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.


Mr. Yog V. Pathak


Mr. Kunal P. Mehta

- 1.3 The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
2. The result of the scrutiny of voting by Poll and voting by electronic means in respect of resolutions contained in notice dated March 6, 2017 is as under:

2.1 Resolution No. 1:

To receive, consider and adopt the Financial Statements including Balance Sheet as at 31st December, 2016 and Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	4961818	48	8532245	169	13494063	100.00
Voted against	2	2	1	1	3	3	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.



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2.2 Resolution No. 2:

To declare dividend for the year ended on 31st December, 2016. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	4961818	48	8532245	169	13494063	100.00
Voted against	2	2	1	1	3	3	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.

2.3 Resolution No. 3:

To appoint a Director in place of Mr. Klaus Rosenfeld (DIN: 07087975), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	104	4227268	48	8532245	152	12759513	94.56
Voted against	19	734552	1	1	20	734553	5.44
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.



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2.4 Resolution No. 4:

To appoint a Director in place of Mr. R. Sampath Kumar (DIN: 00495192), who retires by rotation and being eligible offers himself for re-appointment.
(Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	119	4959751	48	8532245	167	13491996	99.98
Voted against	4	2069	1	1	5	2070	0.02
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.

2.5 Resolution No. 5:

To ratify the appointment of Auditors and to fix their remuneration.
(Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	4961818	48	8532245	169	13494063	100.00
Voted against	2	2	1	1	3	3	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.

2.6 Resolution No. 6:

Approval of Material Related Party Transactions. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	120	4960986	47	3062	167	4964048	100.00
Voted against	2	2	1	1	3	3	0.00
Total	122	4960988	48	3063	170	4964051	100.00
Invalid votes	0	0	1	5	1	5	N.A.

2.7 Resolution No. 7:

To approve the Remuneration to the Cost Auditors. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	121	4961818	48	8532245	169	13494063	100.00
Voted against	2	2	1	1	3	3	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.



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2.8 Resolution No. 8:

Appointment of Mr. Dharmesh Arora as Director. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	120	4961612	48	8532245	168	13493857	100.00
Voted against	3	208	1	1	4	209	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.

2.9 Resolution No. 9:

Appointment of Mr. Dharmesh Arora as Managing Director. (Ordinary Resolution)

Voting Description	Remote e-voting		Voting through Ballot Papers at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	119	4961610	48	8532245	167	13493855	100.00
Voted against	4	210	1	1	5	211	0.00
Total	123	4961820	49	8532246	172	13494066	100.00
Invalid votes	0	0	1	5	1	5	N.A.



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3. All the figures shown in percentage have been rounded off to 2 decimal points.
4. All the resolutions are passed with requisite majority.
5. The poll papers and all other relevant records will remain in my custody and will be handed over to the Chairman / Company Secretary for safe keeping after the Chairman signs the minutes.

Thanking you,

Yours Faithfully,



Suresh Kumar Kabra
Partner
Samdani Kabra & Asso.
Company Secretaries
CP No. 9927



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Vadodara, April 22, 2017

For FAG Bearings India Limited



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