

**SCRUTINIZER'S REPORT**

To,  
The Chairperson of  
NCLT convened Meeting of the Equity Shareholders of  
ABC Bearings Limited  
held on Monday, January 15, 2018 at 4:00 pm. at  
Hall of Culture, Nehru Centre,  
Dr. Annie Besant Road,  
Worli, Mumbai - 400 018.

Date: 16<sup>th</sup> January, 2018

Dear Sir,

The National Company Law Tribunal, Mumbai Bench has appointed me as the Scrutinizer as provided in the order dated November 23, 2017 for conducting the ballot voting, postal ballot and e-Voting process at the meeting of Equity Shareholders of ABC Bearings Limited ("the Company") held on Monday, January 15, 2018 at 4:00 pm. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 ("Meeting") in a fair and transparent manner for the resolution as set out in the Notice of the Meeting.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act"), Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable Secretarial Standards, the Company had provided its Members the Remote e-Voting facility as provided by CDSL for the Resolution as set out in the Notice of the said Meeting.
2. The facility of voting through postal ballot was made available to the shareholders of the Company.
3. Further, the facility for voting through Ballot Paper was also made available at the Meeting for those Members / proxy holders who attended the Meeting and have not cast their vote by Remote e-Voting or postal ballot.
4. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to the postal ballots and remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolution contained in the Notice of the NCLT convened Meeting. My responsibility as scrutinizer for the postal ballots, remote e-voting and the voting conducted at the venue is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.
5. I submit my report as under:
  - 5.1/ The Company had given the ballot forms to the members who were present at the Meeting held on Monday, January 15, 2018 at the venue of the Meeting at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

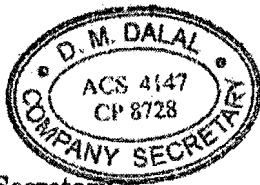


- 5.2 Particulars of all the ballot forms received from the Members and the votes cast by electronic mode and through postal ballot have been entered in the register maintained for the purpose.
- 5.3 The Ballot Forms/ Polling Papers were kept under my safe custody in sealed ballot box before commencing the scrutiny of such ballot forms.
- 5.4 The ballot forms were duly opened in my presence and scrutinized. I have relied on the information provided by M/s. Bigshare services Private Limited, Registrar and Share Transfer Agents of the Company in relation to details regarding number of shares and signature of the shareholders.
- 5.5 I did not find any defaced or mutilated Ballot Papers.
- 5.6 The Postal Ballot and e-Voting period had commenced on Saturday, December 16, 2017 (9:00 a.m.) and ended on Sunday, January 14, 2018 (5:00 p.m.). I have scrutinized the remote e-voting details received from CDSL, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 pm on January 14, 2018. The votes cast were unblocked on January 15, 2018 at 6:30 p.m. in the presence of two witnesses, Mr. Bhagwandas Animola and Mr. Joy Vargehse who are not in the employment of the Company.
- 5.7 The Postal Ballot and e-Voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of the Meeting.
6. A summary of the voting through ballot forms received, postal ballot and e-Voting is given as per Annexure A.
7. I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the National Company Law Tribunal, Mumbai Bench to supervise the Ballot process.
8. On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution as set out in the Notice of the Meeting has been passed by the Shareholders of the Company with requisite majority.
9. You may accordingly declare the result of voting by Ballot process (including votes cast through e-Voting and postal ballot).

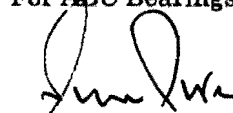
Thanking you,

  
D. M. Dalal

Practicing Company Secretary  
ACS: 4147 CP No. 8728



Countersigned  
For ABC Bearings Limited

  
S. M. Patel  
Chairman  
DIN: 00012036  
NCLT Convened Meeting of Shareholders

Annexure A

**Resolution: Approval of Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective Shareholders and Creditors**

Particulars	Remote E-Voting		Postal Ballot		Polling at the Meeting		Consolidated Voting Results		
	No. of Members Voted	No. of Valid votes cast	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	Total No. of Votes cast	% of total number of valid votes cast
Voted in favour of the Resolution	44	5991069	15	8204	33	3008286	92	9007559	99.99496
Voted against the Resolution	3	152	2	302	0	0	5	454	0.00504
Total	47	5991221	17	8506	33	3008286	97	9008013	100
Invalid Votes	0	0	0	0	4	30050	4	30050	N.A.

