

JAYA YADAV & ASSOCIATES
LGF 152P, Sector 38, Gurugram-122002, Haryana
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356
Peer Review No. 1539/2021

SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time]

Date: May 03, 2022

To,
The Chairman
Federal-Mogul Anand Bearings India Limited
CIN: U29199HR2006PLC043262
Paras Twins Towers, 10th floor Tower-B,
Sector-54, Golf Course Road Gurgaon 122002

Scrutinizer's Report on the Extra-Ordinary General Meeting (EGM) of the Company held on Monday, May 02, 2022 at 10:00 A.M. at the registered office of the company situated at Paras Twins Towers, 10th floor Tower-B, Sector-54, Golf Course Road Gurgaon 122002

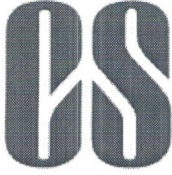
Dear Sir,

I, **Jaya Yadav, Company Secretary in Practice (Membership No.- ICSI F-10822 and COP No. 12070), C/o Jaya Yadav & Associates** have been appointed as the Scrutinizer by the Board of Directors of **Federal-Mogul Anand Bearings India Limited ("the Company")** vide resolution passed by the Board of Directors of the Company on March 31, 2022 for the purpose of Scrutinizing the process of remote e-voting prior to the EGM and physical votes cast through the poll paper at the EGM of the Company in a fair and transparent manner and to ascertain the requisite majority on the resolution contained in the EGM notice dated March 31, 2022 ("**Notice**") in accordance with Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

1. Management Responsibility

The Management of the Company is responsible to ensure compliance with the requirement of (i) the Act and the Rules made thereunder; (ii) MCA Circulars relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.

Jaya Yadav
1 | Page



JAYA YADAV & ASSOCIATES

LGF 152P, Sector 38, Gurugram-122002, Haryana

e-mail id: jayayadav@whitespan.in

Mobile no.+91 98180 49356

Peer Review No. 1539/2021

2. Scrutinizer's Responsibility

My responsibility as a scrutinizer is restricted to making the Scrutinizer's report of the votes cast "In Favour" or "Against" by the members in respect of the resolution contained in the notice through e-voting process and voting by poll at the EGM. My report is based on verification of data and the report generated from the e-voting system provided by K-Fintech E-Voting System (KFin Technologies Limited), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendance papers/ documents furnished to me electronically and from the poll, papers received at the venue of the EGM of the Company.

3. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Tuesday, April 26, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

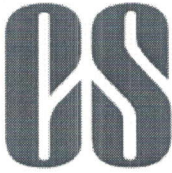
4. Remote e-voting process / Process of Voting by Poll

- I. The remote e-voting period remained open from 9:00 am, Friday, April 29, 2022 to 05:00 pm Sunday, May 01, 2022.
- II. The members of the Company as on the "cut off" date i.e., April 26, 2022, were entitled to vote on the resolutions as set out in the notice of the EGM.
- III. After the time fixed for closing the poll at the EGM by the Chairman, one ballot box kept for the poll was locked in my presence with due identification marks placed by me.
- IV. The locked ballot box was subsequently opened in my presence and two witnesses Ms. Divya Shukla and Mr. Himanshu Gupta who are not in the employment of the Company and/or K Fintech. They have signed below in confirmation of the same.

Mr. Pushkar Garg

Mr. Himanshu Gupta

The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.



JAYA YADAV & ASSOCIATES
LGF 152P, Sector 38, Gurugram-122002, Haryana
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356
Peer Review No. 1539/2021

- V. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- VI. After this, the votes cast on remote e-voting were unblocked in the presence of two witnesses who were not in employment of the Company, and the e-voting result/ list of equity shareholders who have voted "FOR" and "AGAINST" were downloaded from the e-voting website of KFin Technologies Limited at <https://evoting.kfintech.com>.
- VII. The combined results of the voting i.e., remote e-voting through e-voting services by KFin Technologies Limited and poll at the EGM is annexed herewith in Annexure – I.
- VIII. A list of equity shareholders who voted "FOR", "AGAINST" and those votes were declared invalid for each resolution is enclosed.
- IX. The poll papers and all other relevant records were sealed and handed over to Mr. Manish Chadha, Director authorized by the Board for safekeeping.
- X. Based on the aforesaid results, I report that Special Resolution as contained in Item No. 1 of the notice of EGM of the Company, has been passed with the requisite majority.

5. Restriction on Use

This report has been issued at the request of the Company for placing on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For Jaya Yadav & Associates

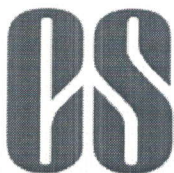
Jaya Yadav

Jaya Yadav
Practising Company Secretary
Mem. No.: F10822
C.P. No.: 12070
UDIN: F010822D000258652



Countersigned
**For Federal-Mogul Anand
Bearings India Limited**

Chairman



JAYA YADAV & ASSOCIATES
LGF 152P, Sector 38, Gurugram-122002, Haryana
e-mail id: jayayadav@whitespan.in
Mobile no.+91 98180 49356
Peer Review No. 1539/2021

ANNEXURE 1

COMBINED RESULTS OF E-VOTING AND POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON MAY 02, 2022

**Item No. 1 – Special Resolution
CHANGE OF NAME OF THE COMPANY**

Particulars	Remote E-Voting		Voting by Poll		Consolidated Voting Results		
	No. of members who voted	No. of shares for which votes were cast	No. of members who voted (In-person or by proxy)	No. of shares for which votes were cast	Total no. of members who voted	Total no. of shares for which votes were cast	% of votes to total no. of valid votes cast
Voted in favor of the resolution	2	7	15	8721109	17	8721116	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid Votes	0	0	0	0	0	0	0
Total	2	7	15	8721109	17	8721116	100

Jaya Yadav
Jaya Yadav & Associates
★ COP-12070 ★
Company Secretaries