

Schaeffler India Limited  
(Formerly known as FAG Bearings India Limited)  
P.O. Maneja, Vadodara – 390013, Gujarat, India

Your reference, your message from

Our reference, our message from

Phone

Fax

May 1, 2019

## **RESULTS OF VOTING**

### **56<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), the Members of the Company were 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 the Notice convening the 56<sup>th</sup> Annual General Meeting ('AGM'). At the AGM held on April 30, 2019, the facility of voting on poll through Tablet Computers was provided.

The Members, whose names appeared in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, April 23, 2019, were entitled to cast their vote electronically. The e-voting period commenced from Saturday, April 27, 2019 at 9:00 am (IST) and ended at 5:00 pm (IST) on Monday, April 29, 2019. The e-voting module was disabled on April 29, 2019 at 5:00 pm (IST). The voting rights of shareholders were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 23, 2019.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries, was appointed as the Scrutinizer for the purpose of scrutinizing the votes casted through E-voting as well as the voting on Poll taken at the AGM venue through Tablet Computers, in a fair and transparent manner.

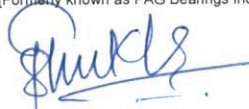
Schaeffler India Limited (Formerly known as FAG Bearings India Limited)  
(Registered Office) Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai 400 021, Maharashtra, India  
Phone +91 22 6681 4444, Fax +91 22 22027022, [www.schaeffler.co.in](http://www.schaeffler.co.in), [info.in@schaeffler.com](mailto:info.in@schaeffler.com), CIN: L29130MH1962PLC012340



The Scrutinizer has submitted his report, based on which, it is hereby declared that the resolutions contained in the notice convening 56<sup>th</sup> Annual General Meeting of the Company have been passed with requisite majority.

For **Schaeffler India Limited**

[Formerly known as FAG Bearings India Limited]



**Chirag K. Shukla**

Company Secretary

[Authorised by the Chairman to declare the results of voting]

Date: May 1, 2019

Place: Vadodara



## Consolidated Scrutinizer's Report

To,  
The Chairman,  
56<sup>th</sup> Annual General Meeting of  
**SCHAEFFLER INDIA LIMITED**  
Held on the 30<sup>th</sup> day of April, 2019 at 03:00 p.m.  
At Y B Chavan Centre,  
General Jagannath Bhosle Marg,  
Beside Sachivalaya Gymkhana,  
Nariman Point, Mumbai (MH) - 400 021.

### Scrutinizer's Report on Poll including voting by Electronic Means in respect of the resolutions contained in the Notice dated February 13, 2019.

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **SCHAEFFLER INDIA LIMITED** (the Company), for the purpose of scrutinizing the e-voting process (remote e-voting) and poll at the venue of the Annual General Meeting ("AGM") (through tablet computers) taken on the below mentioned resolution(s), at the 56<sup>th</sup> AGM of the Company-, held on Tuesday, April 30, 2019, 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 February 13, 2019, based upon 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 Poll taken at the AGM through Tablet Computers.

#### 1. I submit my report as under:

The votes cast through remote e-voting were unblocked on April 30, 2019 around 05:31 p.m. in the presence of two witnesses namely Mr. Yog V. Pathak and Ms. Kajal A. Golani who are not in the employment of the Company. The reports generated were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



The witnesses have signed below in confirmation of the remote votes being unblocked in their presence.

  
Mr. Yog V. Pathak

  
Ms. Kajal A. Golani

2. The result of the scrutiny of Remote e-voting as well as Poll at the AGM in respect of resolutions contained in notice dated February 13, 2019, is as under:

2.1 **Resolution No. 1:**

To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2018 and the 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		Poll taken at the venue of the meeting (through tablet computers)		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	84	18027500	58	8591851	142	26619351	100.00
Voted against	3	3	0	0	3	3	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.



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**2.2 Resolution No. 2:**

**To declare dividend for the year ended on December 31, 2018. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	84	18027500	58	8591851	142	26619351	100.00
Voted against	3	3	0	0	3	3	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	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		Poll taken at the venue of the meeting (through tablet computers)		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	44	16398617	58	8591851	102	24990468	95.59
Voted against	36	1152016	0	0	36	1152016	4.41
Total	80	17550633	58	8591851	138	26142484	100.00
Invalid votes	0	0	0	0	0	0	N.A.



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**2.4 Resolution No. 4:**

To authorize Board of Directors to fix remuneration of B.S.R. & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number: 101248 W/W-100022) for the year 2019. (Ordinary Resolution)

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	84	18027500	58	8591851	142	26619351	100.00
Voted against	3	3	0	0	3	3	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.

**2.5 Resolution No. 5:**

**Appointment of Mr. Jurgen Zeigler as Director. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	71	17526990	58	8591851	129	26118841	99.91
Voted against	9	23643	0	0	9	23643	0.09
Total	80	17550633	58	8591851	138	26142484	100.00
Invalid votes	0	0	0	0	0	0	N.A.



**2.6 Resolution No. 6:**

**Appointment of Mr. Satish Patel as Director. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	65	17915583	57	8591850	122	26507433	99.58
Voted against	22	111920	1	1	23	111921	0.42
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.

**2.7 Resolution No. 7:**

**Appointment of Mr. Satish Patel as Whole-Time Director, designated as Director-Finance. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	84	18027500	57	8591850	141	26619350	100.00
Voted against	3	3	1	1	4	4	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.



**2.8 Resolution No. 8:**

**Approval to revision in remuneration of Mr. Dharmesh Arora, Managing Director.  
(Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	76	17550629	57	8591850	133	26142479	100.00
Voted against	4	4	1	1	5	5	0.00
Total	80	17550633	58	8591851	138	26142484	100.00
Invalid votes	0	0	0	0	0	0	N.A.

**2.9 Resolution No. 9:**

**Approval of Material Related Party Transactions. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	69	3337285	57	62668	126	3399953	98.77
Voted against	12	42279	0	0	12	42279	1.23
Total	81	3379564	57	62668	138	3442232	100.00
Invalid votes	0	0	0	0	0	0	N.A.





2.10 **Resolution No. 10:**

**Alteration of Articles of Association. (Special Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	83	18027499	58	8591851	141	26619350	100.00
Voted against	4	4	0	0	4	4	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.

2.11 **Resolution No. 11:**

**To ratify Remuneration of the Cost Auditors. (Ordinary Resolution)**

Voting Description	Remote e-voting		Poll taken at the venue of the meeting (through tablet computers)		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	83	18027499	57	8591850	140	26619349	100.00
Voted against	4	4	1	1	5	5	0.00
Total	87	18027503	58	8591851	145	26619354	100.00
Invalid votes	0	0	0	0	0	0	N.A.

- All the figures shown in percentage have been rounded off to 2 decimal points.
- All the resolutions are passed with requisite majority.



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5. The registers and all other papers relating to voting by electronic means and poll conducted at the meeting through tablet computers, shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register and other related papers to the company.

Thanking you,

Yours Faithfully,



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

Vadodara, May 01, 2019.

**For Schaeffler India Limited**  
(Formerly Known as FAG Bearings India Limited)



**Chirag K. Shukla**  
**Company Secretary**

[Authorized by the chairman to receive and  
countersign the Scrutinizer's report]