

Schaeffler India Limited  
 (Formerly known as FAG Bearings India Limited)  
 Head Office & Works · P.O. Maneja, Vadodara – 390013, Gujarat, India

Your reference, your message from

Our reference, our message from

Phone

Fax

March 22, 2018

## Result of the voting by Unsecured Creditors on resolution for approval of Scheme of Amalgamation of INA Bearings India Private Limited and LuK India Private Limited with Schaeffler India Limited

In accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT") vide order dated January 12, 2018 ("Order") a Meeting of Unsecured Creditors of the Company was convened to be held on March 20, 2018 ("Meeting") and the Notice convening said Meeting was dispatched on February 15, 2018 and in compliance with provisions of sections 230 to 232 of the Companies Act, 2013 and rules made thereunder ("Act"). At the Meeting held on March 20, 2018, the facility of voting on resolution through polling paper was provided.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries was appointed as the Scrutinizer by the Hon'ble NCLT for the purpose of scrutinizing the Poll taken at the Meeting, in a fair and transparent manner.

The Scrutinizer has submitted his report, based on which, the following result of voting is hereby declared:

### Resolution:

Approval of Scheme of Amalgamation of INA Bearings India Private Limited and LuK India Private Limited with Schaeffler India Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Mode of Voting	Number of Creditors Present and Voting	Value of votes cast by them (being value of amount due as on 31-10-2017) Amt. in INR	Number and % of Creditors voted in favour	Value and % of value of cast in favour	Value and % of votes against
Poll at the Meeting	18	1,242,240,586	18 (100.00%)	1,242,240,586 (100.00%)	-

Accordingly, the Resolution is passed unanimously.

For Schaeffler India Limited  
 (Formerly known as FAG Bearings India Limited)

  
**Chirag K. Shukla**  
 Company Secretary

Vadodara, March 22, 2018



**REPORT OF SCRUTINIZER**

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]**

To,  
Mr. Avinash Gandhi,  
The Chairman of the Meeting of the Unsecured Creditors convened pursuant to order of the  
National Company Law Tribunal (NCLT), Mumbai Bench in CSA No. 1078 of 2017 dated  
12.01.2018

**SCHAEFFLER INDIA LIMITED**

CIN: L29130MH1962PLC012340

Nariman Bhavan, 8<sup>th</sup> Floor, 227, Backbay Reclamation,  
Nariman Point, Mumbai 400021,  
Maharashtra, India.

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Practicing Company Secretaries, have been appointed pursuant to the directions of the National Company Law Tribunal (NCLT), Mumbai Bench vide its order dated 12<sup>th</sup> January, 2018 in Company Scheme Application No. 1078 of 2017, as the Scrutinizer for the purpose of scrutinizing the voting through poll taken on the below mentioned resolution, in a fair and transparent manner, at Meeting of the Unsecured creditors of Schaeffler India Limited ("the Company") held on Tuesday, 20<sup>th</sup> day of March, 2018 at 05:00 p.m. (1700 hrs) at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai - 400 021, Maharashtra, India, submit my report as under;

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot box was subsequently opened in my presence and in the presence of two witnesses, who are not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Authorizations/Proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



SR/SIL/20032018

**Resolution:**

**Approval of the Scheme of Amalgamation of INA Bearings India Private Limited and Luk India Private Limited with Schaeffler India Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.**

**(i) VOTED IN FAVOUR OF RESOLUTION**

Number of Unsecured Creditors present and voting (in person or proxy)	Value of votes cast by them (Amount in Rupees) (Being amount due as on 31.10.2017)	% of value of valid votes cast
18	1,242,240,586	100.00

**(ii) VOTED AGAINST THE RESOLUTION.**

Number of Unsecured Creditors present and voting (in person or proxy)	Value of votes cast by them (Amount in Rupees) (Being amount due as on 31.10.2017)	% of value of valid votes cast
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**(iii) INVALID VOTES**

Total number of Unsecured creditors present and voting (in person or proxy) whose votes were declared invalid	Total value of votes cast by them (Amount in Rupees) (Being amount due as on 31.10.2017)
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5. A list of Unsecured Creditors who have voted "FOR", "AGAINST" and those whose votes were declared invalid in respect of the Resolution is enclosed.
6. The register and all other papers relating to poll conducted at the meeting, 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,

Place: Vadodara

Yours Faithfully,

Date: March 22, 2018



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