

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L29130MH1962PLC012340

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACF3357Q

(ii) (a) Name of the company

SCHAEFFLER INDIA LIMITED

(b) Registered office address

NARIMAN BHAVAN 8TH FLOOR BACKBAY RECLAMA
NARIMAN POINT
MUMBAI
Maharashtra
400021

(c) *e-mail ID of the company

chirag.shukla@schaeffler.com

(d) *Telephone number with STD code

02266814444

(e) Website

www.schaeffler.co.in

(iii) Date of Incorporation

27/04/1962

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/01/2018 (DD/MM/YYYY) To date 31/12/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

30/04/2019

(b) Due date of AGM

30/06/2019

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	67.56
2	G	Trade	G1	Wholesale Trading	31.45

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	INA Holding Schaeffler GmbH		Holding	74.13

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,500,000	31,260,734	31,260,734	31,260,734
Total amount of equity shares (in Rupees)	1,255,000,000	312,607,340	312,607,340	312,607,340

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10 each				
Number of equity shares	125,500,000	31,260,734	31,260,734	31,260,734
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,255,000,000	312,607,340	312,607,340	312,607,340

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				

At the beginning of the year	16,617,270	166,172,700	166,172,700	
Increase during the year	14,643,464	146,434,640	146,434,640	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	14,643,464	146,434,640	146,434,640	0
Allotment pursuant to Scheme of Amalgamation				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
Not Applicable				
At the end of the year	31,260,734	312,607,340	312,607,340	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
Not Applicable				
Decrease during the year	0	0	0	0

i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		17/04/2018	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			577,500,000
Deposit			0
Total			577,500,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

45,414,400,000

(ii) Net worth of the Company

26,509,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	23,172,647	74.13	0	
10.	Others	0	0	0	
	Total	23,172,647	74.13	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,429,135	4.57	0	
	(ii) Non-resident Indian (NRI)	38,183	0.12	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	173,994	0.56	0	
4.	Banks	1,779	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	4,403,105	14.09	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,109,246	3.55	0	
10.	Others Foreign Portfolio Investor, F	932,645	2.98	0	
	Total	8,088,087	25.88	0	0

Total number of shareholders (other than promoters)

14,970

**Total number of shareholders (Promoters+Public/
Other than promoters)**

14,976

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	6
Members (other than promoters)	12,870	14,970
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	8	1	8	0	0
(i) Non-Independent	1	5	1	4	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	8	1	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Avinash Parkash Gandhi	00161107	Director	0	
Dharmesh Subhash Chandra	05350121	Managing Director	0	
Klaus Rosenfeld	07087975	Director	0	
Jurgen Klaus Theodor Z	07092477	Additional director	0	
Marcus Wilhelm Karl Eis	07904850	Director	0	14/02/2019
Sampath Kumar Raman	00495192	Director	0	
Sanak Mishra	00027288	Director	0	
Renu Challu	00157204	Director	408	
Rakesh Jinsi	00182187	Director	0	
Satish Chunibhai Patel	ABLPP9063A	CFO	0	
Chirag Kirtibhai Shukla	BGWPS6867G	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Chirag Kirtibhai Shukla	BGWPS6867G	Company Secretar	07/02/2018	Appointment
Avinash Parkash Gandh	00161107	Director	07/02/2018	Appointed as Independent Director
Dietmar Claus Heinrich	00928243	Director	17/04/2018	Cessation
Marcus Wilhelm Karl Eis	07904850	Director	17/04/2018	Change in Designation
Jurgen Klaus Theodor Z	07092477	Additional director	18/04/2018	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT Convened Meeting of	20/03/2018	13,040	75	51.36
Annual General Meeting	17/04/2018	13,508	137	52.82

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/02/2018	9	7	77.78
2	17/04/2018	9	8	88.89
3	26/07/2018	9	8	88.89
4	22/10/2018	9	8	88.89

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	06/02/2018	4	4	100
2	Audit Committee	17/04/2018	4	4	100
3	Audit Committee	26/07/2018	4	4	100
4	Audit Committee	22/10/2018	4	4	100
5	Nomination and Remuneration	06/02/2018	4	3	75
6	Nomination and Remuneration	16/04/2018	4	3	75
7	Nomination and Remuneration	21/10/2018	4	4	100
8	Stakeholders' Meeting	16/04/2018	3	3	100
9	Stakeholders' Meeting	21/10/2018	3	3	100
10	Corporate Social Responsibility	06/02/2018	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/04/2019
								(Y/N/NA)
1	Avinash Parkar	4	4	100	7	7	100	Yes
2	Dharmesh Sutar	4	4	100	4	4	100	Yes
3	Klaus Rosenfeld	4	2	50	0	0	0	Yes
4	Jurgen Klaus	2	2	100	1	1	100	Yes
5	Marcus Wilhelm	4	3	75	0	0	0	Not Applicable
6	Sampath Kumar	4	4	100	0	0	0	Yes
7	Sanak Mishra	4	4	100	9	9	100	Yes
8	Renu Challu	4	4	100	8	8	100	Yes
9	Rakesh Jinsi	4	4	100	9	9	100	Yes

X. * REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dharmesh Subhash	Managing Director	34,510,622	0	0	0	34,510,622
	Total		34,510,622	0	0	0	34,510,622

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Satish Chunibhai Patil	CFO	10,064,883	0	0	0	10,064,883
2	Chirag Kirtibhai Shukla	Company Secretary	1,772,616	0	0	0	1,772,616
	Total		11,837,499	0	0	0	11,837,499

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Avinash Parkash Garg	Director	0	1,300,000	0	450,000	1,750,000
2	Sampath Kumar Raju	Director	0	860,000	0	200,000	1,060,000
3	Sanak Mishra	Director	0	860,000	0	510,000	1,370,000
4	Renu Challu	Director	0	860,000	0	480,000	1,340,000
5	Rakesh Jinsi	Director	0	860,000	0	510,000	1,370,000
	Total		0	4,740,000	0	2,150,000	6,890,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Suresh Kumar Kabra

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

9927

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

05

dated

06/03/2017

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DHARMESH
SUBHASH
CHANDRA
ARORA
Digitally signed by
DHARMESH SUBHASH
CHANDRA ARORA
Date: 2019.06.17
14:20:04 +0530

DIN of the director

05350121

To be digitally signed by

Shukla
Chirag
Digitally signed by
Shukla Chirag
Date: 2019.06.17
17:37:38 +0530

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 20568

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Otherdetails_Form MGT-7.pdf
DetailsofFPlason31122018.pdf
ListofSharetransfer2018.pdf
MGT_8_2018.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company