

Result of Voting – Postal Ballot

Special Resolution for re-appointment of Mrs. Renu Challu (DIN:00157204) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 30/09/2019

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In accordance with the approval of the Board of Directors of the Company ('the Board'), a Notice of Postal Ballot (which includes voting by Electronic means), pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, was dispatched to the members of the Company on August 28, 2019, seeking their consent by way of a Special Resolution for Re-appointment of Mrs. Renu Challu (DIN:00157204) as an Independent Director for second term of five consecutive years commencing from November 6, 2019 up to November 5, 2024.

The Company had provided facility of voting through Electronic means to the shareholders of the Company administered by Central Depository Services (India) Limited ('CDSL'). The voting through Postal Ballot and E-voting was commenced at 09:00 hours IST on August 30, 2019 and ended at 17:00 hours IST on September 28, 2019.

The Notice of Postal Ballot was also placed on the website of the Company and on the website of CDSL. The Company had caused a public notice of Postal Ballot by way of an advertisement in Newspapers – Economic Times (English) and Tarun Bharat (Marathi), Mumbai editions on August 29, 2019 pursuant to the provisions of the Companies Act, 2013.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries was appointed as the Scrutinizer by the Board to scrutinize votes cast electronically and through Postal Ballot in a fair and transparent manner.



The Scrutinizer has submitted his consolidated report (on E-voting as well as physical Postal Ballot) dated September 30, 2019, based on which, the following result of voting is hereby declared:

Special Resolution:

Re-appointment of Mrs. Renu Challu (DIN:00157204) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013

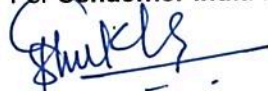
Mode of Voting	Number of Members who voted	Number of valid votes cast	Number of votes in favour	Number of votes against
Postal Ballot	55	2,762	2,762	0
E-voting	144	27,479,655	27,477,930	1,725
Total	199	27,482,417 (100.00%)	27,480,692 (99.99%)	1,725 (0.01%)

Note: There were 136 number of invalid votes received in 7 Postal Ballots which are excluded from the above calculation.

Accordingly, the Special Resolution is passed with requisite Majority i.e. votes cast in favour of the resolution are not less than three times of the number of the votes cast against the resolution.

The result of the Postal Ballot along with Scrutinizer's consolidated report shall be displayed on the notice board of the Registered Office as well as Corporate Office of the Company and on the website of the Company at www.schaeffler.co.in. The result will also be submitted to CDSL for dissemination on its website.

For Schaeffler India Limited



Chirag K. Shukla
Company Secretary

(Authorised by the Chairman to declare the results of voting)



September 30, 2019

Consolidated Scrutinizer's Report

To,
The Chairman
SCHAEFFLER INDIA LIMITED
Nariman Bhavan 8th Floor,
227, Backbay Reclamation,
Nariman Point
Mumbai (MH) - 400021

Scrutinizer's Report on Postal Ballot including voting by Electronic Means in respect of passing of the resolution contained in the Postal Ballot Notice dated August 22, 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 scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolution contained in the Postal Ballot Notice dated August 22, 2019.

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 and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to voting through the Postal Ballot and by the electronic means. My responsibility as Scrutinizer is restricted to give a report on the votes cast by the members for the resolution contained in the Postal Ballot Notice dated August 22, 2019, based upon that;

- a) The reports 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
- b) The scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. till 5:00 p.m. on September 28, 2019.

1. I submit my report as under:

- 1.1 A report on e-voting has been generated at 5:17 p.m. on September 28, 2019 (i.e. after the time fixed for closing of the voting process at 5:00 p.m. on September 28, 2019) from the data assessable on the website <https://www.evotingindia.com> of Central Depository Services (India) Limited, the authorized agency to provide e-voting facility in presence of two witnesses,

who are not in the employment of the Company, namely Ms. Khushbu Tibrewal residing at 204, Opp. Bansal Super Market, Silver Square Apartment, Urmi Char Rasta, Akota, Vadodara – 390020 and Ms. Kajal Golani residing at C-30, Vidyanagar Society, Sant Kawar Colony, Warasia, Vadodara - 390 006.

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

Khushbu Tibrewal

Kajal

Ms. Khushbu Tibrewal

Ms. Kajal Golani

- 1.2 The Physical postal ballots, received till the time fixed for closing of the voting process i.e. 5:00 p.m. on September 28, 2019, were diligently scrutinized and reconciled with the records maintained by the Company / Link Intime India Pvt. Ltd., the Registrar and Transfer Agency of the Company and the authorizations lodged with the Company.
- 1.3 The Postal Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
2. The result of the scrutiny of the above Postal Ballot voting including voting done by electronic means in respect of passing of resolution contained in the postal ballot notice dated August 22, 2019 is as under:

2.1 **Resolution No. 1: (Special Resolution)**

Re-appointment of Mrs. Renu Challu (DIN: 00157204) as an Independent Director for second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

Voting Description	Remote e-voting		Voting through Postal Ballots		Consolidated voting results		
	Number of Members who voted	Number of Shares for which valid votes Cast	Number of Members who voted	Number of Shares for which valid votes cast	Total number of Members who voted	Total number of Shares for which valid votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	143	27477930	55	2762	198	27480692	99.99
Voted against	1	1725	0	0	1	1725	0.01
Total	144	27479655	55	2762	199	27482417	100.00
Invalid votes	0	0	7	136	7	136	N.A.

3. All the figures shown in percentage have been rounded off to 2 decimal points.
4. The electronic data along with Postal Ballots and all the other relevant records relating to e-voting and the Postal Ballots received are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.
5. We report that the aforesaid resolution is carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours Faithfully,



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



UDIN: A009711A000018280

Vadodara, September 30, 2019.

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



Chirag K. Shukla
Company Secretary

(Authorised by the Chairman to declare Results of Voting)