

**Schaeffler India Limited**

(Formerly known as FAG Bearings India Limited)

**Corporate Identity No. (CIN):** L29130MH1962PLC012340

**Registered Office:** Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai - 400021, Maharashtra, India

**Tel. No.:** +91 22 66814444; **Fax No.:** +91 22 22027022

**Email:** investorsupport.in@schaeffler.com; **Website:** www.schaeffler.co.in

**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Shareholders,

NOTICE is hereby given to the members of Schaeffler India Limited (the "Company") pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act"), if any, read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or re-enactment thereof for the time being in force, seeking consent of the Members of the Company for the special business through Postal Ballot and e-voting as mentioned herein below.

The Explanatory Statement pursuant to section 102 of the Act, setting out material facts concerning the special business and the reasons thereof is annexed herewith along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company at its meeting held on February 13, 2019 has appointed Mr. Suresh Kabra, Practicing Company Secretary (ACS: 9711), Partner of M/s. Samdani Kabra & Associates, Company Secretaries, as Scrutinizer to Scrutinize votes cast electronically and through Postal Ballot in a fair and transparent manner.

The Members are requested to carefully read the instructions in the Notice and printed overleaf of the Postal Ballot Form and return the Postal Ballot Form in original, duly completed in all respects and signed by the Members, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on March 24, 2019. Postal Ballot Forms received after that date will be treated as if a reply from such Member has not been received.

In compliance with the provisions of the Act, Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") Company is pleased to offer e-voting facility to all its Members to cast their votes electronically. The Members are requested to carefully read the 'instructions for voting through electronic means' covered under the notes for casting their vote electronically. The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to all its members.

The Scrutinizer shall after completion of his scrutiny, submit his report to the Chairman or any other person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot and e-voting. The said results will be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. The results will also be uploaded on the Company's website www.schaeffler.co.in and shall also be submitted to CDSL for uploading on their website i.e. www.evotingindia.com.

**SPECIAL BUSINESS:****1. Continuation of Directorship of Mr. Avinash Gandhi (DIN: 00161107)**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if

any, the approval of the Members be and is hereby accorded to the continuation of Directorship of Mr. Avinash Gandhi (DIN:00161107), aged 80 years, as a Non-Executive Independent Director of the Company from April 1, 2019 till the conclusion of his present tenure as an Independent Director, that is upto February 6, 2023.

**RESOLVED FURTHER THAT** the Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things, as may be necessary or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Schaeffler India Limited**

Date: February 13, 2019  
Place: Mumbai

Sd/-

**Chirag K. Shukla**  
Company Secretary

**Schaeffler India Limited**

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Website:www.schaeffler.co.in

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and the reasons concerning the special business is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as available with the National Securities Depository Limited (NSDL) and CDSL as on Friday, February 8, 2019 (“Cut-off date”). The shareholding of the Members as on the Cut-off date shall be reckoned for voting. A person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
3. The Postal Ballot Notice is being sent in electronic form to the Members whose email addresses are registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (“RTA”) (in case of physical shareholding) and in physical form to all the Members by permitted mode along with a postage prepaid self addressed Business Reply Envelope, whose email addresses are not so registered. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company i.e. www.schaeffler.co.in.
4. In case a member who has received Postal Ballot Notice by email and who wishes to vote through postal ballot form or who has not received a Postal Ballot Form and requires a duplicate thereof, he or she may download the same from the website of the Company or may send an e-mail to investorsupport.in@schaeffler.com or vadodara@linkintime.co.in quoting his or her DPID and Client Id or the Folio number. The RTA shall forward a copy of Postal Ballot Notice and Form along with postage-prepaid self-addressed Business Reply Envelope to the member concerned.
5. In compliance with provisions of the Act, Rules and Listing Regulations, the Company has provided the facility to the members to cast their votes on the resolution set forth in this notice, electronically through e-voting services provided by CDSL. The instructions for e-voting are annexed to this Notice.
6. The e-voting period and postal ballot period commences at 09:00 hours IST on Saturday February 23, 2019 and ends at 17:00 hours IST on Sunday March 24, 2019. During this period, the Members holding equity shares either in physical form or in dematerialized form, as on the cut-off date, i.e. February 8, 2019, may cast their vote by e-voting or postal ballot. The e-voting module shall be disabled by CDSL for voting at 17:00 hours IST on March 24, 2019. Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case the members cast their votes through both the modes, voting through electronic mode shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

8. The members are requested to note that a member is not entitled to exercise his vote on postal ballot through proxy.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with assent (for) or dissent (against) and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 17:00 hours IST on March 24, 2019. The postage will be borne by the Company. If any postal ballot is received after 17:00 hours IST on March 24, 2019, it will be considered that no reply from the member has been received.
10. The Members may kindly note that envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members addressed to Mr. Suresh Kabra, Partner, M/s. Samdani Kabra & Associates, Company Secretaries, Scrutinizer, C/o. Link Intime India Private Limited, Unit: Schaeffler India Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli, (West), Mumbai-400 083 will also be accepted.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
12. The results of the Postal Ballot shall be announced on or before March 26, 2019. The result of voting along with the Scrutinizer's Report shall be displayed on the Notice Board of the Registered Office situated at Nariman Bhavan, 8<sup>th</sup> floor, 227 Backbay Reclamation, Nariman Point, Mumbai - 400021, Maharashtra, India and will be displayed on website of the Company at [www.schaeffler.co.in](http://www.schaeffler.co.in). The results will also be submitted with National Stock Exchange of India Limited, BSE Limited and to CDSL for dissemination on their respective websites.
13. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting of the Members. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting i.e. upto March 24, 2019.

#### INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS :

The instructions for Members for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders to cast your votes.
- (iii) Enter your User ID:
  - a) For Members holding shares in Demat Form:
    - For CDSL: 16 digits beneficiary ID.
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - b) For Members holding shares in Physical Form:
    - Enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password can be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence Number which is printed on Postal Ballot Form indicated in the PAN field.
DOB*	Enter the Date of Birth as recorded in your demat account or in the Company records in dd/mm/yyyy format.
Dividend Bank Details*	Enter the Dividend Bank Details as recorded in your demat account or in the Company records.

*\*Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).*

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Members for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the E-voting Sequence Number (EVSN) for the SCHAEFFLER INDIALIMITED.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option Yes implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-individual Shareholders and Custodians i.e. Corporate / Institutional Members (FIs / FIIs / Trust / Mutual Fund / Banks, etc.):
  - a) Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

#### **Explanatory statement pursuant to Section 102(1) the Companies Act, 2013 annexed to the notice:**

##### **Resolution No. 1**

The Securities and Exchange Board of India ("SEBI"), vide its notification No. SEBI/LAD-NRO/ GN/2018/10 dated May 9, 2018, has amended the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Pursuant to the said amendment, with effect from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. Avinash Gandhi, a Non-Executive Independent Director, of the Company has attained the said age-limit.

Mr. Avinash Gandhi has been on the Board of the Company since 2002. The Members of the Company at the 55<sup>th</sup> Annual General Meeting held on April 17, 2018 had approved the appointment of Mr. Avinash Gandhi as an Independent Director of the Company for a consecutive term of five years with effect from February 7, 2018 in accordance with the applicable provisions of the Companies Act, 2013. Mr. Avinash Gandhi is a Mechanical Engineer by qualification. He is a professional, having vast experience in the Indian Automotive Industry. He has many automotive projects in the Indian Automotive Industry to his credit, including launching of passenger cars of Hyundai Motors in India. He is also Director General of India-Republic of Korea Friendship Society. He is actively involved with Electric Vehicles initiative in India. Apart from being Chairman and Member of Board of many other reputed technology Companies, he is also on the board of EV Motors India Private Limited. He also takes Management sessions at Indian Institute of Foreign Trade. Considering the vast knowledge and experience of Mr. Gandhi in the Automotive Industry, the Board has recommended continuation of Directorship of Mr. Avinash Gandhi.

The details of Mr. Avinash Gandhi as required under the provisions of Regulation 36 (3) of the Listing Regulations and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure-A to this statement.

**Interest of Directors / KMPs / Relatives:**

Mr. Avinash Gandhi is concerned or interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Annexure-A**

Name	Mr. Avinash Gandhi
Director Identification Number	00161107
Date of Birth / Age	October 1, 1938 / 80 Years
Qualification	Degree in Mechanical Engineering
Brief Profile and nature of expertise in specific functional area and experience	Mr. Avinash Gandhi is a Mechanical Engineer by qualification. He is a professional, having vast experience in the Indian Automotive Industry. He has many automotive projects in the Indian Automotive Industry to his credit, including launching of passenger cars of Hyundai Motors in India. He is also Director General of India-Republic of Korea Friendship Society. He is actively involved with Electric Vehicles initiative in India. Apart from being Chairman and Member of Board of many other reputed technology Companies, he also on the board of EV Motors India Private Limited. He also takes Management sessions at Indian Institute of Foreign Trade.
Date of first appointment on the Board	July 25, 2002
Category	Non-Executive and Independent Director
Relationship with other Directors and KMP	He is not related to any other Directors and / or Key Managerial Personnel of the Company.
Current Remuneration (last drawn remuneration)	Sitting fees for attending the Board and its Committee Meetings and Profit related commission as a Non-Executive Director as determined by the Board from time to time.
Details of remuneration sought to be paid	Not applicable
Terms and Conditions of appointment	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – <a href="http://www.schaeffler.co.in">www.schaeffler.co.in</a>
Shareholding in the Company	NIL
No. of Meetings of the Board attended during the year 2018	Mr. Gandhi has attended all four Board Meetings held during the year 2018.

Directorships – Listed Companies	<ol style="list-style-type: none"> <li>1. Schaeffler India Limited</li> <li>2. Lumax Industries Limited</li> <li>3. Minda Corporation Limited</li> <li>4. Lumax Auto Technologies Limited</li> </ol>
Directorships – Non-listed Companies	<ol style="list-style-type: none"> <li>1. Uniproducts (India) Limited</li> <li>2. Indo Alusys Industries Limited</li> <li>3. Hyundai Motor India Limited</li> <li>4. QRG Enterprises Limited</li> <li>5. Minda Sai Limited</li> <li>6. EV Motors India Private Limited</li> </ol>

Committee Membership/Chairmanship:		
Name of Company	Name of Committee	Position
Schaeffler India Limited	Audit Committee	Member
	Nomination and remuneration Committee	Member
Lumax Industries Limited	Audit Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Nomination and Remuneration Committee	Member
Minda Corporation Limited	Audit Committee	Member
	Stakeholders' Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
	Nomination and Remuneration Committee	Chairman
Hyundai Motor India Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
Minda Sai Limited	Audit Committee	Chairman

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