

REPORT ON POSTAL BALLOT EXERCISE INCLUDING ELECTRONIC VOTING CONDUCTED DURING FEBRUARY 23, 2019 TO MARCH 24, 2019 BY SCHAEFFLER INDIA LIMITED TO SEEK CONSENT OF ITS MEMBERS BY WAY OF SPECIAL RESOLUTION FOR CONTINUATION OF DIRECTORSHIP OF MR. AVINASH GANDHI

1. Approval of Board of Directors:

In view of the amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on February 13, 2019, on the recommendation of the Nomination and Remuneration Committee, accorded its approval for 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 and also to conduct the Postal Ballot under section 110 of Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ('the Rules') to seek consent of Members by way of Special Resolution for continuation of directorship of Mr. Avinash Gandhi [DIN: 00161107] aged 80 years.

2. Special Resolution proposed:

The Company completed dispatch of Postal Ballot Notice and Explanatory Statement thereto had on February 20, 2019 for obtaining the consent of Members on following Special Resolution:

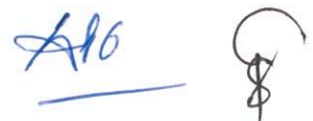
Continuation of Directorship of Mr. Avinash Gandhi (DIN: 00161107), aged 80 years, as a Non-Executive Independent Director of the Company from April 1, 2019 till the conclusion of his present tenure as an Independent Director, that is upto February 6, 2023

"RESOLVED 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 up to 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."

3. Electronic Voting:

In compliance with the provision of the Act, Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided E-voting facility to all its Members to cast their votes electronically. The Company had engaged Central Depository Services India Limited ('CDSL') for providing e-voting facility. The voting through Postal Ballot and E-voting commenced at 9:00 AM IST on February 23, 2019 and ended at 5:00 PM IST on March 24, 2019.

Handwritten signature in blue ink and a circular stamp with a dollar sign inside.

4. Disclosure of Notice of Postal Ballot:

The Notice of Postal Ballot was placed on the website of the Company and on the website of CDSL. Further, the Notice of Postal Ballot was also submitted to Stock Exchanges – BSE Limited and National Stock Exchange of India Limited. The Company had issued a public notice by way of an advertisement containing details of Postal Ballot, in Economic Times (English) and Tarun Bharat (Marathi), Mumbai editions on February 22, 2019 in compliance with provisions of the Companies Act, 2013.

5. Scrutinizer's Report and Result of the voting:

The Board of Directors of the Company had appointed Mr. Suresh Kabra, Practicing Company Secretary (ACS: 9711), Partner of M/s. Samdani Shah & Kabra, Company Secretaries, as Scrutinizer to conduct the E-voting process and the postal ballot in a fair and transparent manner. Mr. Suresh Kabra, Scrutinizer carried out scrutiny of all the Postal Ballot forms and votes cast through E-Voting received upto 5.00 p.m. (IST) on 24th March 2019 and submitted a consolidated Scrutinizer's Report on March 25, 2019, containing the combined results of E-Voting and the Postal Ballot forms received by him.

Summary of Scrutinizer's Report:

Special Resolution:

Continuation of Directorship of Mr. Avinash Gandhi (DIN: 00161107)

Mode of Voting	Number of Members who voted	Number of valid votes cast	Number of votes in favour	Number of votes against
Postal Ballot	92	23,179,025	23,178,991	34
E-voting	140	4,489,866	3,221,791	1,268,075
Total	232	27,668,891 (100.00%)	26,400,782 (95.42%)	1,268,109 (4.58%)

Note: There were 1,995 number of invalid votes received in 27 Postal Ballots which are excluded from the above calculation.

Result of the Voting:

The Special Resolution was duly approved by the Members of the Company with requisite Majority i.e. votes cast in favour being not less than three times of the number of the votes cast against the resolution on March 24, 2019 being last day for receiving duly completed ballot form.

6. Declaration of Results and Disclosures:

On the basis of the Scrutinizer's Report, Mr. Chirag K. Shukla, Company Secretary, who was authorized by the Chairman to declare the results, declared the results forthwith on March 25, 2019.

The results of the Postal Ballot along with Scrutinizer's consolidated Report thereon were submitted to BSE Limited and National Stock Exchange of India Limited. The results were also submitted CDSL for display on their website. The results were displayed on the website of the Company at www.schaeffler.co.in, on the notice board at the Registered Office of the Company at Nariman Bhavan, 8th floor, 227 Backbay Reclamation, Nariman Point, Mumbai – 400 021, Maharashtra, India and on the notice board at office of the Company at Maneja, Vadodara – 390 013.

New Delhi: April 18, 2019



Avinash Gandhi
CHAIRMAN



