

# SCHAEFFLER

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

## POSTAL BALLOT FORM

The last date for receipt of  
postal ballot is March 19, 2018

Sr. No. :

1.	Name & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint – Holder(s) if any	:	
3.	Registered Folio Number/ DP ID No. and Client ID NO. * <small>*(Applicable to Members holding shares in dematerialized form)</small>	:	
4.	Number of Ordinary Share(s) held	:	
5.	EVSN (Electronic Voting Sequence Number)	:	
6.	User ID	:	
7.	Password / Sequence Number	:	
8.	I/We hereby exercise my/our vote(s) in respect of Resolution as detailed in the Notice dated February 12, 2018 convening Meeting of the Equity Shareholders of Schaeffler India Limited, as directed by the National Company Law Tribunal, Mumbai Bench on Tuesday, March 20, 2018 at 3.00 p.m. (1500 hours) at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021, Maharashtra, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (√) in the appropriate box below		

Description of Resolution	No. of ordinary shares for which votes cast	I /We assent to the Resolution (FOR)	I /We dissent from the Resolution (AGAINST)
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			

Place:

Date:

Signature of Member: \_\_\_\_\_

Note: Please read the instructions printed below carefully before exercising your vote:

1. GENERAL INFORMATION

- a) The Mumbai Bench of the National Company Law Tribunal (NCLT), vide its Order dated January 12, 2018 has directed that a Meeting of the Equity Shareholders of the Company shall be convened and held at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jammalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021, Maharashtra, India on Tuesday, March 20, 2018 at 03.00 p.m. (1500 hours) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of INA Bearings India Private Limited and LuK India Private Limited with Schaeffler India Limited ("Company") and their respective shareholders and creditors.
- b) Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014, assent or dissent of the members in respect of the resolution detailed in the Notice dated February 12, 2018 is being additionally sought through Postal Ballot process/ e-voting as per the directions of NCLT.
- c) Voting right shall be reckoned on the paid up value of shares registered in the name of Member as at the close of business on Friday, February 9, 2018 ('Cut-off date').
- d) The proposed Scheme, if assented by majority of Shareholders representing three-fourth of the value, by way of Postal Ballot, remote e-voting and voting at the Meeting shall be considered as passed on the date of the Meeting

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Ballot Form and send in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member (as per the specimen signature registered with the Company / Depository).
- c) There will be one Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory(ies) duly attested.
- e) Voting rights in the Ballot cannot be exercised by a proxy.
- f) Completed Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. at 05.00 p.m. (1700 hours) on Monday, March 19, 2018. Incomplete Ballot Forms or Ballot Forms received after this date will be considered invalid.
- g) An incomplete, unsigned, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
- h) The Scrutinizer's decision in this regard shall be final and binding.
- i) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars – Link Intime India Private Limited, B-102 & 103, Shangrila Complex, 1<sup>st</sup> Floor, Opp. HDFC bank, Near Radhakrishna Char Rasta, Akota, Vadodara 390 020, Gujarat India or to the e-mail ID vadodara@linkintime.co.in.
- j) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot") along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- k) The Company is pleased to provide e-voting as an alternative for the Members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot Form. E-voting is optional. In case a Member has voted through e-voting facility, he/she need not send a physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid by the Scrutinizer. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to e-voting.