

Schaeffler India Limited  
(Formerly known as FAG Bearings India Limited)  
Head Office & Works · P.O. Maneja, Vadodara – 390013, Gujarat, India

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI- 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, C - 1, Block G,  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI- 400 051

**Company Code: 505790**

**Company Code: SCHAEFFLER**

Your reference, your message from

Our reference, our message from

Phone

Fax

Date

+91-265-6602001

16.02.2018

**Sub: Newspaper Advertisement - Notice of the Meeting of the Equity Shareholders (including Public Shareholders) and Unsecured Creditors of Schaeffler India Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench**

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the copies of the newspaper advertisement relating to the notices for meetings of the Equity Shareholders (including Public Shareholders) and Unsecured Creditors of Schaeffler India Limited as directed by the Hon'ble National Company Law Tribunal, Mumbai Bench, published in 'Free Press Journal' in English and in 'Navshakti' in Marathi both circulated at Mumbai.

We request you to kindly take the same on record.

Thanking you.

Yours faithfully,

**For Schaeffler India Limited**

[Formerly known as FAG Bearings India Limited]

**Chirag K. Shukla**  
Company Secretary

Encl.: As above



## 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. Tel. No.: +91 22 66814444; Fax No.: +91 22 22027022; Email: investorsupport.in@schaeffler.com; Website: www.schaeffler.co.in

#### BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT MUMBAI COMPANY SCHEME APPLICATION NO. 1078 OF 2017

In the matter of the Companies Act, 2013;

And

In the matter of application under Sections 230 - 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Amalgamation of INA Bearings India Private Limited ('Transferor Company 1' or 'Applicant Company 1') and LuK India Private Limited ('Transferor Company 2') with Schaeffler India Limited ('Transferee Company' or 'Applicant Company 2' or 'Company') and their respective shareholders and creditors.

#### Schaeffler India Limited

[CIN: L29130MH1962PLC012340], a company

incorporated under the Companies Act, 1956,

having its registered office at Nariman Bhavan,

8th Floor, 227, Backbay Reclamation,

Nariman Point, Mumbai 400021, Maharashtra

Applicant Company 2

#### ADVERTISEMENT OF NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS (INCLUDING PUBLIC SHAREHOLDERS) AND UNSECURED CREDITORS OF SCHAEFFLER INDIA LIMITED

NOTICE is hereby given that by an order dated January 12, 2018, the Hon'ble National Company Law Tribunal, Bench at Mumbai ('Tribunal') has directed separate meetings to be held of the Equity Shareholders and Unsecured Creditors of the Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of INA Bearings India Private Limited and LuK India Private Limited with the Company and their respective shareholders and creditors ('Scheme').

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders and Unsecured Creditors of the Company will be held as under, at which time and place the Equity Shareholders and Unsecured Creditors are requested to attend.

Sr.No.	Class of Meetings	Date of Meetings	Time	Place of Meeting
1.	Equity Shareholders	Tuesday, March 20, 2018	03:00 p.m. (1500 hours)	Kamalayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021, Maharashtra, India
2.	Unsecured Creditors		05:00 p.m. (1700 hours)	

Copies of the Scheme and the Explanatory Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company.

Persons entitled to attend and vote at the respective meetings, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Company at Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai 400021, Maharashtra, not later than 48 hours before the scheduled time of the commencement of the aforesaid meetings.

Forms of proxy can be had at the Registered Office of the Company.

The Tribunal has appointed Mr. Avinash Gandhi, Chairman of the Company, failing him, Mr. Dharmesh Arora, Managing Director of the Company, failing him, Dr. Sanak Mishra, Independent Director of the Company, as Chairperson of the aforesaid meetings.

The Scheme, if approved in the aforesaid meetings, will be subject to the subsequent approval of the Tribunal.

FURTHER NOTICE is hereby given to the Equity Shareholders (which include Public Shareholders of the Company as referred to in Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ('SEBI Circular')) that:

- the Company has on February 15, 2018, completed the dispatch of the Notice along with the Explanatory Statement in physical form to the Equity Shareholders. Equity Shareholders who have registered their e-mail id for this purpose have been served with Notice of the meeting on their e-mail id registered with depositories / Registrar and Share Transfer Agent / Company in addition to the notice in physical form. The Notice has been sent to all the Equity Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on Friday, February 9, 2018 ('Cut-off Date'). As such, the Notice sent to the Equity Shareholders would also be deemed to be the Notice sent to the public shareholders of the Company;
- in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular, the Company has provided the facility of voting by postal ballot and remote e-voting, through remote e-voting services provided by the Central Depository Services (India) Limited ('CDSL'), so as to enable the Equity Shareholders, which includes the public shareholders, to consider and approve the Scheme, prior to the meeting;
- the voting rights of Equity Shareholders shall be in proportion to their equity shareholding in the Company as on the close of business on the Cut-off Date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting in the said meeting;
- the Equity Shareholders can opt only for one mode of voting. If any equity shareholder has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case any equity shareholder has casted the vote both through postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid;
- the votes may be cast by Equity Shareholders either by postal ballot or remote e-voting or poll at the meeting and casting of votes by postal ballot or remote e-voting does not disentitle them from attending the meeting. However, the Equity Shareholders who have exercised their right to vote through postal ballot or remote e-voting shall not be allowed to vote again at the meeting;
- the voting period for postal ballot and remote e-voting shall commence on and from Sunday, February 18, 2018 at 9:00 a.m. (0900 hours) and end on Monday, March 19, 2018 at 5:00 p.m. (1700 hours). During this period, Equity Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by an equity shareholder, he/she shall not be allowed to change it subsequently;
- the Notice of the Tribunal Convened Meeting of the Equity Shareholders of the Company is also displayed / posted on the website of the Company at www.schaeffler.co.in and on the website of CDSL at www.evotingindia.com;
- the Equity Shareholders, who have not received the postal ballot, can download the postal ballot form from the Company's website at www.schaeffler.co.in. In case any equity shareholder is desirous of obtaining a printed duplicate postal ballot form, he/she may send an e-mail to vadodara@linkintime.co.in. The Registrar and Transfer Agent shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the equity shareholder;
- in accordance with the directions given by the Tribunal, Mr. Suresh Kumar Kabra (Membership No. ACS 9711), failing him, Mr. Satyanarayan Samdani (Membership No. FCS 3677) of M/s. Samdani Kabra & Associates, Practicing Company Secretaries, shall act as Scrutinizer to scrutinize votes cast either electronically or on postal ballot or on poll at the Meeting and submit a report on votes cast to the Chairperson of the Meeting within 48 hours from the conclusion of the Meeting;
- duly completed ballot form should reach the Scrutinizer on or before March 19, 2018 at 05:00 pm (1700 hours). Any postal ballot received from the Equity Shareholders beyond the said date will not be considered valid and voting whether by postal ballot or by electronic means shall not be allowed beyond the said date;
- the result of the voting shall be announced on or before Thursday, March 22, 2018, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Company at www.schaeffler.co.in and on CDSL website at www.evotingindia.com besides being sent to BSE Limited and National Stock Exchange of India Limited on the said date; and
- in case of any queries relating to voting by electronic means, Equity Shareholders may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under 'help' section or write an email to helpdesk.evoting@cdslindia.com or contact on 1800225533.

In case of meeting of unsecured creditors of the Company, the voting shall be carried out through the ballot/ polling paper at the venue of the meeting. Mr. Suresh Kumar Kabra (Membership No. ACS 9711), failing him, Mr. Satyanarayan Samdani (Membership No. FCS 3677) of M/s. Samdani Kabra & Associates, Practicing Company Secretaries, shall act as Scrutinizer for the said meeting.

Sd/-

Avinash Gandhi

DIN: 00161107

Dated this 16th day of February, 2018

Place: New Delhi

Chairperson appointed for the meetings

