SCHAEFFLER

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

Company Code: 505790

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

Company Code: SCHAEFFLER

Your reference, your message from	Our reference, our message from	Phone	Fax	Date
		+91-265-6602001		21.03.2018

Sub.: Summary of proceedings of the meetings of the Equity Shareholders and Unsecured Creditors of Schaeffler India Limited convened and held on Tuesday, March 20, 2018 as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal") for approving the Scheme of Amalgamation of INA Bearings India Private Limited and LuK India Private Limited with Schaeffler India Limited ("Company") and their respective shareholders and creditors ("Scheme").

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we hereby submit the summary of proceedings of the meetings of Equity Shareholders and Unsecured Creditors of the Company convened and held on Tuesday, March 20, 2018 at 03:00 p.m. (1500 hours) and 05:00 p.m. (1700 hours) respectively at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021, Maharashtra, India, as per the directions of the Hon'ble Tribunal in its Order dated January 12, 2018 ("**Order**").

As per Regulation 30 of the Listing Regulations, please find enclosed the following disclosures:

1. Summary of proceedings of the meeting of Equity Shareholders of the Company - **Annexure A**
2. Summary of proceedings of the meeting of Unsecured Creditors of the Company - **Annexure B**

You are requested 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

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Annexure A

Summary of proceedings of the meeting of Equity Shareholders of Schaeffler India Limited convened and held on Tuesday, March 20, 2018 as per the directions of the Hon'ble Tribunal

The meeting of the Equity Shareholders ("**Shareholder Meeting**") of Schaeffler India Limited convened by the Hon'ble Tribunal was held on Tuesday, March 20, 2018 at 03:00 p.m. (1500 hours) at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021, Maharashtra, India.

Mr. Avinash P. Gandhi, Chairman and Director of the Company, who was appointed as the Chairperson for the said Shareholder Meeting by the Hon'ble Tribunal vide its Order, presided over the Shareholder Meeting.

The Chairperson welcomed the Equity Shareholders and informed that the Shareholder Meeting has been convened pursuant to the Order to approve the Scheme.

The requisite quorum being present, the Chairperson called the Shareholder Meeting to order. The notice of the Shareholder Meeting, Explanatory Statement under Section 230(3) of the Companies Act, 2013 and the Scheme along with accompanying documents were dispatched to all the Equity Shareholders of the Company as per the directions contained in the Order. With the permission of the Equity Shareholders, the notice convening the Shareholder Meeting including the proposed resolution was taken as read.

After opening remarks by the Chairperson on the Scheme, Mr. Dharmesh Arora, Managing Director of the Company explained to the Equity Shareholders the details and the rationale of the proposed Scheme.

The Chairperson then invited Equity Shareholders to express their views, ask questions and seek clarifications on the Scheme. The Chairperson, Mr. Dharmesh Arora and Mr. Satish Patel, CFO of the Company then responded to the questions asked and clarifications sought by the Equity Shareholders.

The Chairperson informed the Equity Shareholders that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided them the facility to cast their vote through postal ballot and through remote e-voting administered by Central Depository Services Limited. He further mentioned that the postal ballot and remote e-voting

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had been made available from Sunday, February 18, 2018 at 9:00 a.m. (0900 hours) to Monday, March 19, 2018 at 5:00 p.m. (1700 hours).

He further informed that the facility of electronic voting through tablet computer was available at the venue of the Shareholder Meeting for the poll to be taken for Equity Shareholders who had earlier not exercised their vote through postal ballot or remote e-voting.

The Chairperson also informed that Mr. Suresh Kumar Kabra (Membership No. ACS 9711) of M/s. Samdani Kabra & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to conduct the postal ballot and remote e-voting process and voting at the Shareholder Meeting in a fair and transparent manner.

The Chairperson then ordered poll to be taken on the resolution through Tablet Computer facility. The voting process was explained by the Company Secretary and after the voting, the Chairperson thanked the Equity Shareholders for attending and participating at the Shareholder Meeting and informed that the results of the voting will be subsequently disseminated within the stipulated time.

Thereafter the Shareholder Meeting was declared as concluded by the Chairperson.

For **Schaeffler India Limited**
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Chirag K. Shukla
Company Secretary

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Annexure B

Summary of proceedings of the meeting of Unsecured Creditors of Schaeffler India Limited convened and held on Tuesday, March 20, 2018 as per the directions of the Hon'ble Tribunal

The meeting of the Unsecured Creditors ("**Creditor Meeting**") of Schaeffler India Limited convened by the Hon'ble Tribunal was held on Tuesday, March 20, 2018 at 05:00 p.m. (1700 hours) at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai 400021, Maharashtra, India.

Mr. Avinash P. Gandhi, Chairman and Director of the Company, who was appointed as the Chairperson for the said Creditor Meeting by the Hon'ble Tribunal vide its Order, presided over the Creditor Meeting.

The Chairperson welcomed the Unsecured Creditors and informed that the Creditor Meeting has been convened pursuant to the Order to approve the Scheme.

The requisite quorum being present, the Chairperson called the Creditor Meeting to order. The notice of the Creditor Meeting, Explanatory Statement under Section 230(3) of the Companies Act, 2013 and the Scheme along with accompanying documents were dispatched to all the Unsecured Creditors of the Company as per the directions contained in the Order. With the permission of the Unsecured Creditors, the notice convening the Creditor Meeting including the proposed resolution was taken as read.

The Chairperson also informed that Mr. Suresh Kumar Kabra (Membership No. ACS 9711) of M/s. Samdani Kabra & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to conduct the voting at the Creditor Meeting in a fair and transparent manner.

The Chairperson then invited Unsecured Creditors to express their views, ask questions and seek clarifications on the Scheme.

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As there were no questions from any unsecured creditor, the Chairperson then ordered poll to be taken on the resolution. The polling papers were distributed to the Unsecured Creditors present at the Creditor Meeting. The voting process was explained by the Company Secretary and after the voting, the Chairperson thanked the Unsecured Creditors for attending and participating at the Creditor Meeting and informed that the results of the voting will be subsequently disseminated within the stipulated time.

Thereafter the Creditor Meeting was declared as concluded by the Chairperson.

For **Schaeffler India Limited**
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Chirag K. Shukla
Company Secretary

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