

Schaeffler India Limited
(Formerly known as FAG Bearings India Limited)
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

+91-265-6602006

Fax

Date

25.03.2019

Sub.: Outcome of Postal Ballot conducted during the period from February 23, 2019 to March 24, 2019.

Dear Sir,

With reference to the captioned matter, this is to inform the Stock Exchanges that on March 24, 2019, the shareholders of the Company have passed the Special Resolution through Postal Ballot and E-voting conducted during the period from February 23, 2019 to March 24, 2019, approving 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.

The following documents are enclosed in this regard:

1. Result of voting declared including summary of proceedings of the Postal Ballot alongwith Scrutinizer's consolidated report.
2. Result of voting in prescribed format under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

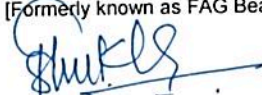
You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,

For **Schaeffler India Limited**

[Formerly known as FAG Bearings India Limited]



Chirag K. Shukla
Company Secretary

Enclosures: As above



Schaeffler India Limited
(Formerly known as FAG Bearings India Limited)
P.O. Maneja, Vadodara – 390013, Gujarat, India

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March 25, 2019

Result of Voting – Postal Ballot

Special Resolution for continuation of Directorship of Mr. Avinash Gandhi [DIN: 00161107]

In accordance with the approval of the Board of Directors of the Company ('the Board') accorded at the meeting of the Board held on February 13, 2019, the Notices of Postal Ballot, seeking consent of the Members of the Company on the Special Resolution 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, through Postal Ballot and E-voting, were dispatched on February 20, 2019.

A copy of the Postal Ballot Notice along with Postal Ballot Form, was placed on the website of the Company, on the website of Central Depository Services (India) Limited ('CDSL') and were also submitted to Stock Exchanges. The Company had caused a public notice about dispatch of Postal Ballot Notices, by way of an advertisement in Newspapers – Economic Times (English) and Tarun Bharat (Marathi), Mumbai editions on February 22, 2019.

The Company had provided E-voting facility to the shareholders of the Company through platform provided by CDSL. 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.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries was appointed as the Scrutinizer by the Board of Directors of the Company, to scrutinize votes cast electronically and through Postal Ballot in a fair and transparent manner.



The Scrutinizer has submitted his consolidated report (on E-voting as well as physical Postal Ballot) dated March 25, 2019, based on which, the following result of voting is hereby declared:

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.

Accordingly, the Special Resolution is passed with requisite Majority i.e. votes cast in favour are not less than three times of the number of the votes cast against the resolution.

The result of the Postal Ballot along with Scrutinizer's consolidated Report thereon shall be displayed 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, on the website of the Company at www.schaeffler.co.in. The result will also be submitted to CDSL for dissemination on its website.

For **Schaeffler India Limited**
[Formerly known as FAG Bearings India Limited]



Chirag K. Shukla
Company Secretary
(Authorised by the Chairman to declare the results of voting)

Vadodara: March 25, 2019



Consolidated Scrutinizer's Report

To,
The Chairman
SCHAEFFLER INDIA LIMITED
(Erstwhile FAG BEARINGS INDIA LIMITED)
Nariman Bhavan 8th Floor,
227, Backbay Reclamation,
Nariman Point
Mumbai (MH) - 400021

Scrutinizer's Report on Postal Ballot including voting by Electronic Means in respect of passing of the resolution contained in the Notice dated February 13, 2019.

Dear Sir,

I, Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of **SCHAEFFLER INDIA LIMITED** (the Company), for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolution contained in the Postal Ballot Notice dated February 13, 2019.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to voting through the Postal Ballot and by the electronic means. My responsibility as Scrutinizer is restricted to give a report on the votes cast by the members for the resolution contained in the Postal Ballot Notice dated February 13, 2019, based upon that;

- a) The reports generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities, and
- b) The scrutiny of the physical postal ballots received till the time fixed for closing of the voting process i.e. till 5:00 p.m. on March 24, 2019.

1. I submit my report as under:

- 1.1 A report on e-voting has been generated at 09:59 a.m. on March 25, 2019 (i.e. after the time fixed for closing of the voting process at 5:00 p.m. on March 24, 2019) from the data assessable on the website <https://www.evotingindia.com> of Central Depository Services (India) Limited, the authorized agency to provide e-voting facility in presence of two witnesses, who are not in the employment of the Company, namely Mr. Kunal Mehta residing at 09, Silver Oak Residency, Near

Sama Indoor Sports Complex, New Sama Road, Vadodara - 390 024 and Ms. Kajal Golani residing at C-30, Vidyanagar Society, Sant Kawar Colony, Warasia, Vadodara - 390 006.

The witnesses have signed below in confirmation of the remote votes being unblocked in their presence:



Mr. Kunal Mehta



Ms. Kajal Golani

- 1.2 The Physical postal ballots, received till the time fixed for closing of the voting process i.e. 5:00 p.m. on March 24, 2019, were diligently scrutinized and reconciled with the records maintained by the Company / Link Intime India Pvt. Ltd., the Registrar and Transfer Agency of the Company and the authorizations lodged with the Company.
- 1.3 The Postal Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
2. The result of the scrutiny of the above Postal Ballot voting including voting done by electronic means in respect of passing of resolution contained in the postal ballot notice dated February 13, 2019 is as under:
 - 2.1 **Resolution No. 1: (Special Resolution)**
Continuation of Directorship of Mr. Avinash Gandhi (DIN: 00161107)

Voting Description	Remote e-voting		Voting through Postal Ballots		Consolidated voting results		
	Number of Members who voted	Number of Shares for which valid votes Cast	Number of Members who voted	Number of Shares for which valid votes cast	Total number of Members who voted	Total number of Shares for which valid votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	116	3221791	90	23178991	206	26400782	95.42
Voted against	24	1268075	2	34	26	1268109	4.58
Total	140	4489866	92	23179025	232	27668891	100.00
Invalid votes	0	0	27	1995	27	1995	N.A.



3. All the figures shown in percentage have been rounded off to 2 decimal points.
4. The electronic data along with Postal Ballots and all the other relevant records relating to e-voting and the Postal Ballots received are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.
5. We report that the aforesaid resolution is carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours Faithfully,



Suresh Kumar Kabra
Partner
Samdani Kabra & Asso.
Company Secretaries
CP No. 9927



Vadodara, March 25, 2019.

For Schaeffler India Limited
(Formerly Known as FAG Bearings India Limited)



Chirag K. Shukla
Company Secretary

(Authorised by the Chairman to declare result of voting)

Details of Voting Results of Postal Ballot[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

1	Postal Ballot and E-voting conducted during	February 23, 2019 to March 24, 2019
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2	Total no. of Shareholders on record date	16,223
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3 No. of the Shareholders present at the meeting either in person or through proxy

SN	Category	In person	Proxy
1	Promoter and Promoter group	Not Applicable	
2	Public		

3 No. of Shareholders attended the meeting through video conferencing

SN	Category	In person	Proxy
1	Promoter and Promoter group	Not Applicable	
2	Public		

P. T. O.



Details of Voting Results of Postal Ballot

[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

Resolution No.1
Continuation of Directorship of Mr. Avinash Gandhi (DIN: 00161107)

Resolution required [Ordinary / Special] : **Special**

Whether promoter / promoter group are interested in the resolution ? **No**

Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on Outstanding shares	No. of Votes in - favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
1	Promoter & Promoter Group	E-voting		-	0	-	0	-	-
		Poll	23,172,647	-	-	-	-	-	-
		Postal Ballot		23,172,647	100.00	23,172,647	-	100.00	-
		Total		23,172,647	100.00	23,172,647	0	100.00	0.00
2	Public - Institutions	E-voting		4,056,146	74.09	2,797,486	1,258,660	68.97	31.03
		Poll	5,474,495	-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		5,474,495	4,056,146	74.09	2,797,486	1,258,660	68.97
3	Public - Non Institutions	E-voting		433,720	16.59	424,305	9,415	97.83	2.17
		Poll	2,613,592	-	-	-	-	-	-
		Postal Ballot		6,378	0.24	6,344	34	99.47	0.53
		Total		2,613,592	440,098	16.84	430,649	9,449	97.85
Grand Totals			31,260,734	27,668,891	88.51	26,400,782	1,268,109	95.42	4.58

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

