

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: 50579

Company Code: SCHAEFFLER

12. November 2018

Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Scheme of Amalgamation of INA Bearings India Private Limited ('INA') and LuK India Private Limited ('LuK') with Schaeffler India Limited ('SIL') ('Scheme')

Dear Sirs,

With reference to the captioned matter, this is to inform you that pursuant to the Scheme, we, (a) Schaeffler Verwaltungsholding Sechs GmbH, (b) Industrierwerk Schaeffler INA-Ingenieurdienst Gesellschaft mit beschränkter Haftung, (c) Schaeffler Bühl Verwaltungs GmbH, (d) Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung, and (e) Schaeffler Bühl Beteiligungs GmbH, (hereinafter collectively referred to as '**Allottee Entities**'), the shareholders of erstwhile INA and LuK, have been allotted Equity Shares of SIL on November 2, 2018 and pursuant to provisions of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose herewith disclosures with regard to Equity Shares allotted to us pursuant to the Scheme.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For and on behalf of **Allottee Entities**

Schaeffler Verwaltungsholding Sechs GmbH

Klaus Deißberger

Authorized Signatory



Jürgen Mayer

Authorized Signatory

Industrierwerk Schaeffler INA-Ingenieurdienst Gesellschaft mit beschränkter Haftung

Klaus Deißberger

Authorized Signatory




Jürgen Mayer

Authorized Signatory

Schaeffler Bühl Verwaltungs GmbH



Klaus Deißberger
Authorized Signatory



Jürgen Mayer
Authorized Signatory

Schaeffler Beteiligungsgesellschaft mbH



Dietmar Heinrich
Authorized Signatory

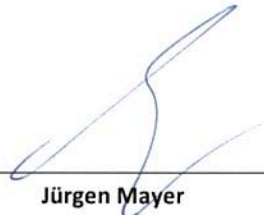


Klaus Deißberger
Authorized Signatory

Schaeffler Bühl Beteiligungs GmbH



Klaus Deißberger
Authorized Signatory



Jürgen Mayer
Authorized Signatory

CC: Schaeffler India Limited
Nariman Bhavan, 8th Floor, 227 Backbay Reclamation, Nariman Point, Mumbai – 400 021

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Schaeffler India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<ul style="list-style-type: none"> i. Schaeffler Schweinfurt Beteiligungs GmbH (formerly known as FAG Kugelfischer GmbH) ii. Schaeffler Verwaltungsholding Sechs GmbH (Acquirer 1) iii. Industrierwerk Schaeffler INA-Ingenieur-dienst- Gesellschaft mit beschränkter Haf-tung (Acquirer 2) iv. Schaeffler Bühl Verwaltungs GmbH (Acquirer 3) v. Schaeffler Beteiligungsgesellschaft mit be-schränkter Haftung (Acquirer 4) vi. Schaeffler Bühl Beteiligungs GmbH (Acquirer 5) 		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total di-luted share/voting capital of the TC
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	85,29,183	51.33*	51.33
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by shares	--	--	--
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	85,29,183	51.33	51.33
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	1,46,43,464	46.84	46.84
b) VRs acquired/ sold otherwise than by shares	--	--	--
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) ac-quired/ sold	--	--	--
d) Shares encumbered / invoked/ released by the acquirer	--	--	--
e) Total (a+b+c+/-d)	1,46,43,464	46.84	46.84
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	2,31,72,647	74.13	74.13
b) Shares encumbered with the acquirer	--	--	--

c) VRs otherwise than by shares	--	--	--
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
e) Total (a+b+c+d)	2,31,72,647	74.13	74.13
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Allotment pursuant to a Scheme of Amalgamation of INA Bearings India Private Limited and LuK India Private Limited with Schaeffler India Limited sanctioned by NCLT Mumbai and Chennai (" Scheme "). Pursuant to such allotment, the shareholding percentage of Schaeffler Schweinfurt Beteiligungs GmbH (formerly known as FAG Kugelfischer GmbH) has been diluted from 51.33% to 27.28%		
Date of acquisition of / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	2-Nov-2018		
Equity share capital / total voting capital of the TC before the said acquisition / sale	1,66,17,270		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	3,12,60,734		
Total diluted share/ voting capital of the TC after the said acquisition	3,12,60,734		

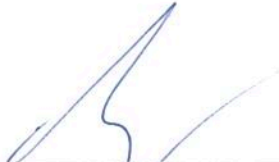
*51.33 % of total paid up equity share capital of TC held by Schaeffler Schweinfurt Beteiligungs GmbH (formerly known as FAG Kugelfischer GmbH) prior to allotment of shares to shareholders of INA Bearings India Private Limited and LuK India Private Limited pursuant to the Scheme.

For and on behalf of **Allottee Entities**

Schaeffler Verwaltungsholding Sechs GmbH



Klaus Deibenberger
 Authorized Signatory

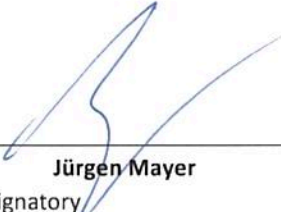


Jürgen Mayer
 Authorized Signatory

Industriewerk Schaeffler INA-Ingenieurdienst Gesellschaft mit beschränkter Haftung



Klaus Deibenberger
 Authorized Signatory

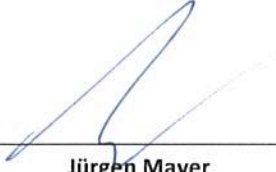


Jürgen Mayer
 Authorized Signatory

Schaeffler Bühl Verwaltungs GmbH



Klaus Deißberger
Authorized Signatory



Jürgen Mayer
Authorized Signatory

Schaeffler Beteiligungsgesellschaft mbH



Dietmar Heinrich
Authorized Signatory



Klaus Deißberger
Authorized Signatory

Schaeffler Bühl Beteiligungs GmbH



Klaus Deißberger
Authorized Signatory



Jürgen Mayer
Authorized Signatory