Please ensure that you also read the Scheme of Amalgamation approved by the Boards of Directors of the Transferor Companies and the Transferee Company, as well as the Audit Committee of the Transferee Company vide their resolutions dated August 30, 2017 respectively. The shareholders are advised to retain a copy of the Information Memorandum for their future reference.

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF SCHAEFFLER INDIA LIMITED ONLY

INA BEARINGS INDIA PRIVATE LIMITED

The Company was incorporated on September 23, 1997 as a private limited company
Registered Office: Plot No. A3, Talegaon, Industrial Area, Village Navalakh Umbre, Taluka Maval, Pune,
Maharashtra, India, 410507
Telephone: +91 20 30614100; **Fax:** +91 20 30614308; **Email:** info.in@schaeffler.com;
Website: http://www.schaeffler.co.in/content.schaeffler.co.in/en/company/inaindia/inaindia_1.jsp
Contact Person – Mr. Raj Sarraf
Telephone: +91 265 6602206; **Fax**: +91 20 30614308; **Email**: raj.sarraf@schaeffler.com
CIN: U34300PN1997PTC015240

In the nature of an Information Memorandum containing salient features of the Scheme of Amalgamation between Schaeffler India Limited, INA Bearings India Private Limited and LuK India Private Limited and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the "**Scheme**"). This memorandum discloses applicable information of the unlisted entity i.e. INA Bearings India Private Limited, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (the "**SEBI Circular**") relating to the scheme of amalgamation. Please note that a separate memorandum is issued for LuK India Private Limited, being an unlisted company.

This document is prepared to comply with the requirement of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, and sets out the disclosures in an abridged prospectus format as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Schaeffler India Limited (hereinafter referred to as the "**Issuing Company**" or "**SIL**" or the "**Transferee Company**") is already listed on BSE Limited (hereinafter referred to as "**BSE**") and on the National Stock Exchange of India Limited (hereinafter referred to as "**NSE**") (BSE and NSE are hereinafter collectively referred to as the "**Stock Exchanges**"). Pursuant to the Scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of INA Bearings India Private Limited (hereinafter referred to as "**INA**" or "**Transferor Company 1**") and LuK India Private Limited (hereinafter referred to as "**LuK**" or "**Transferor Company 2**") (Transferor Company 1 and Transferor Company 2 are collectively hereinafter referred to as "**Transferor Companies**"). The equity shares so issued by SIL will be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957, as amended. The requirements with respect to General Information Document are not applicable and this Information Memorandum should be read accordingly.

SCHAEFFLER INDIA LIMITED
SCHAEFFLER
VADODARA

You may also download this Information Memorandum along with the Scheme, and the valuation report (hereinafter referred to as the "**Valuation Report**") issued by Price Waterhouse & Co LLP and Walker Chandiok & Co LLP (hereinafter referred to as the "**Valuers**") dated August 29, 2017 and Fairness Opinion issued by ICICI Securities Limited dated August 30, 2017 (hereinafter referred to as the "**Fairness Opinion**") from the company website (http://www.schaeffler.co.in/content.schaeffler.co.in/en/company/schaeffler_in_india/investorsrelations/investorrelations.jsp) and websites of the Stock Exchanges, where the equity shares issued pursuant to the Scheme are proposed to be listed, i.e. www.bseindia.com and www.nseindia.com.

NAMES OF PROMOTERS OF THE TRANSFEROR COMPANY 1

INA Beteiligungsverwaltungs GmbH and Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung are the promoters of Transferor Company 1.

SCHEME DETAILS, LISTING AND PROCEDURE

INA and LuK form part of the promoter group of SIL, i.e. Schaeffler Group (as defined below). It is proposed to amalgamate INA and LuK with SIL pursuant to the Scheme, as a result of which shareholders of INA and LuK, shall directly hold equity shares in SIL.

The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per the SEBI Circular and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders, will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("**NCLT**"), Bench at Mumbai and Chennai.

Details about the basis for the swap of equity shares in accordance with the Scheme and the Valuation Report and Fairness Opinion are available on the websites of the Issuing Company, BSE and NSE.

PROCEDURE

The procedure disclosures with respect to public issue / offer would not be applicable as this issue is only to the shareholders of the Transferor Companies, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to the General Information Document may be applicable only to the limited extent, as specifically provided.

ELIGIBILITY

- In compliance with the SEBI Circular and subsequent SEBI circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017 and in accordance with the disclosure rules for an abridged prospectus format as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**SEBI Regulations**"), to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the Issuing Company to the holders of securities of unlisted entities pursuant to a Scheme to be sanctioned by NCLT (Mumbai and Chennai benches) under sections 230 to 232 of the Companies Act, 2013;
- The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity in the post scheme shareholding pattern of the merged company shall not be less than 25%;
- The Transferee Company will not issue / reissue any equity shares, not covered under the Scheme;
- There are no outstanding warrants / instruments / agreements which give right to any person to be the beneficiary of equity shares in the Transferee Company at any future date;

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

INDICATIVE TIMELINE
This Information Memorandum is filed pursuant to the Scheme, and is not an offer to the public. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the exact time frame cannot be established with certainty.

GENERAL RISKS
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Information Memorandum carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and the Scheme, including the risks involved. The equity shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Information Memorandum. Specific attention of the investors is invited to the section "**Internal Risk Factors**" at page 8 of this Information Memorandum. – ***Not Applicable as the offer is not for public at large.***

COMPANY'S ABSOLUTE RESPONSIBILITY
The Transferor Company 1, having made all reasonable inquiries, accepts responsibility for and confirms that the Information Memorandum contains all information with regard to the Transferor Company 1 and this Scheme, which is material in the context of this Scheme, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Information Memorandum as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER				
Issue Name	**Name of Merchant Banker**	**+1- % change in closing price, (+/- % change in closing benchmark)**		
		30th Calendar day from listing	**90th Calendar day from listing**	**180th Calendar day from listing**
Not Applicable Since this is a scheme of amalgamation between the shareholders of Transferee Company and the Transferor Companies				

Name of Merchant Banker and contact details	Name of Statutory auditor and contact details
HSBC **HSBC Securities and Capital Markets (India) Private Limited** Address: 52 / 60, MG Road, Fort, Mumbai, 400 001 Contact Persons: Mr. Nishant Naveen / Ms. Archa Jain Telephone: +91 22 2268 1266/ 22 6628 3848 Fax: +91 22 6653 6207 E-mail: sil.merger@hsbc.co.in Website: www.hsbc.co.in	**B S R & Co. LLP** Address: Lodha Excelus, 5th Floor, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai, 400 011 Telephone: +91 22 4345 5300 Fax: +91 22 4345 5399 Registration number: 101248W/W-100022 Email: vijaymathur@bsraffiliates.com

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

SEBI Registration Number: INM000010353	
Syndicate Members – Not Applicable **Credit Rating Agencies –** Not Applicable **Debenture Trustee –** Not Applicable **Self- Certified Syndicate Banks –** Not Applicable	**Registrar –** Not Applicable **Non-Syndicate Registered Brokers –** Not Applicable **Collecting Bankers –** Not Applicable

PROMOTERS OF TRANSFEROR COMPANY 1
INA Beteiligungsverwaltungs GmbH and Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung are the promoters and Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung is part of promoter group of Transferor Company 1. INA Beteiligungsverwaltungs GmbH with its registered office in Herzogenaurach, Germany, was registered in the legal form of a limited liability company with the commercial register of the District Court of Fürth, Germany, under docket number HRB 10398 on November 21, 2005. The corporate purpose of INA Beteiligungsverwaltungs GmbH is the administration of proprietary assets including the leasing of tangible assets, the licensing of rights, and the granting of loans. INA Beteiligungsverwaltungs GmbH is a wholly owned subsidiary of Schaeffler Technologies AG & Co. KG. The general partner of Schaeffler Technologies AG & Co. KG is Schaeffler AG and the limited partner is Schaeffler Verwaltungsholding Vier GmbH, which is a wholly owned subsidiary of Schaeffler AG. Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung with its registered office in Herzogenaurach, Germany was registered with the commercial register of the District Court of Fürth, Germany, under docket number HRB 462 on March 27, 1953. The corporate purpose of Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung is the management of its proprietary assets, in particular real estate and the acquisition and management of holdings in other companies. Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung is held 99.23% by Schaeffler Verwaltungsholding Drei GmbH and 0.77% by FAG Kugelfischer GmbH. Schaeffler Verwaltungsholding Drei GmbH is a wholly owned subsidiary of INA Beteiligungsverwaltungs GmbH. FAG Kugelfischer GmbH is a wholly owned subsidiary of Schaeffler Verwaltungsholding Zwei GmbH, which is a wholly owned subsidiary of INA Beteiligungsverwaltungs GmbH. Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung with its registered office in Herzogenaurach, was registered with the commercial register of the District Court of Fürth under docket number HRB 586 on October 8, 1969. Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung is a wholly owned subsidiary of INA Beteiligungsverwaltungs GmbH. Transferor Company 1 and its promoter group and Transferor Company 2 and its promoter group comprise a part of Schaeffler Group. The Schaeffler Group is a global automotive and industrial supplier, which comprises Schaeffler AG, its subsidiaries, investments in associated companies, and joint ventures ("**Schaeffler Group**"). Apart from SIL, the only other listed group company of INA is Schaeffler AG. It is a publicly listed stock corporation incorporated under German law with its registered office in Herzogenaurach, Germany, that acts as the group's lead company.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY
The Transferor Company 1 was incorporated on September 23, 1997 as a private limited company under the Companies Act, 1956. The Transferor Company 1 is *inter alia* engaged in the business of manufacturing and supply of precision engine, transmission and chassis components as well as needle

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

and linear bearings for automotive, motorcycles, precision equipment, machine tools and material handling industries.

The manufacturing facility is located in Talegaon Industrial & Floricultural Park, Village Ambe, Pune 410507, Maharashtra, India.

BOARD OF DIRECTORS			
Sr. No.	**Name**	**Designation**	**Experience**
1	Mr. Dharmesh Arora	Managing Director	He is presently Managing Director of SIL. He is aged 50 and has vast experience in the automotive industry. He has diploma in mechanical engineering and holds a masters degree in business administration.
2	Mr. Stefan Bauerreis	Non-executive Director	He is CFO of the Europe Region of Schaeffler Group. He is aged 44 and has a degree in business administration with over 17 years of experience in the field of finance.
3	Mr. Satish Patel	Non-executive Director	He is CFO of SIL. He has professional degree in Finance and Accountancy (M.Com and ACMA) and vast experience of over 25 years in the field of Finance Management.
4	Mr. Jens Reichling	Non-executive Director	He is part of Schaeffler Group's Corporate Development & Strategy team. He holds Master of Science in Management degree and has vast experience in the fields of Finance and Strategy through positions within Schaeffler Group as well as prior positions in Investment Banking and Strategy Consulting.
5	Ms. Preeti Shalukar	Executive Director	She is part of Schaeffler Group since January 2014 and is a General Counsel for Schaeffler Group in India. She has professional degree in law (B.S.L. LL.B). She has vast experience in handling the legal profile in various reputed companies.

OBJECTS OF THE ISSUE

To amalgamate with a listed company

The object is to amalgamate INA and LuK into SIL as a result of which, shareholders of INA and LuK shall directly hold equity shares in SIL. The shareholders of SIL, INA and LuK belong to the same promoter group (Schaeffler Group).

Recognizing the strengths of Transferor Companies and the Transferee Company, the rationale for the amalgamation as provided for in the Scheme is to align the business operations undertaken by the Transferor Companies and the Transferee Company. The amalgamation of the Transferor Companies with the Transferee Company would *inter alia* have the following benefits: (i) create a leading Indian automotive and industrial supplier, (ii) establish a diversified product presence across the high growth automotive and industrial segments and benefit from access to Transferor Companies and the Transferee Company's client base, (iii) create revenue and cost synergies by bundling the product offerings, leveraging distribution networks, and reducing overhead costs and (iv) enhance the financial profile with higher growth and margin expansion.

Salient features of the Scheme are *inter alia* as follows:

(i) the Appointed Date for the Scheme is the opening of business on January 1, 2018;

(ii) As a result of the proposed amalgamation, the Transferee Company will issue and allot (a) 10 equity shares of Rs. 10 each fully paid up in its capital in respect of every 65 equity shares of Rs. 10 each fully paid up in the equity share capital of the Transferor Company 1; and (b) 10 equity shares of Rs. 10 each fully paid up in its capital in respect of every 35 equity shares of Rs. 10 each fully paid up in the equity share capital of the Transferor Company 2, whose names appear in the register of members of the respective Transferor Companies and whose names appear as the respective beneficial owners of the equity shares of the Transferor Companies in the records of the depositories (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company) as on the Record Date (as defined in the Scheme). Fractional entitlement of shares, if any, will be rounded up to the nearest integer. The new equity shares allotted and issued as above, shall be listed and/or admitted to trading on the Stock Exchanges, where the equity shares of the Transferee Company are listed and/or admitted to trading as on the Effective Date; subject to the Transferee Company obtaining the requisite approvals from all the relevant regulatory authorities pertaining to their listing;

(iii) Upon the proposed amalgamation becoming effective, all assets, liabilities, contracts, rights, obligations etc. of the Transferor Companies shall stand transferred to the Transferee Company;

(iv) Upon coming into effect of the Scheme and with effect from the Appointed Date, the Transferee Company shall account for amalgamation of the Transferor Companies in its books of account in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time;

(v) The Scheme will become effective on obtaining all approvals as mentioned in the Scheme.

(C*apitalised terms used herein but not defined shall have the meaning ascribed to such terms in the Scheme*)

Cost of the Project – ***Not applicable***
Means of financing **– *Not applicable***
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years — ***Not Applicable***
Name of monitoring agency, if any: ***Not applicable***
Terms of Issuance of Convertible Security, if any - ***Not Applicable***

SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY 1 AS ON AUGUST 31, 2017 IS AS FOLLOWS:

Sr. No.	Particulars	Pre-merger no. of equity shares	% holding of Pre-merger	Post-merger no. of equity shares	% holding of Post-merger
1	INA Beteiligungsverwaltungs GmbH	30,500,927	57.12%	N.A.	N.A.
2	Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung	22,895,849	42.88%	N.A.	N.A.
3	Schaeffler Beteiligungs-gesellschaft mit beschränkter Haftung	1	0.00%	N.A.	N.A.

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

	Total	**53,396,777**	**100.00%**	N.A.	N.A.

Post-merger Transferor Company 1 will cease to exist.

SHAREHOLDING OF THE TRANSFEREE COMPANY AS ON JUNE 30, 2017 AND THE INDICATIVE POST SCHEME SHAREHOLDING IS AS UNDER:					
Sr. No.	**Particulars**	**(Pre-Scheme) Pre-merger no. of equity shares**	**% holding of Pre-merger**	**(Post-Scheme) Post-merger no. of equity shares**	**% holding of Post-merger**
(A)	**Promoter and Promoter Group**				
	FAG Kugelfischer GmbH	8,529,183	51.33%	8,529,183	27.28%
	INA Beteiligungsverwaltungs GmbH	0	0.00%	4,692,451	15.01%
	Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung	0	0.00%	3,522,439	11.27%
	Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung	0	0.00%	1	0.00%
	Industrieaufbaugesellschaft Bühl mit beschränkter Haftung	0	0.00%	1	0.00%
	LuK Vermögensverwaltungsgesellschaft mbH	0	0.00%	6,428,572	20.56%
(B)	**Non – promoter shareholding**				
	Public shareholding	8,088,087	48.67%	8,088,087	25.87%
	Total (A + B)	**16,617,270**	**100.00%**	**31,260,734**	**100.00%**

AUDITED FINANCIALS

(in INR million unless stated otherwise)

Particulars	**Six Months ended June 30, 2017 (Limited review)**	**CY 2016 (audited)**	**CY 2015 (audited)**	**CY 2014 (audited)**	**CY 2013 (audited)**	**CY 2012 (audited)**
Total income from operations (net)	5,854.64	10,417.88	9,048.21	8,308.76	6,712.36	5,709.61
Net Profit / (Loss) before tax and extraordinary items	633.23	996.87	319.99	484.12	-197.50	42.79
Net Profit / (Loss) after tax and extraordinary items	414.38	685.43	225.81	346.41	-152.53	28.20
Equity Share Capital	533.97	533.97	533.97	533.97	519.48	519.48
Reserves and Surplus	1,872.37	1,457.99	772.57	556.92	-74.99	77.53
Net Worth	2,406.34	1,991.96	1,306.53	1,090.89	444.48	597.01

SCHAEFFLER INDIA LIMITED
SCHAEFFLER
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Basic Earnings Per Share (in INR)	7.76	12.84	4.23	6.66	-2.94	0.54
Diluted Earnings Per Share (in INR)	7.76	12.84	4.23	6.66	-2.94	0.54
Return on Net Worth (%)	37.69	41.56	18.84	45.12	-29.29	4.84
Net Asset Value Per Share (in INR)	45.07	37.30	24.47	20.43	8.56	11.49

Notes:

1. Since there is no subsidiary of Transferor Company 1, there is no distinction between standalone and consolidated statements.
2. There is no material development after the date of the latest balance sheet that will impact performance and prospects of the Transferor Company 1 and the Scheme.
3. There was no revaluation of assets in the last 5 years
4. There was no change in auditors during the last 3 years
5. Return on Net Worth is based on average Net Worth over the respective periods and has been annualized for the six months ending June 30, 2017

Authorized	Issued / Subscribed / Paid-up capital	Present issue size	Paid-up capital after issue	Paid-up capital after conversion
Rs. 830,000,000 (83,000,000 equity shares of Rs. 10 each)	Rs. 533,967,770 (53,396,777 equity shares of Rs. 10 each)	Rs. 146,434,640 (14,643,464 equity shares of Rs. 10 each)	Not applicable, since the Company would be merged with SIL, there will be no post issue capital	

INTERNAL RISK FACTORS

1. Our business is significantly dependent on our manufacturing facilities and the loss or shutdown of operations at our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows.
2. Significant underutilization of capacity of our existing manufacturing facilities may adversely affect our business, results of operations and financial condition.
3. If we are unable to accurately forecast demand for our products, our business, cash flows, financial condition and prospects may be adversely affected.
4. Pricing pressure from our customers may adversely affect our profitability and results of operations.
5. Our products are subject to rejection by our customers, if they do not meet the quality and technical requirements of our customers.
6. There are certain legal proceedings currently outstanding involving the Transferor Company 1, any adverse decision in this regard may adversely impact financial performance.
7. Our business is largely dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements.
8. We have not entered into any agreement in respect of long term supply for raw materials required by us and as such we are susceptible to fluctuations in the cost of raw materials.
9. We are susceptible to foreign exchange, political, regulatory, environmental and technological risks.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Transferor Company 1 and amount involved —There are nine pending litigations under the Central Sales Tax Act, 1956 and Maharashtra

Value Added Tax Act, 2002, wherein the total amount involved is INR 15.16 million, five pending litigations under the Central Excise Act, 1944, wherein the total amount involved is INR 86.41 million and seven pending litigations under the Income Tax Act, 1961, wherein the total amount involved is INR 306.08 million.

There are three litigations pending involving reinstatement of employment. The amount involved in these litigations, which includes back-wages is currently unascertainable as they are subject to final disposal of these matters.

B. Brief details of top 5 material outstanding litigations against the Transferor Company 1 and amount involved:

Sr. No	Brief Particulars	Litigation filed by	Current Status	Amount Involved (in INR million)
1.	An assessment was conducted by the Income Tax department pursuant to Transferor Company 1 filing its return of income for assessment year 2011-12 pursuant to which the Assistant Commissioner Income Tax Circle-11, Pune raised the tax demand.	Assistant Commissioner Income Tax Circle-11, Pune	The matter is pending before the Income Tax Appellate Tribunal	106.67
2.	An assessment was conducted by the Income Tax department pursuant to Transferor Company 1 filing its return of income for assessment year 2013-14 pursuant to which the Assistant Commissioner Income Tax Circle-11, Pune raised the tax demand.	Assistant Commissioner Income Tax Circle-11, Pune	The matter is pending before the Commissioner of Income Tax (Appeals), Pune	96.83
3.	Mr. Sayyed filed a complaint before the Labour Commissioner Pune seeking re-instatement of employment and full back-wages, which referred the matter to the Labour Court, Pune. The Transferor Company 1 has filed its written statement for the same and the matter is pending before the Labour Court, Pune.	Mr. Iliyas Najmoddin Sayyed	The proceedings are pending before the Labour Court, Pune	Currently unascertainable
4.	Mr. Aditya Dhawale and three other employees filed a complaint seeking reinstatement of employment which was referred to Industrial Tribunal, Pune for interim relief. The Transferor Company 1 has filed its written statement for the same and the matter is pending before the Labour Court, Pune.	Mr. Aditya Dhawale and three others	The proceedings are pending before the Industrial Tribunal, Pune	Currently unascertainable
5.	A complaint of unfair labour practices filed by the Transferor Company 1 against Maharashtra Rajya Rashtriya Kamgar Sangh, a union seeking restraining orders against it, for which the Labour Court,	Transferor Company 1	The proceedings are pending at the	Currently unascertainable

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

	Pune has granted an ad interim injunction in favour of the Transferor Company 1. The matter is now fixed for hearing of the application for interim relief.		Labour Court, Pune	

C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in the last five financial years including outstanding action, if any:** None

D. **Brief details of outstanding criminal proceedings against Promoter:** None

DECLARATION BY THE COMPANY
We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Information Memorandum are true and correct. Place: Mumbai Date: September 11, 2017

For Schaeffler India Ltd.

Raj Kumar Sarraf
Company Secretary
ICSI M. No.-ACS 15526

Private & Confidential

The Information Memorandum consists of 10 printed pages
September 11, 2017
For shareholders of the Issuing Company only

Please ensure that you also read the Scheme of Amalgamation approved by Boards of Directors of the Transferor Companies and the Transferee Company as well as the Audit Committee of the Transferee Company vide their resolutions dated August 30, 2017 respectively. The shareholders are advised to retain a copy of the Information Memorandum for their future reference.

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF SCHAEFFLER INDIA LIMITED ONLY

LUK INDIA PRIVATE LIMITED

The Company was incorporated on March 22, 1995 as a public limited company
Registered Office: Survey No. 950 Rayakottah Road, Hosur, Krishnagiri, Tamil Nadu, 635109
Telephone: +91 43 44 228300; **Fax:** +91 43 44 228560; **Email:** info.in@schaeffler.com;
Website: http://www.schaeffler.co.in/content.schaeffler.co.in/en/company/lukindia/lukindia_7.jsp
Contact Person – Mr. Raj Sarraf
Telephone: +91 265 6602206; **Fax**: +91 43 44 228560; **Email**: raj.sarraf@schaeffler.com
CIN: U29199TZ1995PTC010015

In the nature of an Information Memorandum containing salient features of the Scheme of Amalgamation between Schaeffler India Limited, INA Bearings India Private Limited and LuK India Private Limited and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the "**Scheme**"). This memorandum discloses applicable information of the unlisted entity i.e. LuK India Private Limited, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (the "**SEBI Circular**") relating to the scheme of amalgamation. Please note that a separate memorandum is issued for INA Bearings Private Limited, being an unlisted company as well.

This document is prepared to comply with the requirement of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular, and sets out the disclosures in an abridged prospectus format as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable. Schaeffler India Limited (hereinafter referred to as the "**Issuing Company**" or "**SIL**" or the "**Transferee Company**") is already listed on BSE Limited (hereinafter referred to as "**BSE**") and on the National Stock Exchange of India Limited (hereinafter referred to as "**NSE**") (BSE and NSE are hereinafter collectively referred to the "**Stock Exchanges**"). Pursuant to the Scheme, there is no issue of equity shares to the public at large, except to the existing shareholders of INA Bearings India Private Limited (hereinafter referred to as "**INA**" or "**Transferor Company 1**") and LuK India Private Limited (hereinafter referred to as "**LuK**" or "**Transferor Company 2**") (Transferor Company 1 and Transferor Company 2 are collectively hereinafter referred to as "**Transferor Companies**"). The equity shares so issued by SIL will be listed on the Stock Exchanges under Regulation 19 of Securities Contracts (Regulation) Rules, 1957, as amended. The requirements with respect to General Information Document are not applicable and this Information Memorandum should be read accordingly.

You may also download this Information Memorandum along with the Scheme, and the valuation report (hereinafter referred to as the "**Valuation Report**") issued by Price Waterhouse & Co LLP and Walker Chandiok & Co LLP (hereinafter referred to as the "**Valuers**") dated August 29, 2017

SCHAEFFLER INDIA LIMITED
SCHAEFFLER
VADODARA

and the Fairness Opinion issued by ICICI Securities Limited dated August 30, 2017 (hereinafter referred to as the "**Fairness Opinion**") from the company website (http://www.schaeffler.co.in/content.schaeffler.co.in/en/company/schaeffler_in_india/investorsrelations/investorrelations.jsp) and websites of the Stock Exchanges, where the equity shares issued pursuant to the Scheme are proposed to be listed, i.e. www.bseindia.com and www.nseindia.com.

NAME OF PROMOTER OF THE TRANSFEROR COMPANY 2
LuK Vermögensverwaltungsgesellschaft mbH is the promoter of Transferor Company 2.

SCHEME DETAILS, LISTING AND PROCEDURE
INA and LuK form part of the promoter group of SIL, i.e. Schaeffler Group (as defined below). It is proposed to amalgamate INA and LuK with SIL pursuant to the Scheme, as a result of which shareholders of INA and LuK, shall directly hold equity shares in SIL. The details with respect to the meeting of the shareholders (including Postal Ballot and e-Voting) of the Issuing Company as convened in accordance with sections 230 to 232 of the Companies Act, 2013, and e-Voting required as per the SEBI Circular and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the Hon'ble National Company Law Tribunal ("**NCLT**"), Bench at Mumbai and Chennai. Details about the basis for the swap of equity shares in accordance with the Scheme and the Valuation Report and Fairness Opinion are available on the websites of the Issuing Company, BSE and NSE.

PROCEDURE
The procedure disclosures with respect to public issue / offer would not be applicable as this issue is only to the shareholders of the Transferor Companies, pursuant to the Scheme without any cash consideration. Hence, the procedure with respect to the General Information Document may be applicable only to the limited extent, as specifically provided.

ELIGIBILITY
• In compliance with the SEBI Circular and subsequent SEBI circular no. CFD/DIL3/CIR/2017/26 dated March 23, 2017 and in accordance with the disclosure rules for an abridged prospectus format as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the "**SEBI Regulations**") to the extent applicable; • The equity shares sought to be listed are proposed to be allotted by the Issuing Company to the holders of securities of an unlisted entity pursuant to a Scheme to be sanctioned by NCLT (Mumbai and Chennai benches) under sections 230 to 232 of the Companies Act, 2013; • The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity in the post scheme shareholding pattern of the merged company shall not be less than 25%; • The Transferee Company will not issue / reissue any equity shares, not covered under the Scheme; • There are no outstanding warrants / instruments / agreements which give right to any person to be the beneficiary of equity shares in the Transferee Company at any future date;

INDICATIVE TIMELINE

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

This Information Memorandum is filed pursuant to the Scheme, and is not an offer to the public. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the exact time frame cannot be established with certainty.

GENERAL RISKS
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors mentioned in this Information Memorandum carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Issuing Company and the Scheme, including the risks involved. The equity shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or Information Memorandum. Specific attention of the investors is invited to the section "**Internal Risk Factors**" at page 8 of this Information Memorandum. – ***Not Applicable as the offer is not for public at large.***

COMPANY'S ABSOLUTE RESPONSIBILITY
The Transferor Company 2, having made all reasonable inquiries, accepts responsibility for and confirms that the Information Memorandum contains all information with regard to the Transferor Company 2 and this Scheme, which is material in the context of this Scheme, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Information Memorandum as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER

Issue Name	Name of Merchant Banker	+1- % change in closing price, (+/- % change in closing benchmark)		
		30th Calendar day from listing	90th Calendar day from listing	180th Calendar day from listing
Not Applicable Since this is a scheme of arrangement between the shareholders of Transferee Company and the Transferor Companies				

Name of Merchant Banker and contact details	Name of Statutory auditor and contact details
HSBC **HSBC Securities and Capital Markets (India) Private Limited** Address: 52 / 60, MG Road, Fort, Mumbai, 400 001 Contact Persons: Mr. Nishant Naveen / Ms. Archa Jain Telephone: +91 22 2268 1266/ 22 6628 3848 Fax: +91 22 6653 6207 E-mail: sil.merger@hsbc.co.in Website: www.hsbc.co.in	**B S R & Co. LLP** Address: Lodha Excelus, 5th Floor, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai, 400 011 Telephone: +91 22 4345 5300 Fax: +91 22 4345 5399 Registration number: 101248W/W-100022 Email: vijaymathur@bsraffiliates.com

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

SEBI Registration Number: INM000010353	
Syndicate Members – Not Applicable **Credit Rating Agencies –** Not Applicable **Debenture Trustee –** Not Applicable **Self- Certified Syndicate Banks –** Not Applicable	**Registrar –** Not Applicable **Non-Syndicate Registered Brokers –** Not Applicable **Collecting Bankers –** Not Applicable

PROMOTERS OF TRANSFEROR COMPANY 2
LuK Vermögensverwaltungsgesellschaft mbH is the promoter and Industrieaufbaugesellschaft Bühl mit beschränkter Haftung is part of the promoter group of Transferor Company 2. LuK Vermögensverwaltungsgesellschaft mbH with its registered office in Bühl, Germany, was registered with the commercial register of the District Court of Mannheim, Germany, under docket number HRB 211135 on August 30, 1999. The corporate purpose of LuK Vermögensverwaltungsgesellschaft mbH is the management of holdings in commercial companies, the control of the same, the participation in such companies, as well as the provision of services, in particular the provision of management services. LuK Vermögensverwaltungsgesellschaft mbH is held 88.12% by Schaeffler Verwaltungsholding Eins GmbH, 7.49% by Schaeffler AG and 4.39% by IAB Verwaltungs GmbH. Schaeffler Verwaltungsholding Eins GmbH is wholly owned subsidiary of IAB Verwaltungs GmbH, which is held 94.97% by IAB Holding GmbH and 5.03% by Schaeffler Technologies AG & Co. KG. IAB Holding GmbH is a wholly owned subsidiary of Schaeffler Technologies AG & Co. KG. The general partner of Schaeffler Technologies AG & Co. KG is Schaeffler AG and the limited partner is Schaeffler Verwaltungsholding Vier GmbH, which is a wholly owned subsidiary of Schaeffler AG. Industrieaufbaugesellschaft Bühl mit beschränkter Haftung with its registered office in Bühl, Germany, was registered with the commercial register of the District Court of Mannheim, Germany, under docket number HRB 210046 on November 3, 1967. Industrieaufbaugesellschaft Bühl mit beschränkter Haftung is a wholly owned subsidiary of LuK Vermögensverwaltungsgesellschaft mbH. Transferor Company 1 and its promoter group and Transferor Company 2 and its promoter group comprise a part of the Schaeffler Group. The Schaeffler Group is a global automotive and industrial supplier, which comprises Schaeffler AG, its subsidiaries, investments in associated companies, and joint ventures ("**Schaeffler Group**"). Apart from SIL, the only other listed group company of LuK is Schaeffler AG. It is a publicly listed stock corporation incorporated under German law with its registered office in Herzogenaurach that acts as the group's lead company.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY
The Transferor Company 2 was incorporated on March 22, 1995 as a public limited company and thereafter it was converted into a private limited company. It is *inter alia* engaged in the business of manufacturing and supply of high quality innovative products such as clutch systems, dual mass flywheel, transmission automation and hybrid systems to the automotive industry including passenger, tractor and commercial vehicle segments. The manufacturing facility is located in Hosur, Tamil Nadu.

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

BOARD OF DIRECTORS			
Sr. No.	**Name**	**Designation**	**Experience**
1	Mr. Stefan Bauerreis	Non-executive Director	He is the CFO of the Europe Region of the Schaeffler Group. He is aged 44 and has a degree in business administration with over 17 years of experience in the field of finance.
2	Mr. Satish Patel	Non-executive Director	He is CFO of SIL. He has professional degree in Finance and Accountancy (M.Com and ACMA) and vast experience of over 25 years in the field of Finance Management.
3	Dr. Alexandra Zech	Non-executive Director	She is an in-house legal counsel in the legal department of the Schaeffler Group. She holds a law degree as well as a PhD from the University of Augsburg.
4	Mr. Santosh Poojari	Managing Director	He is plant manager in LuK Hosur. He has 19 years of experience in manufacturing. He has a diploma in mechanical engineering, and degrees in commerce and business administration.

OBJECTS OF THE ISSUE

To amalgamate with a listed company

The object is to amalgamate INA and LuK into SIL as a result of which shareholders of INA and LuK shall directly hold equity shares in SIL. The shareholders of SIL, INA and LuK belong to the same promoter group (Schaeffler Group).

Recognizing the strengths of Transferor Companies and the Transferee Company, the rationale for the amalgamation as provided for in the Scheme is to align the business operations undertaken by the Transferor Companies and the Transferee Company. The amalgamation of the Transferor Companies with the Transferee Company would *inter alia* have the following benefits: (i) create a leading Indian automotive and industrial supplier, (ii) establish a diversified product presence across the high growth automotive and industrial segments and benefit from access to Transferor Companies and the Transferee Company's client base, (iii) create revenue and cost synergies by bundling the product offerings, leveraging distribution networks, and reducing overhead costs and (iv) enhance the financial profile with higher growth and margin expansion.

Salient features of the Scheme are *inter alia* as follows:
(i) the Appointed Date for the Scheme is the opening of business on January 1, 2018;

(ii) As a result of the proposed amalgamation, the Transferee Company will issue and allot (a) 10 equity shares of Rs. 10 each fully paid up in its capital in respect of every 65 equity shares of Rs. 10 each fully paid up in the equity share capital of the Transferor Company 1; and (b) 10 equity shares of Rs. 10 each fully paid up in its capital in respect of every 35 equity shares of Rs. 10 each fully paid up in the equity share capital of the Transferor Company 2, whose names appear in the register of members of the respective Transferor Companies and whose names appear as the respective beneficial owners of the equity shares of the Transferor Companies in the records of the depositories (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company) as on the Record Date (as defined in the Scheme). Fractional entitlement of shares, if any, will be rounded up to the nearest integer. The new equity shares allotted and issued as above, shall be listed and/or admitted to trading on the Stock Exchanges, where the equity shares of the Transferee Company are

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

listed and/or admitted to trading as on the Effective Date; subject to the Transferee Company obtaining the requisite approvals from all the relevant regulatory authorities pertaining to their listing;

(iii) Upon the proposed amalgamation becoming effective, all assets, liabilities, contracts, rights, obligations etc. of the Transferor Companies shall stand transferred to the Transferee Company;

(iv) Upon coming into effect of the Scheme and with effect from the Appointed Date, the Transferee Company shall account for amalgamation of the Transferor Companies in its books of account in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time;

(v) The Scheme will become effective on obtaining all approvals as mentioned in the Scheme.

(C*apitalised terms used herein but not defined shall have the meaning ascribed to such terms in the Scheme*)

Cost of the Project – ***Not applicable***

Means of financing **–** ***Not applicable***

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issues, if any, of the Company in the preceding 10 years — ***Not Applicable***

Name of monitoring agency, if any: ***Not applicable***

Terms of Issuance of Convertible Security, if any - ***Not Applicable***

SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY 2 AS ON AUGUST 31, 2017 IS AS FOLLOWS:

Sr. No.	Particulars	Pre-merger no. of equity shares	% holding of Pre-merger	Post-merger no. of equity shares	% holding of Post-merger
1	LuK Vermögensverwaltungsgesellschaft mbH	22,499,999	99.99%	N.A.	N.A.
2	Industrieaufbaugesellschaft Bühl mit beschränkter Haftung	1	0.00%	N.A.	N.A.
	Total	**22,500,000**	**100.00%**	**N.A.**	**N.A.**

Post-merger Transferor Company 2 will cease to exist

SHAREHOLDING OF THE TRANSFEREE COMPANY AS ON JUNE 30, 2017 AND THE INDICATIVE POST SCHEME SHAREHOLDING IS AS UNDER:

Sr. No.	Particulars	(Pre-Scheme) Pre-merger no. of equity shares	% holding of Pre-merger	(Post-Scheme) Post-merger no. of equity shares	% holding of Post-merger
(A)	**Promoter and Promoter Group**				
	FAG Kugelfischer GmbH	8,529,183	51.33%	8,529,183	27.28%
	INA Beteiligungsverwaltungs GmbH	0	0.00%	4,692,451	15.01%
	Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung	0	0.00%	3,522,439	11.27%
	Schaeffler Beteiligungsgesellschaft mit beschränkter Haftung	0	0.00%	1	0.00%
	Industrieaufbaugesellschaft Bühl mit beschränkter Haftung	0	0.00%	1	0.00%
	LuK Vermögensverwaltungsgesellschaft mbH	0	0.00%	6,428,572	20.56%
(B)	**Non – promoter shareholding**				
	Public shareholding	8,088,087	48.67%	8,088,087	25.87%
	Total (A + B)	**16,617,270**	**100.00%**	**31,260,734**	**100.00%**

AUDITED FINANCIALS

(in INR million unless stated otherwise)

Particulars	Six Months ended June 30, 2017 (Limited review)	CY 2016 (audited)	CY 2015 (audited)	CY 2014 (audited)	CY 2013 (audited)	CY 2012 (audited)
Total income from operations (net)	4,078.42	7,298.39	6,257.21	5,929.06	5,679.29	4,859.96
Net Profit / (Loss) before tax and extraordinary items	508.73	888.70	379.23	193.20	110.22	151.52
Net Profit / (Loss) after tax and extraordinary items	352.50	610.62	294.97	128.90	63.32	97.27
Equity Share Capital	225.00	225.00	225.00	225.00	225.00	225.00
Reserves and Surplus	2,915.61	2,563.11	1,952.49	1,667.79	1,538.90	1,475.58
Net Worth	3,140.61	2,788.11	2,177.49	1,892.79	1,763.90	1,700.58
Basic Earnings Per Share (in INR)	15.67	27.14	13.11	5.73	2.81	4.32

Diluted Earnings Per Share (in INR)	15.67	27.14	13.11	5.73	2.81	4.32
Return on Net Worth (%)	23.78	24.59	14.49	7.05	3.66	5.89
Net Asset Value Per Share (in INR)	139.58	123.92	96.78	84.12	78.40	75.58

Notes:

1. Since there is no subsidiary of Transferor Company 2, there is no distinction between standalone and consolidated statements.
2. There is no material development after the date of the latest balance sheet that will impact performance and prospects of the Transferor Company 2 and the Scheme.
3. There was no revaluation of assets in the last 5 years
4. There was no change in auditors during the last 3 years
5. Return on Net Worth is based on average Net Worth over the respective periods and has been annualized for the six months ending June 30, 2017

Authorized	**Issued / Subscribed / Paid-up capital**	**Present issue size**	**Paid-up capital after issue**	**Paid-up capital after conversion**
Rs. 225,000,000 (22,500,000 equity shares of Rs. 10 each)	Rs. 225,000,000 (22,500,000 equity shares of Rs. 10 each)	146,434,640 (14,643,464 equity shares of Rs. 10 each)	Not applicable, since the Company would be merged with SIL, there will be no post issue capital	

INTERNAL RISK FACTORS

1. Our business is significantly dependent on our manufacturing facilities and the loss or shutdown of operations at our manufacturing facilities may have a material adverse effect on our business, financial condition, results of operations and cash flows.
2. Significant underutilization of capacity of our existing manufacturing facilities may adversely affect our business, results of operations and financial condition.
3. If we are unable to accurately forecast demand for our products, our business, cash flows, financial condition and prospects may be adversely affected.
4. Pricing pressure from our customers may adversely affect our profitability and results of operations.
5. Our products are subject to rejection by our customers, if they do not meet the quality and technical requirements of our customers.
6. There are certain legal proceedings currently outstanding involving the Transferor Company 2, any adverse decision in the regard may adversely impact financial performance.
7. Our business is largely dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements.
8. We have not entered into any agreement in respect of long term supply for raw materials required by us and as such we are susceptible to fluctuations in the cost of raw materials.
9. We are susceptible to foreign exchange, political, regulatory, environmental and technological risks.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

A. Total number of outstanding litigations against the Transferor Company 2 and amount involved — There are six pending litigations under the Income Tax Act, 1961, wherein the total amount involved is INR 59.75 million and three pending litigations under the Central Excise Act, 1944, wherein the total amount involved is INR15.68 million.

There are three litigations pending involving reinstatement of employment. The amount involved in these litigations includes back-wages, which is currently unascertainable as they are subject to final disposal of these matters.

B. Brief details of top 5 material outstanding litigations against the Transferor Company 2 and amount involved:

Sr. No	Brief Particulars	Litigation filed by	Current Status	Amount Involved (in INR million)
1.	An assessment was conducted by the Income Tax department pursuant to Transferor Company 2 filing its return of income for assessment year 2013-14, pursuant to which the Assistant Commissioner Income Tax Circle-1, Hosur raised the tax demand.	Assistant Commissioner Income Tax Circle 1, Hosur	The matter is pending before the Commissioner Income Tax (Appeals), Salem	37.64
2.	An assessment was conducted by the Income Tax department pursuant to Transferor Company 2 filing its return of income for assessment year 2012-13, pursuant to which the Assistant Commissioner Income Tax Circle-1, Hosur raised the tax demand.	Assistant Commissioner Income Tax Circle 1, Hosur	The matter is pending before the Commissioner Income Tax (Appeals), Salem	19.20
3.	The labour court, Salem directed to reinstate Mr. Ilango, who was a workman, with back wages. Transferor Company 2 filed a writ petition in the High Court of Madras, which directed the Transferor Company 2 to pay back wages and interim wages under the Industrial Dispute Act to the workman	Mr. Balasubramaniya Ilango	Pending before the High Court of Madras	Currently unascertainable
4.	The Labour Court, Salem directed Transferor Company 2 to reinstate and pay back wages to Mr. Krishnan who was a workman at Transferor Company 2. Transferor	Mr. M.C. Krishnan	Pending before the High Court of Madras	Currently unascertainable

SCHAEFFLER INDIA LIMITED SCHAEFFLER VADODARA

	Company 2 filed a writ petition before the High Court of Madras, challenging this order. The High Court of Madras directed Transferor Company 2 to pay INR 43,528 and interim wages under the Industrial Dispute Act to the workman till the disposal of the writ petition.			
5.	The Labour Court, Salem directed Transferor Company 2 to pay INR 60,000 with gratuity and other benefits as compensation to Mr. Ganesan who was workman at Transferor Company 2. The Transferor Company 2 filed a writ petition before the High Court of Madras challenging this order. The High Court of Madras directed the Labour Court to dispose the case. However, it further stayed the judgement of the Labour Court	Mr. R Ganesan	Pending before the High Court of Madras.	Currently unascertainable

C. **Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies in the last five financial years including outstanding action, if any:** None

D. **Brief details of outstanding criminal proceedings against Promoter:** None

DECLARATION BY THE COMPANY
We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Information Memorandum are true and correct. Place: Mumbai Date: September 11, 2017

For Schaeffler India Ltd.

Raj Kumar Sarraf
Company Secretary
ICSI M. No.-ACS 15526

HSBC

Date: September 11, 2017

Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra 400051

Dear Sirs,

Subject: Scheme of Amalgamation of INA Bearings India Private Limited (herein after referred to as "Transferor Company 1") and LuK India Private Limited (herein after referred "Transferor Company 2") (Transferor Company 1 and Transferor Company 2 are collectively hereinafter referred to as "Transferor Companies") with Schaeffler India Limited (formerly known as FAG Bearings India Limited) (herein after referred "Transferee Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (herein after referred to as the "Scheme")

The Board of Directors of Schaeffler India Limited, a listed entity on BSE Limited and National Stock Exchange of India Limited, has proposed to amalgamate INA Bearings India Private Limited and LuK India Private Limited with itself through a Scheme under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as a result of which the shareholders of Transferor Companies shall directly hold equity shares in the Transferee Company.

In this regard, please find enclosed the information memorandums of Transferor Companies both dated September 11, 2017, as required under para 3(a) of Annexure I of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, as the Scheme involves two unlisted companies i.e. Transferor Company 1 and Transferor Company 2.

Based on the information, undertakings, certificates and documents provided to us by each of the Transferor Companies, we hereby confirm that the information contained in the information memorandums is accurate and adequate, in terms of the requirements of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

For HSBC Securities and Capital Markets (India) Private Limited

Nirvaer Sidhu
Director, Investment Banking

HSBC Securities and Capital Markets (India) Private Limited

Gaurav Shimpi
Associate Director, Investment Banking

SEBI Registration No. - INM000010353

Encl: as above

For Schaeffler India Ltd.

Raj Kumar Sarraf
Company Secretary
ICSI M. No.-ACS 15526

HSBC Securities and Capital Markets (India) Private Limited
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