

Schaeffler India Limited**MINUTES OF THE 57TH ANNUAL GENERAL MEETING OF MEMBERS OF SCHAEFFLER INDIA LIMITED HELD ON TUESDAY, JUNE 30, 2020 AT 3:30 PM IST (1530 HRS IST) THROUGH WEBEX (DEEMED VENUE – REGISTERED OFFICE - NARIMAN BHAVAN, 8TH FLOOR, 227, BACKBAY RECLAMATION, NARIMAN POINT, MUMBAI – 400 021, MAHARASHTRA, INDIA)**

Present:

Mr. Avinash Gandhi	-	Chairman, Independent Director
Mr. Dharmesh Arora	-	Non-Executive Non-Independent Director
Mr. Arvind Balaji	-	Independent Director
Mrs. Renu Challu	-	Independent Director
Mr. Harsha Kadam	-	Managing Director
Mr. Amit Kalyani	-	Independent Director
Mr. Satish Patel	-	Director-Finance & CFO
Mr. Klaus Rosenfeld	-	Non-Executive Non-Independent Director
Mr. Juergen Ziegler	-	Non-Executive Non-Independent Director
Mr. Ashish Tiwari	-	VP-Legal & Company Secretary

Members Present:

In Person (including representatives) - 51

The Company Secretary informed the Shareholders that in view of the Covid 19 and various circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India, the meeting is being held through Video Conference (WebEx). He further informed that the facility to join the meeting through Video conference is on first come first serve basis. All Shareholders joining the meeting were by default on mute mode to ensure smooth conduct of the meeting. Once the Q&A forum was opened, the names of Speaker Shareholders, who have already registered themselves, would be announced and the respective speaker would be provided audio & video access. The Shareholders who had not voted during the remote e-voting period may cast their vote during the meeting. The Company Secretary apprised the Shareholders that the e-voting platform would also be available for additional 15 minutes after the conclusion of the meeting and all statutory records and registers were available for inspection by the Shareholders during the meeting. He further informed that the requisite number of Shareholders were present, and it constitutes a valid quorum. Thereafter, he requested Mr. Avinash Gandhi, Chairman to commence the Meeting.

Schaeffler India Limited**WELCOME BY CHAIRMAN:**

The Chairman took note of the presence of the valid quorum and called the meeting to order. The Chairman welcomed the Shareholders, Auditors, Scrutinizer and Board Members present and informed about the presence of -

1. Mrs. Renu Challu, Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
2. Mr. Nirav Patel, representative of B S R & Co. LLP, Statutory Auditors
3. Mr. Suresh Kumar Kabra - Secretarial Auditors and Scrutinizers for the meeting.

The Chairman thanked the Board Members for joining the meeting from different locations and being present for the meeting.

CHAIRMAN'S SPEECH:

The Chairman delivered his speech and briefed about Key Developments and Company's performance for the year 2019, a Plant Visit for the Shareholders on January 23, 2020, recent Organisational developments, First Quarter Performance, and brief outlook for the current year. In his closing remarks, the Chairman on behalf of the Company extended gratitude to all the Shareholders, the Schaeffler Group, Employees, Suppliers, Customers, Distribution Partners, and all other business associates for their continued support in the Company's journey of growth. He then requested Mr. Harsha Kadam, Managing Director to give overview on performance highlights and major initiatives taken by the Company in the year 2019.

PRESENTATION BY THE MANAGING DIRECTOR:

Upon Chairman's request, the Managing Director, Mr. Harsha Kadam, made a presentation covering key performance highlights of the year 2019. In his presentation he covered:

Shareholders' visit to Talegaon, Pune plant on January 23, 2020:

- 132 Shareholders visited Talegaon (Pune) Plant on January 23, 2020;
- The Chairman with Executive Management team also participated;
- There was an insightful sharing with focus on Governance, Sustainability, Capability showcasing including R&D Centre, Plant operations and CSR activities kiosk;
- The Company received encouraging feedback from the Shareholders.

Schaeffler India Limited**COVID-19 Crisis:**

- COVID-19 Global pandemic impacted on the Company's global supply chain;
- It has scaled down the production due to low demand. The consequences and further course is still not foreseeable and long term impact of stimulus measures and policy changes are yet to unveil.

COVID-19 | Schaeffler Resilience to the front:

- Crisis Management Team activated on March 6, 2020 to Protect, Recover & Retool;
- Protection of employee health, safety is most important, hence engagement, communication, learning activities, Home Office facility was made available;
- Fast & flexible countermeasures were taken which includes Plant and office SOPs, PPE, Masks etc.
- The Company made donation of 21 INR millions which also includes PM CARES Fund.

COVID-19 | Impact on Schaeffler India:

- The Company resumed the operations in May 2020 with limited manpower. There was an average production loss ~52 working days;
- The capacity utilization impacted due to low demand even after resuming operations in all plants;
- Several measures were taken to mitigate loss by controlling costs, managing liquidity and working capital effectively.

Balanced business portfolio:

- The Company has 10 business verticals and hence it is uniquely positioned due to vast product portfolio by adjusting sales during uncertain periods.

Automotive Business - Strong Systems Capability:

- The Company's product offerings in OE market and after market includes chassis components, technology for clutches and transmission. Due to change in emission norms, Schaeffler products have ability to adapt to change;
- Some of the Company's prestigious customers are leaders in the market. After market business is sales driven and the Company serves to all big names in the industry as we have high reliable distribution network across India to serve after market business.

Industrial Business - Wide Product Spectrum:

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- Our Company offers wide portfolio of bearings and solutions. The Company serves all big customers in the industry. The Company has improved the performance by managing cash and working capital effectively.

The Prime Movers | Strong Leadership Team:

- The Leadership team has constantly strived and succeed in adverse situation. Post merger integration, down turn of automotive market and Covid-19 crisis, our ELT team of 8 members, along with plant managers and functional heads ensure Schaeffler's resilience in crisis. The ELT team works on 3 principles viz. Transparency, Trust and Team work.

Q1 2020 | Revenue and Earning:

- Due to total lock down in March 2020 forced by Covid-19, the production, sales, goods in transit were completely held up for weeks. Quarter 1 performance was 10.4% lower than the previous quarter. The crisis is by no means over, though the Leadership Team has managed to keep profit level at 11.9% and several measures are taken to curb the losses.

Overview | Financial year 2019:

- Highlights – our balanced business portfolio helped us to sail through a tough year, working capital control led to strong free cash flow, cost flexing and cost control led to a partial recovery of operating performance and judicious investment realization;
- Lowlights - Automotive market witnessed a double digit dip in 2019, industrial business witnessed slowdown in Quarter 4 of 2019, and limited closure of plants led to partial fixed cost impact.

Revenue from operations:

- Revenue from operations in 2019 reduced to 43,606 INR Millions i.e. by -4.4% as compared to 2018.

Earnings:

- Profit before tax in 2019 reduced to 5,346 INR Millions i.e. by -20.8% as compared to 2018.

Free cash flow and Investments:

- Free cash flow and investments in 2019 recorded an increase of 397% and 38% respectively as compared to 2018.

Schaeffler India Limited**Dividend:**

- The Company believes in long term value creation for shareholders. The Company has steady and strong dividend payout history.

Success stories in 2019:

- The Company has pioneered the Roll Shop Management Services for the Steel sector in India, and introduced Mobile Van (REXPERT) for Training of Mechanics in the remote areas.

Customer Recognitions in 2019:

- The Company received various awards and accolades during 2019.

Leadership position in Corporate Governance:

- The Company ranks among Top 3 companies in Sensex, Top 6 companies in BSE100, with "LEADERSHIP" Position in GOVERNANCE.

Schaeffler India embraces Integrated Reporting (IR):

- The Company has adopted the Integrated Reporting (IR). Under IR framework, we have provided the case studies in the Annual Report 2019 that generates values to our stakeholders and provides holistic approach. Six Capitals in IR aimed at greater cohesion and efficiency in reporting, effectively adopting "integrated thinking" as a way of breaking down silos and reducing duplication.

Employees – our biggest asset | Engagement activities 2019:

- The Company encourages innovation, creativity, diversity at workplace;
- Fitness week and many more health related sessions are being conducted for the employees including the festive celebration with employees and their families.

Responsibility towards Community| CSR activities for 2019:

- The Company has made investment of 92.7 INR Millions in various social interventions viz. launch of Engineering scholarship programme for lesser privileged children and launch of trainings for industry aligned skills to underprivileged youth;
- The Company focuses on education and skilling of women viz. skill center, scholarship programmes, hostels and environment focused programs viz. clean and green Maneja, Jal Sahara etc. The effectiveness of CSR Programs is also being assessed.

Schaeffler India Limited**Winning with Winning Customers | We participate in the growth story of India:**

- The Company also participates in India's growth story as well. Schaeffler is a committed supplier to the Indian Railways since decades for bearings and products and contributing successfully in metro projects across India and abroad.

The Chairman appreciated the informative coverage of the Presentation.

NOTICE OF THE MEETING AND AUDITORS' REPORT

Thereafter, the Notice convening the 57th Annual General Meeting, which was circulated to all the Shareholders of the Company, was taken as read. The Chairman further informed that there were no qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the auditor's report.

Thereafter, the Chairman requested the Company Secretary to inform about the Agenda Items. The 12 Agenda Items proposed to be passed at the 57th Annual General Meeting were read out by the Company Secretary.

The Company Secretary requested the Chairman to proceed with the Meeting as per the Agenda.

QUERIES & SUGGESTIONS

The Chairman opened the Q&A forum for the Registered Speakers Shareholders to express their views, queries and suggestions, if any. He also informed that the host would announce the name of the Speaker Shareholders those who registered themselves as Speaker as mentioned in the Notice and would be provided the audio and video access. The Speakers were requested to unmute their audio and enable the video as per the Standard Operating Process shared earlier with the Speakers. He requested the Speakers - to limit their speech to 2 minutes, not to cover the question, answer of which is already in the Annual report, to be precise and to the point, all the queries would be replied together at the end, in case Shareholders have additional questions, they may write to the Company Secretary and the Company will reply suitably.

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Mr. Asif Mody, Mr. Dipankar Purkayastha, Mr. Beruz Pouredehi, Ms. Homayun Pouredehi, Ms. Lekha Shah and Mr. Shailesh Mahadevia, shareholders expressed their views and queries.

Some of the appreciative remarks by the Shareholders were as under:

- Well organised virtual Annual General Meeting
- Virtual meeting provides the opportunity to attend the meeting from any location
- Well organised plant visit in January 2020
- Leadership position of Schaeffler in Corporate Governance
- CSR Activities undertaken and approach followed by the Company

Some of the major queries raised by the Shareholders were answered by Mr. Avinash Gandhi and Mr. Harsha Kadam:

Q1: What is the impact of Covid-19 on the business?

A1: Average production loss was 52 working days i.e. loss of productivity and sales. There is a slowdown in the respective sector.

Q2: What are the Company's plan on electric vehicles?

A2: Schaeffler is working globally on electric vehicles technology. In India, the Company believes that generally the hybrid vehicles are preferred over electronic vehicles. Schaeffler is globally working for a structured acquisition in right area, right competencies to cater to the technology.

Q3: What are the findings of CCI?

A3: The Competition Commission of India ('CCI') has on 5 June 2020, passed an Order against the Company and others, about certain anti-competitive practice in industrial and automotive bearings market in India. The CCI has not imposed any monetary penalty on Schaeffler or upon any of its employees and directed to cease and desist from the conduct found to be in contravention of the Competition Act.

Q4: What are the updates on localisation?

A4: The Company is expanding its capacities year on year. Currently localisation is at 71% in India. The increase in localisation is in a strategic manner. The Company has plans to invest for next 3 years.

Q5: What is the Company's market share for its business?

A5: The market share for Company's all of the business segments collectively is ~20-20% in the country and it is increasing year after year.

Q6: Whether all plants are working currently?

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A6: Savli plant was started on April 24, Maneja and Pune plants were started on May 5 and Hosur plant was started on May 10. All the plants are running partially to the extent of 30-35% of capacity. Hosur, Maneja plants are running in 3 shifts and Savli, Pune plants are running in 2 shifts.

Q7: Status update on patents in India.

A7: At present, 93 patents are originated in India. The Company is consistently taking efforts to increase the number of patents. A lot of R&D activities are going on including R&D set up in India. Going forward, number of patents can only go up.

Q8: Hiring of services of highly specialised young employees and if the Company is supporting any such employees.

A8: The Company works with lot of institutions so that it can source young talent from these institutions, bring them on board by providing intensive training and absorb them as and when the need arises. This is an ongoing activity.

Q9: Status update on carbon neutrality and water positivity.

A9: A lot of work is happening to reduce carbon emission from the plants. Solar power generation has started at Savli, Maneja and Pune plants and ~10% of the power generated is through solar route, thereby reducing the carbon emission. Every plant has affluent systems to recycle water and using such recycled water in garden and wash areas.

Q10: What is the requirement of engaging contractual labour in addition to permanent employees.

A10: During the lock down period, since the plants were not working, the re-organisation of work force was done with the available staff. Currently the plants are not running with full capacity. When the plants will start with full fledge, the Company would see the requirement.

The Chairman thanked the Shareholders for their appreciation and suggestions. The Chairman and Mr. Harsha Kadam, Managing Director addressed the queries of each Speaker Shareholder as soon as the questions were raised by the Shareholder. After answering the questions from all the registered Speaker Shareholders, the Q&A forum was closed by the Chairman. The Chairman informed that in case any question remains unanswered or any Shareholder wishes to raise further questions, then the same can be addressed to the Company Secretary and the Company will reply suitably.

VOTING:

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The Chairman thanked the Shareholders for their participation in the meeting. He also thanked the Auditors and the Directors who have joined the meeting. He informed that the e-voting would remain open for another 15 minutes after the conclusion of the meeting. The Shareholders who had not casted their votes during the Meeting may cast their vote in these 15 minutes. The results of the E-voting would be declared within two days of the Meeting. It would be posted on the website of the Company and would be intimated to the Stock Exchanges as well.

Following resolutions as set forth in the Notice convening 57th Annual General Meeting were put to vote:

ORDINARY BUSINESS**ITEM NO. 1**

TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS INCLUDING BALANCE SHEET AS AT DECEMBER 31, 2019 AND THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE ALONG WITH DIRECTORS' AND AUDITORS' REPORT THEREON

“RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet as at December 31, 2019 and the Statement of Profit and Loss for the financial year ended on that date, together with Cash Flow Statement and notes as attached thereto, the Directors' and Auditors' Report thereon as circulated to the members along with notice, be and are hereby received, approved and adopted.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto.”

ITEM NO. 2

TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2019

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“RESOLVED THAT a dividend of INR 35 per Equity Share of INR 10 each for the year ended December 31, 2019 be and is hereby declared.

RESOLVED FURTHER THAT the same be paid to those shareholders whose names appear on the ‘Register of Members’ as at the end of business hours on June 22, 2020 and in respect of shares held in dematerialised form, the dividend be paid on the basis of beneficial ownership as per the details furnished by the Depositories in this regard.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto.”

ITEM NO. 3

TO APPOINT A DIRECTOR IN PLACE OF MR. JÜRGEN ZIEGLER [DIN: 07092477], WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT Mr. Jürgen Ziegler [DIN: 07092477], whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto.”

ITEM NO. 4

TO APPOINT A DIRECTOR IN PLACE OF MR. KLAUS ROSENFELD [DIN: 07087975] WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT Mr. Klaus Rosenfeld [DIN: 07087975], whose period of office is liable to determination by retirement of Directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.

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RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby severally authorised to take the necessary actions and complete all the legal formalities related thereto.”

ITEM NO. 5

TO APPOINT AUDITORS AND AUTHORISE BOARD OF DIRECTORS TO FIX REMUNERATION OF B S R & CO. LLP, CHARTERED ACCOUNTANTS, MUMBAI, (FIRM REGISTRATION NUMBER: 101248 W / W-100022) FROM THE CONCLUSION OF 57TH ANNUAL GENERAL MEETING (‘AGM’) UP TO CONCLUSION OF 58TH AGM

“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, B S R & Co. LLP, Chartered Accountants [Firm Registration Number: 101248W / W-100022], who have confirmed their eligibility for appointment, be and is hereby appointed as the Statutory Auditors of the Company for a term of one year from conclusion of the 57th Annual General Meeting up to the conclusion of 58th Annual General Meeting of the Company.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 including any modification(s) or amendment thereof, the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration of B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101248 W / W-100022), as Statutory Auditors of the Company for the year 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

SPECIAL BUSINESS**ITEM NO. 6**

APPOINTMENT OF MR. HARSHA KADAM (DIN: 07736005) AS DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies

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(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Harsha Kadam [DIN: 07736005] who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

ITEM NO. 7**APPOINTMENT OF MR. HARSHA KADAM (DIN: 07736005) AS MANAGING DIRECTOR**

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the appointment of Mr. Harsha Kadam [DIN: 07736005], as Managing Director by the Board of Directors be and is hereby confirmed for a period of five years with effect from October 1, 2019 on the terms and conditions as agreed between the Company and Mr. Kadam and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Act and subject to other consents, if any, the approval of the Company be and is hereby accorded to appointment of Mr. Harsha Kadam at such remuneration and perquisites for the year 2019 and further increase by way of annual increment, as the Board may think fit, within the overall remuneration limit of the Managing Director for the period up to and including 2024 as per details given below:

(Amount in Rs. million p.a.)

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Particulars	Effective October 1, 2019 for year 2019 and 2020	Maximum up to September 30, 2024
Fixed Base Salary	10.9	17.1
Short-Term Bonus (STB)	6.2	9.8
Long-Term Bonus (LTB)	6.2	9.8
House Rent Allowance (HRA)	4.4	6.8
Perquisites/Allowances	1.6	2.5
Company's contributions to funds	1.8	2.9
Total Cost to the Company	31.1	48.9

Mr. Harsha Kadam shall be entitled to receive other benefits as under:

- A) Travelling and out of pocket expenses in accordance with the Rules of the Company.
- B) Leave during the course of employment as per the Rules of the Company.
- C) Personal accidental and life insurance coverage according to Rules of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Harsha Kadam as Managing Director, the Company incurs a loss or its profit are inadequate, the Company shall continue to pay to Mr. Harsha Kadam, the remuneration drawn during such financial year, as a “minimum remuneration” subject to the limits and conditions specified in Schedule V of the Act and rules made thereunder or such other limits as may be prescribed by the Central Government and subject to such approvals as may be required from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

ITEM NO. 8

APPOINTMENT OF MR. ARVIND BALAJI (DIN: 00557711) AS DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

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Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvind Balaji [DIN: 00557711], who has been appointed as an Additional Director of the Company by the Board of Directors with effect from November 6, 2019 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to November 5, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

ITEM NO. 9**APPOINTMENT OF MR. AMIT KALYANI (DIN: 00089430) AS DIRECTOR**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Kalyani [DIN: 00089430], who has been appointed as an Additional Director of the Company by the Board of Directors with effect from February 11, 2020 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years up to February 10, 2025.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

ITEM NO. 10**APPROVAL FOR PAYMENT OF COMMISSION FOR THE YEAR 2019 TO NON-EXECUTIVE DIRECTORS OF THE COMPANY, WHO ARE IN EMPLOYMENT OF ANY SCHAEFFLER GROUP COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Regulation 17 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, the consent of the Company be and is hereby accorded to the payment of commission of Rs. 2,362,500 for the year 2019 to the Non-executive Directors who are in employment of any Schaeffler Group Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

ITEM NO. 11**REMUNERATION TO NON-EXECUTIVE DIRECTORS FOR THE YEAR 2020 ONWARDS**

“**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and provision of Regulation 17 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the payment of commission to the Non-executive Directors of the Company (i.e., Directors other than the Managing Director(s) and/or Whole Time Director(s)) to be determined by the Board

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of Directors for each of such Non-executive Director for each financial year effective from year 2020, within the maximum limit of 0.5% (half a percent) per annum, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the director(s) for attending the meetings of the Board or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Board of Directors to determine the manner, rate and quantum of remuneration for each individual Non-executive Director who is entitled to receive such remuneration based upon performance evaluation, criteria set forth in the Nomination and Remuneration Policy and recommendations of the Nomination and Remuneration Committee, and to do all such acts, deeds, things and to take all such steps as may be required in this regard.”

ITEM NO. 12**TO RATIFY REMUNERATION OF THE COST AUDITORS**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 225,000 (Rupees Two Hundred Twenty Five Thousand) excluding all taxes and reimbursement of out of pocket expenses to M/s. Y. S. Thakar & Co., Cost Accountants having Firm Registration No. 000318, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending December 31, 2020, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

The Meeting concluded at 5:30 PM IST (17:30 Hrs IST) with a vote of thanks to the Chair.

Avinash Gandhi

Schaeffler India Limited**CHAIRMAN****Date: 29.07.2020****Place: Delhi**

Date of Entry in the Minutes book: 29.07.2020