

Notice of AGM

To,
The Members
Schaeffler India Limited

Notice is hereby given that the 57th Annual General Meeting of SCHAEFFLER INDIA LIMITED ('Company') will be held on Tuesday, June 30, 2020 at 3:30 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business

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.
2. To declare Dividend on Equity shares for the financial year ended December 31, 2019.
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.
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.
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.

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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

6. Appointment of Mr. Harsha Kadam (DIN: 07736005) as Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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 (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.

7. Appointment of Mr. Harsha Kadam (DIN: 07736005) as Managing Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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:

Particulars	(Amount in ₹ million p.a.)	
	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:

- Travelling and out of pocket expenses in accordance with the Rules of the Company.
- Leave during the course of employment as per the Rules of the Company.
- 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.

- Appointment of Mr. Arvind Balaji (DIN: 00557711) as Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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. 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.

- Appointment of Mr. Amit Kalyani (DIN: 00089430) as Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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.

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

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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 ₹ 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.

11. Remuneration to Non-executive Directors for the year 2020 onwards

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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 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.

12. To ratify remuneration of the Cost Auditors

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

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 ₹ 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.

By Order of the Board

Ashish Tiwari

VP - Legal & Company Secretary

Pune: June 2, 2020

Schaeffler India Limited

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CIN: L29130MH1962PLC012340
Ph.: +91-22-6681 4444 Fax: +91-22-2202 7022
E-mail: investorsupport.in@schaeffler.com;
website: www.schaeffler.co.in

Notes:

1. In view of the continuing restrictions placed due to Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') allowed to hold the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 57th AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to appoint their authorized representatives pursuant to Section 113 of Act are requested to send to the Company a scanned copy (PDF/JPG format) of certified Board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-Voting or voting at the AGM. The said Resolution shall be sent to the Scrutinizer by email through its registered email address to samdanics@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from June 23, 2020 to June 30, 2020 (both days inclusive) to determine entitlement of dividend on equity shares.
5. The Dividend on Equity shares as recommended by the Board of Directors and if declared at the AGM, will be paid within statutory time limit of 30 days, as under:
 - a) To all beneficial owners in respect of shares held in dematerialised form as per the data made available by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on June 23, 2020.
 - b) To all Members in respect of shares held in Physical Form as per the Register of Members of the Company on the close of business hours on June 23, 2020.
6. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2012 onwards, are requested to lodge their claims with the Company or with the Registrar and Share Transfer Agent ('RTA') of the Company at the earliest.
7. Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time ('IEPF Rules'), which *inter alia* requires the Company to transfer the equity shares, on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to IEPF. The said Shares, once transferred to IEPF can be claimed after following due procedure prescribed under the IEPF Rules.
8. The Statement of Dividend Amount remained unclaimed and unpaid for 7 consecutive years and Shares due for transfer to IEPF shall be placed on the website of the Company at <https://www.schaeffler.co.in>; Members are therefore requested to approach the RTA of the Company to claim their unpaid dividend, if any.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall be processed from April 1, 2019 only in the dematerialized form. Therefore, the Members are requested to take prompt action to dematerialize the Equity Shares of the Company.
9. In terms of Section 72 of the Companies Act, 2013, Nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to RTA of the Company, M/s. Link Intime India Private Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390020, Gujarat, India quoting their folio number.
10. As per the MCA Circulars and SEBI Circular no SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report 2019 is available on the Company's website (<http://www.schaeffler.co.in/content.schaeffler.co.in/en/investor-relations/financials/annual-reports/index.jsp>), websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com).

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com) & National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL (www.evoting.nsdl.com).

11. Voting through Electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Members are provided with the facility to cast their votes electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice.

The Company has appointed Mr. Suresh Kumar Kabra, Partner of Samdani Kabra & Associates, Company Secretaries, Vadodara as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, June 23, 2020, may cast their vote electronically. The e-voting period will commence from Saturday, June 27, 2020 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Monday, June 29, 2020. The e-voting module will be disabled on June 29, 2020 at 5:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 23, 2020.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, June 23, 2020, may obtain User ID and password by sending a request to the RTA i.e. M/s. Link Intime India Private Limited, e-mail id: vadodara@linkintime.co.in. However, Members who are already registered with NSDL for e-voting, can use their existing User ID and password for casting their votes.

The instructions for shareholders voting electronically are as under:

I. The instructions for Members for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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- | | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open that .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this Notice.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select 'EVEN' of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also 'Confirm' when prompted.
 6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to samdanic@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nSDL.co.in

II. Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Members will be able to attend the AGM through VC / OAVM at <https://www.evoting.nSDL.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the AGM through Laptops for better experience.
3. Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Members connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nSDL.co.in/1800-222-990 or contact Ms. Sarita Mote, Assistant Manager – NSDL at saritam@nSDL.co.in/022-24994890.
7. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/folio number, PAN,

mobile number at investorsupport.in@schaeffler.com from June 19, 2020 (9:00 a.m. IST) to June 21, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members can raise questions at the AGM through a chat box and they are requested to frame their questions precisely. Once the Member clicks the link for VC/OAVM in shareholder/members login where the EVEN of Company will be displayed, Members will be able to view AGM VC/OAVM proceedings along with the chat box. The questions raised by the Members will be replied by the Company suitably.
9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 57th AGM through VC/OAVM.

III. The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

IV. Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updating bank account mandate for receiving the dividend:

Physical Holding

1. Send a request to the Registrar and Transfer Agents of the Company, Link Intime at vadodara@linkintime.co.in and investorsupport.in@schaeffler.com providing the following documents for registering email ID:

- a. A request letter providing name of the Member, Folio No., mobile no. and email address to be registered/updated and signed by Member (first holder, in case of jointly held).
 - b. Self-attested scanned copy of PAN
2. Members are requested to share the below details for registering/updating Bank Account through the mandate annexed to Notice:
- a. Name and Branch of the Bank in which dividend is to be received and Bank Account type
 - b. Bank Account Number allotted by your bank after implementation of Core Banking Solutions
 - c. 9-digit MICR Code and 11-digit IFSC Code
 - d. Self-attested scanned copy of the cancelled cheque bearing the name of the Member (first holder, in case of jointly held).

A request letter for registering the bank account details along with the Mandate is to be shared with (RTA) at vadodara@linkintime.co.in and investorsupport.in@schaeffler.com

Demat Holding

Please contact your Depository Participant (DP) and register your email ID and bank account details with your demat account agency, as per the process advised by your Depository Participant.

12. As per the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members are requested to submit their questions in advance along with their name and demat account no./ folio number to investorsupport.in@schaeffler.com from June 14, 2020 (9:00 a.m. IST) to June 21, 2020 (5:00 p.m. IST). The questions raised by the Members will be replied suitably by the Company.
15. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.

16. Members seeking any information with regards to accounts or any matters to be placed at the AGM, are requested to write to the Company in advance through email at investorsupport.in@schaeffler.com. The same will be replied by the Company suitably.
17. Statement as required under Regulation 36(5) of the Listing Regulations in respect of Item Nos. 4, 5 under 'Ordinary Business' and under Section 102 of the Companies Act, 2013 in respect of Item Nos. 6,7,8,9,10,11 and 12 under 'Special Business', are attached hereto. All documents referred to in the Notice are open for inspection till the date of AGM. Members can send a request for the inspection of such documents to investorsupport.in@schaeffler.com.

Statement as required under Regulation 36(5) of the Listing Regulations relating to Item Nos. 4, 5 and under Section 102 of the Companies Act, 2013 relating to Item Nos. 6,7,8,9,10,11 and 12 mentioned in the Notice convening the 57th Annual General Meeting:

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.

Mr. R. Sampath Kumar resigned from the directorship of the Company with effect from close of business hours of May 29, 2020 and to comply with the provisions of Section 152 of the Companies Act, 2013, the Board considered the re-appointment of Mr. Klaus Rosenfeld [DIN: 07087975], Non-executive Non-independent Director at the AGM, who retires by rotation and being eligible offers himself for re-appointment.

Except Mr. Klaus Rosenfeld, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

The Board recommends the Resolution under Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 5. Appointment of Auditors

The Auditors of the Company, M/s. B S R & Co. LLP Chartered Accountants [Firm Registration Number: 101248W / W-100022] ('BSR') were appointed for a consecutive period of five years effective from conclusion of 52nd Annual General Meeting to hold office up to conclusion of 57th Annual General Meeting ('AGM').

Pursuant to provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, BSR are eligible for appointment as Auditors of the Company from conclusion of the 57th AGM up to conclusion of 58th AGM. BSR have confirmed their eligibility for the said appointment.

Notice of AGM

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

A. Proposed fees payable to the statutory auditor(s):

₹ 11.0 million

B. Terms of appointment:

Appointment as Auditors of the Company from conclusion of 57th AGM up to conclusion of 58th AGM to carry out Audit of the Financial Statements and Annual Financial Results of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company. All other terms of appointment shall be as per Letter of Engagement.

C. In case of a new auditor, any material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

Not Applicable

D. Basis of recommendation for appointment:

The Audit Committee has reviewed the performance of B S R as Auditors of the Company and the Audit Committee considers the experience and qualification of BSR commensurate with size and requirements of the Company and accordingly, the Audit Committee has recommended appointment of BSR as Auditors of the Company for remaining term of their eligibility to the Board. On the basis of the recommendations of the Audit Committee, the Board has approved the appointment of BSR as Auditors of the Company from the conclusion of 57th AGM up to conclusion of 58th AGM of the Company and recommends the same to the Shareholders for their approval.

E. Credentials of the statutory auditor(s) proposed to be appointed:

B S R & Co. LLP ('the firm') was constituted on March 27, 1990 having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on October 14, 2013, thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R & Co and B B S R & Co.

B S R & Co. LLP is registered in Mumbai, Gurugram, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Resolution under Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 6. Appointment of Mr. Harsha Kadam (DIN: 07736005) as Director

The Board of Directors at its meeting held on July 23, 2019, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Harsha Kadam as an Additional Director effective October 1, 2019. Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Harsha Kadam holds office up to the date of this AGM.

Mr. Harsha Kadam is BE in Mechanical Engineering from Bangalore University and also holds Diploma in Finance and Marketing from IGNOU. He has also done executive development course in Marketing from IIM Bangalore. Mr. Kadam has been President-Industrial of Schaeffler India Limited since March 12, 2018. He has more than 25 years of professional experience in various functions like Sales, Manufacturing and Product Design/Development.

His continued association with the Company as a Director would be a great advantage. Your Directors therefore recommend his election to the office of Director of the Company. The Company has received notice from the member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013.

The details of Mr. Harsha Kadam as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

Except Mr. Harsha Kadam, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the Notice.

The Board recommends the Resolution under Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 7. Appointment of Mr. Harsha Kadam (DIN: 07736005) as a Managing Director

Mr. Harsha Kadam was appointed as a Managing Director by the Board of Directors in its meeting held on July 23, 2019. The Directors are of the view that his knowledge, experience, guidance would be useful for the growth of the Company in the future as well.

Mr. Kadam is holding 25 equity shares having face value of ₹ 10/- each in the Company.

The material terms and conditions of his appointment including remuneration are as follows:

A. Duties and Position

- a) Mr. Harsha Kadam agrees to serve the Company in the capacity of Managing Director for the period October 1, 2019 to September 30, 2024 (subject to earlier termination as hereinafter provided) on the terms and conditions herein contained. Six months prior to the end of the period for which Mr. Harsha Kadam has been appointed, both Parties shall mutually agree on whether Mr. Harsha Kadam shall be reappointed as Managing Director for a further period.
- b) Mr. Harsha Kadam will be overall in-charge of all operations of the Company and entrusted with substantial powers of management of the affairs of the Company. He shall report to the Chairman.
- c) Mr. Harsha Kadam shall faithfully adhere to, execute and fulfil all policies and guidelines established by the Board of Directors of the Company and by Corporate Headquarters of the Schaeffler Group.
- d) Irrespective of his authorisation to represent the Company externally in accordance with the Articles of Association, shareholders' special resolution or statutory laws, Mr. Harsha Kadam is obliged to observe all Schaeffler Group guidelines and procedures applicable internally to him and to the Company and to ensure that they are observed within the Company, especially with regard to the rights, obligations and restrictions of the Approval Guideline P 170002.
- e) Mr. Harsha Kadam further undertakes to ensure adherence to the compliance standards valid within the Schaeffler Group. This includes in particular observance of the "Anti-Bribery and Anti-Corruption Guideline" (on the handling of acceptance of gratuities and gifts) and the "Competition and Antitrust Guideline" (dealings with competitors and business partners).
- f) Mr. Harsha Kadam confirms that he has knowledge of the content of the foresaid guidelines and guarantees

that they are adopted within the Company and agrees to take the necessary measures to enforce a compliance environment within the Company.

- g) Mr. Harsha Kadam shall devote the most substantial part of his time and attention to the affairs of the Company and shall not, without its express consent in writing, engage in any business, profession or occupation (whether or not competing with its business) or become a director, consultant, partner or owner in or of any other entity.
- h) Mr. Harsha Kadam shall well and faithfully serve the Company and use his best endeavours to promote the interests thereof. He shall not, while an employee thereof or thereafter, directly or indirectly, divulge any information concerning the affairs, or any information of whatever nature which he shall have acquired during his employment, to anyone or to use it for any purpose except performance of his duties in terms of his Employment Agreement.
- i) Other terms and the termination of employment shall be governed as per the Employment Agreement with Mr. Harsha Kadam.

B. Remuneration and Benefits

Remuneration: ₹ 31.06 million (total CTC to the Company)

(Amount in ₹ million p.a.)			
Sr. No.	Particulars	Effective October 1, 2019 for year 2019 and 2020	Maximum up to September 30, 2024
1	Fixed Base Salary	10.9	17.1
2	Short-Term Bonus (STB)	6.2	9.8
3	Long-Term Bonus (LTB)	6.2	9.8
4	House Rent Allowance (HRA)	4.4	6.8
5	Perquisites/Allowances	1.6	2.5
6	Company's contributions to funds	1.8	2.9
Total CTC		31.1	48.9

- **Travelling and out of pocket expenses:** in accordance with the Rules of the Company.
- **Annual Leave:** in accordance with the Rules of the Company.
- **Personal accidental and life insurance coverage:** in accordance with the Rules of the Company.

The Short-Term Bonus and Long-Term Bonus are variable components of the remuneration to Mr. Kadam and the criteria for determination of their amount are as under:

A. Short-Term Bonus:

- (a) Free Cash Flow generation (50%); and
- (b) Schaeffler Value Added (50%)

B. Long-Term Bonus:

- (a) Total Shareholders Return (TSR) i.e. relative outperformance of Share Price of Schaeffler India Limited in comparison of BSE 200 Index (50%),
- (b) Service Conditions (50%).

A copy of the referred agreement entered into between the Company on the one part and Mr. Kadam on the other part is open for inspection till the date of AGM without any fee. Members can send a request for the inspection of documents to investorsupport.in@schaeffler.com.

The appointment and remuneration payable to Mr. Kadam is required to be approved by the shareholders in the General Meeting and accordingly this resolution is being placed before the members for approval.

The details of Mr. Harsha Kadam as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

Except Mr. Harsha Kadam, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7 of the Notice.

The Board recommends the Resolution under Item No. 7 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 8. Appointment of Mr. Arvind Balaji (DIN: 00557711) as Director

The Board of Directors at its meeting held on July 23, 2019, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Arvind Balaji as an Additional Director effective November 6, 2019. Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Arvind Balaji holds office up to the date of this AGM. The Company has received notice from a member, proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013.

Mr. Arvind Balaji holds a Bachelor's degree in Mechanical Engineering from BITS Pilani, a Master's degree in Manufacturing System Engineering from Stanford University and an MBA in Finance from Wharton School, University of Pennsylvania.

Mr. Balaji is at present, joint Managing Director of Lucas-TVS Limited and Managing Director of India Nippon Electricals Limited. Prior to joining Lucas-TVS, Mr. Balaji worked in the investment banking division of Bank of America in the General Industrial group where he focussed on helping automotive companies in financing and M&A transactions. Mr. Balaji also worked at Oracle Corporation in their consulting division. Mr. Balaji is the Past President (2015-16) of the Automotive Component Manufacturers Association (ACMA) and led the Technology, Safety and Regulatory (TSR) Committee of ACMA (2017-18).

Mr. Balaji has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. Balaji fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Balaji as an Independent Director.

The details of Mr. Arvind Balaji as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

A copy of the Letter of Appointment of Mr. Arvind Balaji as an Independent Director will be available for inspection till the date of AGM without any fee. Members can send a request for the inspection of documents to investorsupport.in@schaeffler.com.

Except Mr. Arvind Balaji, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 8 of the Notice.

The Board recommends the Resolution under Item No. 8 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 9. Appointment of Mr. Amit Kalyani (DIN: 00089430) as Director

The Board of Directors at its meeting held on October 21, 2019, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Amit Kalyani as an Additional Director effective February 11, 2020. Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Amit Kalyani holds office up to the date of this AGM. The Company has received notice from a member, proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013.

Mr. Amit Kalyani is BE in Mechanical Engineering from Bucknell University, Pennsylvania, USA. He is also a Harvard Business School OPM graduate and a YPO member. He is extremely

passionate about manufacturing and technology and regularly participates in the World Economic Forum, Davos.

Mr. Kalyani is the Deputy Managing Director at Bharat Forge Limited. He is also a member on the board of various companies. He has been a part of many committees of the Government of India on manufacturing, education, skill development and bilateral relations.

Mr. Kalyani has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. Kalyani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Kalyani as an Independent Director.

The details of Mr. Amit Kalyani as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

A copy of the Letter of Appointment of Mr. Amit Kalyani as an Independent Director will be available for inspection till the date of AGM without any fee. Members can send a request for the inspection of documents to investorsupport.in@schaeffler.com.

Except Mr. Amit Kalyani, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 9 of the Notice.

The Board recommends the Resolution under Item No. 9 of the Notice for approval of the Members as an Ordinary 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

The Members had, at the 53rd Annual General Meeting of the Company held on April 27, 2016, approved payment of remuneration by way of profit related commission to Non-Executive Directors of the Company, excluding Directors who are in employment of any Schaeffler Group Company for five years up to and including for year 2019.

The Board of Directors has, on the recommendation of the Nomination and Remuneration Committee and considering the amount of time and efforts devoted as well as the

responsibilities shouldered, approved payment of sitting fees and profit related commission to Non-Executive Directors who are in employment of any Schaeffler Group Company, effective year 2019.

Accordingly, on the basis of recommendations of the Nomination and Remuneration Committee, the Board has, subject to approval of the shareholders, approved payment of Commission for the year 2019 to Mr. Rosenfeld, Mr. Ziegler and Mr. Arora as under:

Name of the Non-Executive Director	Amount (₹)
Mr. Klaus Rosenfeld ¹	1,050,000
Mr. Jürgen Ziegler ¹	1,050,000
Mr. Dharmesh Arora ²	262,500

1. For full year 2019, at the same rate as for other Non-Executive Directors
2. For the period effective October 1, 2019 to December 31, 2019 pro-rata.

As per the provisions of Regulation 17 (6) of the Listing Regulations, all fees / compensation, (excluding sitting fees) payable to Non-Executive Directors shall be fixed by the Board of Directors and shall require approval of shareholders in general meeting.

In view of the above, approval of Members is being sought for payment of commission to Non-Executive Directors who are in employment of any Schaeffler Group Company for the year 2019, as mentioned above.

Except the above mentioned Non-Executive Directors of the Company and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 10 of the Notice.

The Board recommends the resolution under Item No. 10 of the notice for approval of the Members as an Ordinary Resolution.

Item No. 11. Remuneration to Non-executive Directors

The Members had, at the 53rd Annual General Meeting of the Company held on April 27, 2016, approved the payment of remuneration by way of profit related commission to Non-Executive Directors of the Company for a period of five (5) years commencing with Financial Year 2015 up to and including for the Financial Year 2019.

As per the provisions of Regulation 17 (6) of the Listing Regulations, all fees / compensation (excluding sitting fees), payable to Non-Executive Directors shall be fixed by the Board of Directors and shall require approval of shareholders in general meeting.

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In view of the above, approval of Members is being sought for payment of commission to Non-Executive Directors for the financial year 2020 onwards as set out in the Ordinary Resolution at Item No. 11 of this Notice.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fees and reimbursement of expenses payable to them for attending meetings of the Board and Committees thereof.

Except the Non-Executive Directors of the Company and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 11 of the Notice.

The Board recommends the resolution under Item No. 11 of the notice for approval of the Members as an Ordinary Resolution.

Item No. 12. To Ratify Remuneration of the Cost Auditors

Upon the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on February 12, 2020 has, based upon the eligibility and consent to act as such, re-appointed M/s Y. S. Thakar & Co., Cost Accountants, as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending December 31, 2020.

The Audit Committee and the Board of Directors of the Company have approved a remuneration of ₹ 225,000 (Rupees Two Hundred Twenty Five Thousand only) excluding all taxes and reimbursement of out of pocket expenses for the year 2020.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the members is sought by way of Ordinary Resolution as set out at Item No. 12 of the Notice for ratification of the remuneration to be paid to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending December 31, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 12 of the Notice.

The Board recommends the Resolution under Item No.12 of the Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board

Ashish Tiwari

VP - Legal & Company Secretary

Pune: June 2, 2020

Schaeffler India Limited

Regd. Office: Nariman Bhavan, 8th Floor, 227,
Backbay Reclamation, Nariman Point,
Mumbai-400 021, Maharashtra, India.

CIN: L29130MH1962PLC012340

Phone: +91-22-6681 4444 Fax: +91-22-2202 7022

E-mail: investorsupport.in@schaeffler.com;

website: www.schaeffler.co.in

Annexure – A

Information on Directors seeking appointment/ re-appointment/ fixation of Remuneration at 57th Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of Secretarial Standard 2 on General Meetings:

Name	Mr. Jürgen Ziegler	Mr. Klaus Rosenfeld	Mr. Harsha Kadam
Director Identification Number	07092477	07087975	07736005
Date of Birth / Age	March 1, 1959 / 61 Years	May 6, 1966 / 53 Years	October 17, 1965 / 54 Years
Qualification	Business Administration, AKAD University, Germany	Master of Business Administration	Mechanical Engineer from Bangalore University; Diploma in Finance and Marketing from IGNOU; Executive Development course in Marketing from IIM Bangalore.
Brief Profile and nature of expertise in specific functional area and experience	Mr. Ziegler has around 38 years of experience in working in different countries and has experience in the fields of sales, logistics, project management, financial controlling, strategic planning, business restructuring etc. Mr. Ziegler is currently Regional CEO – Europe, of Schaeffler Group.	Mr. Rosenfeld started his professional career as a trainee banker at the Dresdner Bank and subsequently studied business administration and economics at the University of Muenster. He has over 20 years of experience in Banking and Finance. He is currently CEO of Schaeffler Group.	Mr. Kadam joined Schaeffler in 2018, as President – Industrial Business, a role he continues to hold. Prior to Schaeffler, Mr. Kadam was the CEO of AGI Glaspac (India). Before AGI Glaspac, he was with SKF India till December 2016 as Director, Automotive Business and held several key leadership positions in the organisation across manufacturing and sales, for over 20 years. Mr. Kadam has more than 25 years of experience in functions including sales, manufacturing, product design and development. Besides leading business successfully, he has filed for several patents and won global awards for innovation excellence in his professional stint.
Date of first appointment on the Board	April 18, 2018	February 11, 2015	October 1, 2019
Category of Director	Non-executive - Non-independent	Non-executive - Non-independent	Executive - Non-independent
Relationship with other Directors and KMP	Not related to any other Director or KMP	Not related to any other Director or KMP	Not related to any other Director or KMP
Current Remuneration (last drawn remuneration)	Not Applicable	Not Applicable	₹ 31.06 million p.a. ¹

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Name	Mr. Jürgen Ziegler	Mr. Klaus Rosenfeld	Mr. Harsha Kadam
Details of remuneration sought to be paid	₹ 1.05 million p.a.	₹ 1.05 million p.a.	₹ 31.06 million p.a.
Terms and Conditions of appointment / Terms of revised remuneration	He shall continue to be subject to terms and conditions of his appointment as Non-executive - Non-independent Director.	He shall continue to be subject to terms and conditions of his appointment as Non-executive - Non-independent Director.	As detailed in the Explanatory Statement.
Shareholding in the Company (including on a beneficial basis for any other persons)	Nil	Nil	Holds 25 equity shares of the Company
No. of Meetings of the Board attended during the year 2019	4 out of 4 Board Meetings attended	3 out of 4 Board Meetings attended	1 out of 1 Board Meeting attended
Directorships – Listed Companies	Schaeffler India Limited	Schaeffler India Limited	Schaeffler India Limited
Directorships – Non-listed Companies	Nil	Nil	Nil
Committee Membership/ Chairmanship	Schaeffler India Limited Audit Committee – Member	Nil	Schaeffler India Limited Stakeholders' Relationship Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member

1 Effective October 1, 2019, remuneration received as a Managing Director of the Company

	Mr. Arvind Balaji	Mr. Amit Kalyani
Name	Mr. Arvind Balaji	Mr. Amit Kalyani
Director Identification Number	00557711	00089430
Date of Birth / Age	December 8, 1974 / 45 Years	July 26, 1975 / 44 Years
Qualification	Mechanical Engineer from BITS Pilani; Master's Degree in Manufacturing Systems Engineering from Stanford University; MBA in Finance from Wharton School, University of Pennsylvania.	Mechanical Engineer from Bucknell University, Pennsylvania, USA; OPM graduate from Harvard Business School; YPO member.
Brief Profile and nature of expertise in specific functional area and experience	Mr. Balaji presently holds the position of joint Managing Director of Lucas-TVS Limited and Managing Director of India Nippon Electricals Limited. Prior to joining Lucas-TVS, Mr. Balaji worked in the investment banking division of Bank of America in the General Industrials group where he focussed on helping automotive companies in financing and M&A transactions. Mr. Balaji also worked at Oracle Corporation in their consulting division. Mr. Balaji is also a Past President (2015-16) of the Automotive Component Manufacturers Association (ACMA) and led the Technology, Safety and Regulatory (TSR) Committee of ACMA (2017-18).	Mr. Kalyani is the Deputy Managing Director at Bharat Forge Limited. He is also a member on the board of various companies. He has been a part of many committees of the Government of India on manufacturing, education, skill development and bilateral relations. He is extremely passionate about manufacturing and technology and regularly participates in the World Economic Forum, Davos.
Date of first appointment on the Board	November 6, 2019	February 11, 2020
Category	Non-executive - Independent	Non-executive - Independent
Relationship with other Directors and KMP	Not related to any other Director or KMP	Not related to any other Director or KMP
Current Remuneration (last drawn remuneration)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	Not Applicable
Terms and Conditions of appointment / Terms of revised remuneration	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – www.schaeffler.co.in	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – www.schaeffler.co.in
Shareholding in the Company (including on a beneficial basis for any other persons)	Nil	Nil

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Name	Mr. Arvind Balaji	Mr. Amit Kalyani
No. of Meetings of the Board attended during the year 2019	Not Applicable	Not Applicable
Directorships – Listed Companies	Schaeffler India Limited India Nippon Electricals Limited	Schaeffler India Limited Bharat Forge Limited Kalyani Steels Limited BF Utilities Limited Kalyani Investment Company Limited BF Investment Limited Hikal Limited
Directorships – Non-listed Companies	Delphi TVS Technologies Limited Lucas Indian Service Limited Lucas TVS Limited TVS Automotive Systems Limited TVS Motor Services Limited TVS Training and Services Limited SB Industrial Ventures Private Limited Harita Greens Private Limited Harita Arvind Energy Private Limited	BF-NTPC Energy Systems Limited BF Elbit Advanced Systems Private Limited Association of Indian Forging Industry
Committee Membership/ Chairmanship	Schaeffler India Limited Audit Committee – Member Corporate Social Responsibility Committee – Chairman India Nippon Electricals Limited Corporate Social Responsibility Committee – Member	Schaeffler India Limited Corporate Social Responsibility Committee – Member Audit Committee - Member Nomination and Remuneration Committee – Member Bharat Forge Limited Corporate Social Responsibility Committee – Member Kalyani Steels Limited Nomination and Remuneration Committee – Member BF Utilities Limited Nomination and Remuneration Committee – Member Kalyani Investment Company Limited Nomination and Remuneration Committee – Member BF Investment Limited Nomination and Remuneration Committee – Member

Form

(Shareholders' option to receive documents in electronic form)

To,
Link Intime India Private Limited.
Unit: Schaeffler India Limited
B-102 -103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara—390 020, Gujarat, India
E-mail: vadodara@linkintime.co.in
Ph. No.: 0265-2356573, 6136000

Dear Sir(s),

Subject: Update my/our e-mail address(es) in your records.

Please note my/our following e-mail address(es) and send Notice/documents through electronic mode in future:

Name of the Shareholder/Beneficial Owner _____

Registered Folio No. /DP ID and Client ID _____

No. of Shares _____

E-mail address of the first-named Shareholder/Beneficial Owner _____

E-mail address of the second/third named Shareholder/Beneficial Owner _____

Date: _____

Place: _____

Signature of the Shareholder/Beneficial Owner

NECS/Bank Mandate Update Form

For Shares Held in Physical Mode

To,

Link Intime India Private Limited

Unit: Schaeffler India Limited

B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Near Radhakrishna Char Rasta,
Akota, Vadodara-390 020, Gujarat, India

For Shares Held in Electronic Mode

To,

Name & Address of Depository Participant

Dear Sirs,

Sub.: Payment of Dividend through NECS [NECS Mandate Form]

I/We hereby give my / our mandate to credit my / our Dividend on the share/s held by me / us under the Folio No. / Demat Account mentioned, directly to my / our Bank Account through the National Electronic Clearing System [NECS] / to prepare my/our dividend warrant with details of my / our Bank Account No. and Name of the Bank & Branch.

The Details of the Bank Account are given below.

Name of First/Sole shareholder [IN BLOCK LETTERS] _____

Folio Number as appearing on Share Certificate/DP ID & Client ID _____

Name of the Bank in Full _____

Branch Name _____

Address & Telephone No. of the Bank _____

9 Digit Code No. of the Bank & Branch as appearing on the MICR Cheque issued by the Bank _____

Type of Account with Code	Saving Bank – 10	Current – 11	Cash Cr. - 13
A/C No. as appears on Cheque Book	Bank Ledger No./Bank Ledger Folio No. (If any, appearing on the Cheque Book)		PAN / GIR No.

Address and email ID of the share holder _____

I / We enclose a blank cancelled cheque / self-attested photocopy of front page of Savings Bank Account passbook to enable you to verify the details.

I / We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I / We would not hold the Company / the user institution responsible. I / We undertake to inform any subsequent changes in the above particulars before the relevant Book closure Date(s). I / We understand that, the above details shall be maintained by you till I / We hold the shares in physical / electronic mode under the captioned Folio No. / DP ID & Client ID.

Place: _____

Signature of Sole / First Shareholder _____

Date: _____

Signature of Second / Third Joint Shareholder _____