

Notice of the AGM

To
The Members
Schaeffler India Limited

Notice is hereby given that the 58th Annual General Meeting of **SCHAEFFLER INDIA LIMITED** ('Company') will be held on Tuesday, April 27, 2021 at 3:30 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business

- To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2020 and the Statement of Profit and Loss for the financial year ended on that date along with Directors' and Auditors' Report thereon.
- To declare Dividend on Equity Shares for the financial year ended December 31, 2020.
- To appoint a Director in place of Mr. Satish Patel [DIN: 00690869], who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr. Dharmesh Arora [DIN: 05350121], who retires by rotation and being eligible offers himself for re-appointment.
- To appoint Statutory Auditors and authorise Board of Directors to fix remuneration of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number: 001076N/N500013) for a term five consecutive years.

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, M/s. Walker Chandiook & Co LLP, Chartered Accountants [Firm Registration Number: 001076N/N500013], who have confirmed their eligibility for appointment, be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years i.e., from conclusion of the 58th Annual General Meeting upto the conclusion of 63rd 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 M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number: 001076N/N500013), as Statutory Auditors 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."

Special Business

- Appointment of Ms. Eranti V. Sumithasri [DIN: 07087197] 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), Ms. Eranti V. Sumithasri [DIN: 07087197], who has been appointed as an Additional Director of the Company by the Board of Directors with effect from July 15, 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 she 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 her 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 upto July 14, 2025.

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."

- To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder, approval of the members of the Company be and is hereby accorded to Material Related Party Transactions with "Schaeffler Technologies AG & Co.

KG", Germany for the projected amount of 2021 i.e. ₹ 13,273 million for the year 2021 as under –

Schaeffler Technologies AG & Co. KG, Germany/Nature of Transactions	Actual 2020	Maximum Limit 2021	Projection 2021
SAP, other IT systems and connectivity cost	334	401	350
Expat Cost	9	11	5
Deputation, Travelling, Training, Testing, Support Fees & Other Cost	43	52	50
Fees for use of technology/trademark	743	892	970
Payment on behalf of related parties	19	23	13
Purchase of Finished Goods	4,921	5,905	6,560
Purchase of Raw Materials and Components/Spares	2,037	2,445	2,600
Sale of Finished Goods	1,138	1,366	2,500
Service Income received	11	13	30
Purchase of Tangible Fixed Assets	203	243	195
Total	9,458	11,351	13,273

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company, be and are hereby authorised to do all acts, deeds, matters and things to give effect to this resolution."

- 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 ₹ 2,25,000 (Rupees Two Lakh Twenty Five Thousand Only) 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, 2021, be and is hereby ratified.

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."

- To shift the Registered Office of the Company from Mumbai to Pune within the State of Maharashtra

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 28 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to approval of the Central Government (powers delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time, and subject to such other approvals, permissions and sanctions, as may be required under the provision of the said Act or any other law for time being in force, consent of the members of the Company be and is hereby accorded for shifting the registered office of the Company from Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai – 400 021, Maharashtra, India located in the State of Maharashtra under the jurisdiction of Registrar of Companies Mumbai, (ROC Mumbai) to 15th Floor, ASTP (Amar Sadanand Tech Park) Baner, Pune – 411045, Maharashtra, India, located in the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune (ROC Pune).

RESOLVED FURTHER THAT subject to the aforesaid confirmation/approval, the existing Registered Office Clause (Clause ii) of the Memorandum of Association of the Company be substituted with the following clause:

ii. The Registered office of the Company will be situated in the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune.

RESOLVED FURTHER THAT any of the Key Managerial Personnel of the Company be and is hereby authorised to sign the petition, application, affidavit, declaration and such other documents as may be necessary and also to authenticate and digitally sign and file necessary eForms with the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, ROC Mumbai/Pune and such other applicable authorities and to do such other acts, deeds and things as may be necessary to give effect to above resolution.

By Order of the Board
Ashish Tiwari

New Delhi: February 16, 2021 VP-Legal & Company Secretary

Schaeffler India Limited

Regd. Office: Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai - 400 021, Maharashtra, India.
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, April 13, 2020 and January 13, 2021 (collectively referred to as 'MCA Circulars') allowed to hold the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). 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 58th 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 Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. 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 Wednesday, April 21, 2021 to Tuesday, April 27, 2021 (both days inclusive) to determine entitlement of dividend on equity shares.
4. 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 Tuesday, April 20, 2021.
 - 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 Tuesday, April 20, 2021.
5. 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 2013 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.
6. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. 1st April, 2020 and Company is required to deduct tax at source on payment of dividend at the prescribed rates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various

categories of Shareholders. The Company shall send the email in this regard to all the Shareholders whose email id is registered with RTA or Depository Participant.

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 7 (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 Dividend Amount remaining 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, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
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 Circulars, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email IDs are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report 2020 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) & National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL (www.evoting.nsdl.com).

Voting through Electronic means

11. 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 scrutiniser 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, April 20, 2021, may cast their vote electronically. The e-voting period will commence from Saturday, April 24, 2021 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Monday, April 26, 2021. The remote e-voting module will be disabled on April 26, 2021 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 April 20, 2021.

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, April 20, 2021, may obtain User ID and password by sending a request to the NSDL, email ID: evoting@nsdl.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/>

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:
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 authorised signatory(ies) who are authorised to vote, to the

Scrutiniser 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.
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 1020 990 and 1800 22 44 30 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 30 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 1020 990 and 1800 22 44 30 or contact Ms. Sarita Mote, Assistant Manager – NSDL at evoting@nsdl.co.in.

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 Monday, April 19, 2021 (9:00 a.m. IST) to Wednesday, April 21, 2021 (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 58th 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. Shareholders are requested to register their e-mail address with Link Intime India Private Limited, by clicking the link:
https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Shareholders are requested to provide details such as Name, Folio number, Certificate number, PAN, mobile number, e-mail ID, and also upload the image of share certificate and a duly signed request letter (upto 1 MB) in PDF or JPEG format.

2. Alternatively, Members may send a request to the RTA of the Company, Link Intime India Pvt. Ltd. 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
3. Shareholders are requested to register their Bank Details with Link Intime India Private Limited, by clicking the link:
https://linkintime.co.in/emailreg/email_register.html and follow the registration process as guided therein. Shareholders are requested to provide details such as Name, Folio number Certificate number, PAN, e-mail ID along with the copy of the cheque leaf with the first named members name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code and a duly signed request letter (upto 1 MB) in PDF or JPEG format.

On submission of the details for registration of e-mail ID/bank account an OTP will be received by the Shareholder which needs to be entered in the link for verification. In case of any query, a Shareholder may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in or vadodara@linkintime.co.in.

4. 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 April 13, 2021 (9:00 a.m. IST) to April 20, 2021 (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 No. 5 under 'Ordinary Business' and under Section 102 of the Companies Act, 2013 in respect of Item Nos. 6,7,8 and 9 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.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company/R&T Agent.

Statement under Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the 58th Annual General Meeting:

ITEM No. 5. Appointment of Statutory Auditors

M/s. B S R & Co. LLP Chartered Accountants [Firm Registration Number: 101248W/W-100022] ('BSR') has completed their term as Statutory Auditors. The Board of Directors has recommended the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years, commencing from the conclusion of 58th AGM till the conclusion of the 63rd AGM, subject to approval of Shareholders.

M/s. Walker Chandio & Co LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

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): ₹ 6.8 million plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company.
- B. Terms of appointment:
Appointment as Statutory Auditors of the Company from conclusion of 58th AGM up to conclusion of 63rd 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: Nil
- D. Basis of recommendation for appointment: The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skillset, governance & competitiveness and recommend their appointment to the Shareholders of the Company.
- E. Credentials of the Statutory Auditors proposed to be appointed: M/s. Walker Chandio & Co LLP was established on January 1, 1935 and converted to a Limited Liability Partnership firm on March 25, 2014 and has a registered office at L-41, Connaught Circus, New Delhi-110 001. The firm is registered with The Institute of Chartered Accountants of India and empaneled on the Public Company Accounting Oversight Board and Comptroller & Auditor General of India. The firm provides professional services like auditing, taxation,

and management consultancy services to clients in India. The firm has 47 Partners and over 1,255 personnel operating from 13 offices in 11 cities [Bengaluru, Chandigarh, Chennai, Delhi (2 offices, including head office) Gurgaon, Hyderabad, Kolkata, Mumbai, (2 offices), Noida, Pune, Kochi].

M/s. Walker Chandio & Co LLP have provided confirmation that they have subjected themselves to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received their eligibility and willingness for their proposed appointment for the period from conclusion of the 58th Annual General Meeting upto the conclusion of 63rd Annual General Meeting of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 5 of the notice.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

ITEM No. 6. Appointment of Ms. Eranti V. Sumithasri [DIN: 07087197] as Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution appointed Ms. Eranti V. Sumithasri as an Additional Director effective July 15, 2020. Pursuant to provisions of Section 161 of the Companies Act, 2013, Ms. Eranti V. Sumithasri holds office upto the date of this Annual General Meeting. The Company has received notice from a member, proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013.

Ms. Eranti Sumithasri has done her Master of Science, Computer Science & Engineering, University of Connecticut, USA (1996) and Bachelor of Engineering, Computer Science, University Visvesvaraya College of Engineering, India (1993) and has 25+ years of experience in business leadership, technology, consulting and financial services industry. She has held various roles in technology companies: global line-of-service leadership, CXO collaboration, P&L ownership, large account management, business consulting and product development. She possesses multi-cultural experience of living and working in various countries including Germany, USA, UK, and The Netherlands.

Ms. Eranti Sumithasri has given a declaration to the Board that she 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, Ms. Sumithasri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Ms. Sumithasri as an Independent Director.

The details of Ms. Sumithasri 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.

The terms and conditions of appointment of Independent Director applicable to Ms. Eranti Sumithasri are available on the website of the Company.

A copy of the Letter of Appointment of Ms. Eranti Sumithasri 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 Ms. Sumithasri, 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. To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany

In order to sustain quality standards of the Schaeffler Group, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, material transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Schaeffler Group Company, i.e. Schaeffler Technologies AG & Co. KG, Germany ('Schaeffler Technologies').

The Shareholders of the Company at their 56th Annual General Meeting held on April 30, 2019, had approved Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for a period up to year 2022 with an increase of 20% in the value of transactions on a 'year on year' basis. The actual value of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the year 2020 was much lower than the projected value of said transactions due to slowdown attributable to the impact of COVID -19 pandemic. However, due to strong business recovery thereafter, the projected value of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the year 2021 is higher than the actual value of transactions during the year 2020 together with the increase by 20% as approved by the Shareholders. The projected value of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the year 2021 is estimated to be ₹ 13,273 million. Hence, it is proposed to obtain the Shareholders' approval in the ensuing Annual General Meeting for the increased limit i.e. ₹ 13,273 million. Thereafter, a year on year increase of 20% in the total amount of transactions upto 2022 remains the same as per the resolution passed in the 56th Annual General Meeting held on April 30, 2019.

A summary of transactions carried out with Schaeffler Technologies AG & Co. KG, Germany during the financial year 2020, maximum limit of 2021, projection as per Budget 2021 are as under:

Schaeffler Technologies AG & Co. KG, Germany/Nature of Transactions	Actual 2020	Maximum Limit 2021	
		Projection 2021	Projection 2021
		(₹ in million)	
		Increase of 20% over actual transactions of 2020	
SAP, other IT systems and connectivity cost	334	401	350
Expat Cost	9	11	5
Deputation, Travelling, Training, Testing, Support Fees & Other Cost	43	52	50
Fees for use of technology/trademark	743	892	970
Payment on behalf of related parties	19	23	13
Purchase of Finished Goods	4,921	5,905	6,560
Purchase of Raw Materials and Components/Spares	2,037	2,445	2,600
Sale of Finished Goods	1,138	1,366	2,500
Service Income received	11	13	30
Purchase of Tangible Fixed Assets	203	243	195
Total	9,458	11,351	13,273

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder, all Material Related Party Transactions require approval of the members through an ordinary resolution where none of the related parties can vote to approve such transactions. Therefore, approval of the Members of the Company is sought through an Ordinary Resolution. The Audit Committee and Board of Directors have considered that these transactions are in ordinary course of business, on arm's length basis and in the interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

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 at item no. 7 of the Notice except to the extent of their directorship or shareholding or employment in the Company or in Schaeffler Technologies or any other Schaeffler Group Company, as the case may be, if any.

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

ITEM No. 8. 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 16, 2021 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, 2021.

The Audit Committee and the Board of Directors of the Company have approved a remuneration of ₹ 2,25,000 (Rupees Two Lacs Twenty Five Thousand only) excluding all taxes and reimbursement of out of pocket expenses for the year 2021.

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. 8 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, 2021.

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. 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. To shift the Registered Office of the Company from Mumbai to Pune within the State of Maharashtra

The registered office of the Company is presently situated at Mumbai at Nariman Bhavan, 8th Floor, 227, Backbay Reclamation, Nariman Point, Mumbai – 400 021, Maharashtra, India since its inception. The Company has set up its Corporate Office at Pune in September 2019. The senior management as well as the corporate secretarial team operates from the Corporate Office, Pune. In order to provide effective and efficient services to the investors, it is proposed to shift the registered office from Mumbai to Pune, Maharashtra at 15th Floor, ASTP (Amar Sadanand Tech Park) Baner, Pune-411045, Maharashtra, India subject to approval of the Members of the Company. Considering the overall interest of the Company, Shareholders & other stakeholders and, the fact that this proposal will not be detrimental to the interest of members of the public, Shareholders, creditors or employees, in any manner whatsoever, the Board of Directors, at its meeting held on February 16, 2021, approved the shifting of

the registered office of the Company from Mumbai jurisdiction of Registrar of Companies (RoC) to Pune jurisdiction of Registrar of Companies (RoC), within the State of Maharashtra.

In accordance with Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 28 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), shifting of registered office from the jurisdiction of one ROC to another ROC within same state and alteration of the Registered Office Clause (Clause II) of the Memorandum of Association (the "MOA") of the Company requires the approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

The shifting of the registered office, as proposed and approved by the Board of Directors, is in the best interest of the Company, its members and the concerned stakeholders to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs and is not prejudicial to the interest of all the stakeholders. Accordingly, approval of the members of the Company is being sought by way of a Special resolution for shifting of the registered office from Mumbai to Pune and consequential amendment to Memorandum of Association.

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 Special Resolution set out in Item No. 9 of the Notice except to the extent to their shareholding in the Company, if any.

By Order of the Board
Ashish Tiwari

New Delhi: February 16, 2021 VP-Legal & Company Secretary

Schaeffler India Limited

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E-mail: investorsupport.in@schaeffler.com;
website: www.schaeffler.co.in

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.

Date: _____ Signature of Sole/First Shareholder _____

Place: _____ Signature of Second/Third Joint Shareholder _____