

# Notice of AGM

To  
The Members  
Schaeffler India Limited

Notice is hereby given that the 59<sup>th</sup> Annual General Meeting of **SCHAEFFLER INDIA LIMITED** ('Company') will be held on Wednesday, April 27, 2022 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, 2021 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, 2021.
3. To appoint a Director in place of Mr. Satish Patel [DIN: 00690869], who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dharmesh Arora [DIN: 05350121], who retires by rotation and being eligible offers himself for re-appointment.

## Special Business

5. Appointment of Ms. Corinna Schittenhelm 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 of the Companies Act, 2013 ("Act") read with 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. Corinna Schittenhelm [DIN: 09257159], who has been appointed as an Additional Director of the Company by the Board of Directors with effect from September 12, 2021 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 her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**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."

6. Appointment of Mr. Andreas Schick 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 of the Companies Act, 2013 ("Act") read with 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. Andreas Schick [DIN: 09257160], who has been appointed as an Additional Director of the Company by the Board of Directors with effect from October 28, 2021 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, liable to retire by rotation.

**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."

7. 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, as amended till date 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 2022 i.e. ₹ 21,850 million for the year 2022 as under –



Nature of Transaction	₹ in million	
	2022 Projection	Actual 12M 2021
<b>Schaeffler Technologies AG &amp; Co. KG, Germany</b>	21,850.0	15,757.1
Purchase of Finished Goods	10,950.0	8,385.0
Purchase of Raw materials, Components and spares	4,100.0	3,203.0
Fees for use of technology / trademark	1,300.0	1,064.1
Sale of Finished Goods	4,000.0	2,277.0
Others services <sup>1</sup>	1,225.0	526.9
Purchase of tangible Fixed Assets	275.0	301.1

<sup>1</sup> Includes SAP, other IT systems and connectivity cost, Travelling, Training, Testing, Support Fee & Other Cost, Expat Cost, Reimbursement of Expenses, commission on guarantee and Service Income received

**RESOLVED FURTHER THAT** 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 years 2023 to 2025 with a year on year increase of 25% on the actual amount of transactions during the previous year.

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

8. 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, 2022, 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**

New Delhi: February 16, 2022 **VP-Legal & Company Secretary**

**Schaeffler India Limited**

Regd. Office: 15<sup>th</sup> Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune, Maharashtra, India, 411045

CIN: L29130PN1962PLC204515

Ph.: +91-20-68198400 Fax: +91-20-68198405

E-mail: [investorsupport.in@schaeffler.com](mailto:investorsupport.in@schaeffler.com);

website: [www.schaeffler.co.in](http://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 No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 5<sup>th</sup> May 2020 and Circular No. 21/2021 dated 14<sup>th</sup> December 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 59<sup>th</sup> 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. 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 April 21, 2022 to April 27, 2022 (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 (Thirty) days or as per the prescribed legal requirements, 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 April 20, 2022.
  - 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 April 20, 2022.
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 2014 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. 1<sup>st</sup> 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 Statement of Dividend Amount remained unclaimed and unpaid for 7 (Seven) 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 Link Intime India Pvt. Ltd., Registrar & Transfer Agent (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. We refer to SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 issued by SEBI that mandates to record the PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities. This is applicable for all the security holders in physical mode. The salient features and requirements of the circular are as follows:
  - A) Non - updation of KYC - Folios wherein any ONE of the cited details/documents, (i.e PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination) are not available on or after April 01, 2023, shall be frozen as per SEBI circular.
    - 1) The securities in the frozen folios shall be:
      - Eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
      - Eligible for any payment including dividend, interest or redemption payment only through electronic mode upon complying with the above stated requirements.



- 2) a) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company website as well as the website of Link Intime India Pvt. Ltd.  
(<https://web.linkintime.co.in/KYC-downloads.html>).
  - b) Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
- B) Mandatory Linkage of PAN with Aadhaar - As per the Central Board of Direct Taxes (CBDT), it is mandatory to link PAN with Aadhaar number by March 31, 2022. A communication in this regard was sent to physical shareholders by speed post in January 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar number. The folios in which PAN is / are not valid as on the notified cut-off date of March 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

In view of the above, we request you to submit the KYC Form, duly completed along with Investor Service Request Form ISR-1 and the required supporting documents as stated in Form ISR-1 at the earliest to Link Intime India Private Limited.

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 2021 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 2021 will be 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](http://www.bseindia.com)) & National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
11. 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.

### Voting through Electronic means

12. 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'), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, 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. Wednesday, April 20, 2022, may cast their vote electronically. The e-voting period will commence from Sunday, April 24, 2022 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Tuesday, April 26, 2022. The remote e-voting module will be disabled on April 26, 2022 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, 2022.

The Members who have voted 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. April 20, 2022, may obtain User ID and password by sending a request to [evoting@nsdl.co.in](mailto: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. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager – NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., April 20, 2022 may follow step 1 i.e. "Access to NSDL e-Voting system" as mentioned below.

### I. The instructions for members for remote e-voting and joining general meeting are as under:-

#### How do I vote electronically using NSDL e-Voting system?

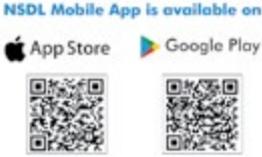
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

#### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager – NSDL at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 ‘Shareholder/Member’ section.
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. Password details for shareholders other than Individual shareholders 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 the .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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:samdanic@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) and [investorsupport.in@schaeffler.com](mailto:investorsupport.in@schaeffler.com) or by clicking the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html).
2. 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
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](mailto: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](mailto: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](mailto:investorsupport.in@schaeffler.com) from April 19, 2022 (9:00 a.m. IST) to April 21, 2022 (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 59<sup>th</sup> 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. Please refer to the Notes of this notice for detailed procedure.
2. 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](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. Alternatively, Members may send a request to the RTA of the Company, Link Intime India Pvt. Ltd. at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) and [investorsupport.in@schaeffler.com](mailto: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](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](mailto:rnt.helpdesk@linkintime.co.in) or [vadodara@linkintime.co.in](mailto: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).
5. A request letter for registering the bank account details along with the Mandate is to be shared with (RTA) at [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in) and [investorsupport.in@schaeffler.com](mailto: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.
- 13. 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.
  - 14. 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.
  - 15. Members are requested to submit their questions in advance along with their name and demat account no./ folio number to [investorsupport.in@schaeffler.com](mailto:investorsupport.in@schaeffler.com) from April 13, 2022 (9:00 a.m. IST) to April 20, 2022 (5:00 p.m. IST). The questions raised by the Members will be replied suitably by the Company.
  - 16. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.
  - 17. 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](mailto:investorsupport.in@schaeffler.com). The same will be replied by the Company suitably.
  - 18. Statement as required under Section 102 of the Companies Act, 2013 in respect of Item Nos. 5, 6,7 and 8 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](mailto:investorsupport.in@schaeffler.com).
  - 19. 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 59th Annual General Meeting:

### ITEM No. 5. Appointment of Ms. Corinna Schittenhelm [DIN: 09257159] as Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution appointed Ms. Corinna Schittenhelm as an Additional Director effective September 12, 2021. Pursuant to provisions of Section 161 of the Companies Act, 2013, Ms. Corinna Schittenhelm 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. Corinna Schittenhelm has 27 years of professional experience in numerous industries including banking and mostly in wide range of technology driven industrial segments in various countries including China and USA. She is a member of Executive Board of Schaeffler AG and Chief Human Resources Officer with responsibility for Human Resource (HR) and sustainability. She also holds the position of Labour Relations Director of the Schaeffler Group. Ms. Schittenhelm holds degree in Business Administration from University of Applied Sciences for Economics & Technology in Kempten. She has vast experience in HR and has worked with Unicredit, Siemens, Osram Licht before joining Schaeffler AG.

The Board considers that her association would be of immense benefit to the Company and it is desirable to appoint Ms. Schittenhelm as a Non-Executive Non-Independent Director.

The details of Ms. Schittenhelm 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 Ms. Schittenhelm as Director will be available for inspection without any fee for the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

Except Ms. Corinna Schittenhelm, 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. 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. Andreas Schick [DIN: 09257160] as Director

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its circular resolution appointed Mr. Andreas Schick as an Additional Director effective October 28, 2021. Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Andreas Schick holds office upto the date of this Annual General Meeting. 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. Andreas Schick has 27 years of experience in the field of technology and has worked with Schaeffler Group for more than two decades in different roles. He is a member of Executive Board of Schaeffler AG and Chief Operation Officer and shoulders the responsibility for Production, Supply Chain Management and Purchasing within the Schaeffler AG. Mr. Schick has studied Automotive Engineering at the University of Munich. He started his career as Product Engineer and worked in different roles in Brazil, USA, China, and Singapore.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Schick as a Non-Executive Non-Independent Director.

The details of Mr. Schick 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. Schick as Director will be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays.

Except Mr. Andreas Schick, 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, 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 56<sup>th</sup> 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.

As per the amended definition of 'Material Related Party Transaction', the transactions with Schaeffler Technologies AG & Co. KG, Germany, would fall under the category of Material RPTs. The projected value of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG,

Germany for the year 2022 is estimated to be ₹ 21,850 million. Hence, it is proposed to obtain the Members' approval in the ensuing Annual General Meeting for the Material Related Party Transaction of ₹ 21,850 million with Schaeffler Technologies AG & Co. KG', Germany for the year 2022.

Nature of Transaction	₹ in million	
	2022 Projection	Actual 12m 2021
<b>Schaeffler Technologies AG &amp; Co. KG. Germany</b>	<b>21,850.0</b>	<b>15,757.1</b>
Purchase of Finished Goods	10,950.0	8,385.0
Purchase of Raw materials, Components and spares	4,100.0	3,203.0
Fees for use of technology / trademark	1,300.0	1,064.1
Sale of Finished Goods	4,000.0	2,277.0
Others services <sup>1</sup>	1,225.0	526.9
Purchase of tangible Fixed Assets	275.0	301.1

<sup>1</sup>Includes SAP, other IT systems and connectivity cost, Travelling, Training, Testing, Support Fee & Other Cost, Expat Cost, Reimbursement of Expenses, commission on guarantee and Service Income received

Thereafter, it is proposed a year on year increase of 25% on actual amount of transaction during the previous year, upto the year 2025.

The proposed transactions are in the interest of the business considering global contracts, access to market, availability of raw materials, access to technology, brand usage and technical support. The proposed transactions are in the ordinary course of business and following arm's length principles within the framework of Transfer Pricing guidelines. The proposed transactions are ~39% of the turnover of the Company for preceeding financial year.

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 whether the entity is a Related Party to the particular transaction or not. Therefore, approval of the Members of the Company is sought through an Ordinary Resolution. The aforesaid information was placed before Audit Committee and Board of Directors in the meeting held on February 16, 2022. 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 AG & Co. KG., Germany 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 recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on February 16, 2022 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, 2022.

The Audit Committee and the Board of Directors of the Company have approved a remuneration of ₹ 2,25,000 (Rupees Two Lakh Twenty Five Thousand Only) to M/s Y. S. Thakar & Co., Cost Accountants excluding all taxes and reimbursement of out of pocket expenses for the year 2022.

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, 2022.

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.

By Order of the Board

**Ashish Tiwari**

New Delhi: February 16, 2022 VP-Legal & Company Secretary

#### Schaeffler India Limited

Regd. Office: 15<sup>th</sup> Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune, Maharashtra, India, 411045

CIN: L29130PN1962PLC204515

Ph.: +91-20-68198400 Fax: +91-20-68198405

E-mail: [investorsupport.in@schaeffler.com](mailto:investorsupport.in@schaeffler.com);

website: [www.schaeffler.co.in](http://www.schaeffler.co.in)



## Annexure – A

### Information on Directors seeking appointment / re-appointment / fixation of Remuneration at 59th 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. Satish Patel	Mr. Dharmesh Arora	Ms. Corinna Schittenhelm	Mr. Andreas Schick
Director Identification Number	00690869	05350121	09257159	09257160
Date of Birth / Age	May 31, 1964 / 57 Years	August 8, 1967 / 54 Years	May 8, 1967 / 54 Years	April 27, 1970 / 51 Years
Qualification	M.Com, ACMA (Institute of Cost Accountants of India).	Diploma in Mechanical Engineering from University of Mumbai; TRIUM Global Executive MBA degree from Stern School of Business, NYU, London School of Economics and HEC Paris.	Ms. Schittenhelm holds degree in Business Administration from University of Applied Sciences for Economics & Technology in Kempten.	Mr. Schick has studied Automotive Engineering at the University of Munich.
Brief Profile and nature of expertise in specific functional area and experience	Mr. Patel is associated with the Company since 1992 and has a vast experience of over 31 years in the field of controlling and finance management. Mr. Patel brings in rich experience in the areas of controlling, budgeting, accounting, taxation, corporate finance, reporting, treasury, risk management, internal controls and corporate affairs. He has played a crucial role in strategy development and execution as well as M&A matters. He also oversees IT & digitalization function of the company. He is a key member of the Executive Leadership Team of the Company. He has held various incremental leadership positions during his long tenure with the Company and has been in the leadership role since over 15 years. Prior to joining Schaeffler, Mr. Patel had worked with Elecon group for two years.	Mr. Arora joined Schaeffler in 2012. Under his leadership, Schaeffler has consolidated its position in India, as a leading supplier of high quality components and systems for industrial and automotive applications through three product brands – FAG, INA and LuK. Mr. Arora has rich experience of over 30 years. He began his career as a product engineer with Maruti and after a successful stint, he joined General Motors where he worked in the areas of product engineering, supply chain and purchase. Mr. Arora held key senior management and global leadership positions at General Motors in India, Thailand, Mexico and USA in a career spanning over two decades, prior to joining Schaeffler.	Ms. Schittenhelm appointed as an Additional Director of Schaeffler India effective September 12, 2021. Ms. Schittenhelm has 27 years of professional experience in numerous industries including banking and mostly in wide range of technology driven industrial segments in various countries including China and USA. She is a member of Executive Board of Schaeffler AG as Chief Human Resources Officer with responsibility for HR and sustainability. She also holds the position of Labour Relations Director of the Schaeffler Group. She has vast experience in HR and has worked with Unicredit, Siemens, Ostram Licht before joining Schaeffler AG.	Mr. Schick appointed as an Additional Director of Schaeffler India effective October 28, 2021. Mr. Andreas Schick has 27 years of experience in the field of technology and has worked with Schaeffler Group for more than two decades in different roles. He is a member of Executive Board of Schaeffler AG and Chief Operation Officer and shoulders the responsibility for Production, Supply Chain Management and Purchasing within the Schaeffler AG. He started his career as a Product Engineer and worked in different roles in Brazil, USA, China, and Singapore.
Date of first appointment on the Board	February 13, 2019	March 6, 2017	September 12, 2021	October 28, 2021
Category of Director	Executive - Non-Independent	Non- Executive - Non-Independent	Non- Executive - Non-Independent	Non- 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	Not related to any other Director or KMP
Current Remuneration (last drawn remuneration)	15.2 million p.a.	Not Applicable	Not Applicable	Not Applicable
Details of remuneration sought to be paid	16.9 million p.a.	Not Applicable	Not Applicable	Not Applicable
Terms and Conditions of appointment / Terms of revised remuneration	He shall continue to be subject to terms and conditions of his appointment as Executive Director.	He shall continue to be subject to terms and conditions of his appointment as Non-executive Non-independent Director.	She shall continue to be subject to terms and conditions of her 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.

Name	Mr. Satish Patel	Mr. Dharmesh Arora	Ms. Corinna Schittenhelm	Mr. Andreas Schick
Shareholding in the Company (including on a beneficial basis for any other persons)	Nil	Nil	Nil	Nil
No. of Meetings of the Board attended during the year 2021	4 out of 4 Board Meetings attended	4 out of 4 Board Meeting attended	1 out of 1 Board Meeting attended	1 out of 1 Board Meeting attended
Directorships – Listed Companies	Schaeffler India Limited	Schaeffler India Limited	Schaeffler India Limited	Schaeffler India Limited
Directorships – Non-listed Companies	Nil	Nil	Nil	Nil
Committee Membership/ Chairmanship	<b>Schaeffler India Limited</b> Audit Committee – Member Risk Management Committee – Member Stakeholders Relationship Committee – Member	<b>Schaeffler India Limited</b> Risk Management Committee – Chairman Nomination and Remuneration Committee – Member	<b>Schaeffler India Limited</b> Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member	<b>Schaeffler India Limited</b> Audit Committee – Member Risk Management 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	For Shares Held in Electronic Mode
To, <b>Link Intime India Private Limited</b> <b>Unit: Schaeffler India Limited</b> B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020,Gujarat, India	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 \_\_\_\_\_