

Schaeffler India Limited

Corporate Identity Number (CIN): L29130PN1962PLC204515
Registered and Corporate Office Address: 15th Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune,
Maharashtra, India, 411045

Tel. No.: +91-20-68198400; Fax: +91-20-68198405

Email: investorsupport.in@schaeffler.com; **Website:** www.schaeffler.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given to the Members of Schaeffler India Limited (the 'Company'), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Regulations'), Secretarial Standard on General Meetings (SS-2) read with General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 23rd June, 2021 respectively in relation to extension of the framework provided in the aforementioned circulars up to 31st December, 2021, issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, for seeking approval of the Members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

In view of the unprecedented situation caused by outbreak of COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Pursuant to the provisions of Section 110 of the Act, read with the Rules, the consent of the Company's Members for the above purpose is required to be obtained by means of a Postal Ballot/e-voting and Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.

If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote-evoting system. Hard copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The proposed resolutions and the explanatory statement pertaining to the resolutions in terms of the provisions of Section 102 of the Act, as appended hereto forms part of this Postal Ballot Notice.

The Company has appointed Mr. Suresh Kumar Kabra, Partner of Samdani Kabra & Associates, Company Secretaries, Vadodara as scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Voting through remote e-voting commences from Saturday, November 20, 2021, at 9.00 a.m. and ends on Sunday, December 19, 2021, at 5.00 p.m. The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit the Report to the Chairman or the Managing Director or the Executive Director of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared on or before December 21, 2021, at the Registered Office of the Company before the close of working hours.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz., www.Schaeffler.co.in and also on the website of NSDL, viz., www.evoting.nsdl.com besides being communicated to the BSE Limited and the National Stock Exchange of India Limited where the Company's shares are listed.

ITEMS OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**ITEM No. 1. To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany**

To consider and, if though fit, to pass, with or without modification(s), 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 revised projected amount of 2021 i.e., Rs. 17,358 million for the year 2021 as under –

(Rs. in million)

List of Proposed Revision Material Related party transactions 2021 - Schaeffler Technologies AG & Co. KG, Germany

| Nature of Transaction mn INR | Approval granted (2021) | Additional approval | Revised approved limit (2021) | Remark |
|--|----------------------------|---------------------|----------------------------------|---|
| Purchase of Finished Goods | 6,560.0 | 2,200.0 | 8,760.0 | The revision is required due to growth in business activities and change in Investment outlook that could not be envisaged due to COVID pandemic conditions prevailing when the transactions were placed for approval in the annual general meeting |
| Purchase of Raw materials, Components and spares | 2,600.0 | 800.0 | 3,400.0 | |
| Fees for use of technology / trademark | 970.0 | 150.0 | 1,120.0 | |
| Purchase of Tangible Fixed Assets | 195.0 | 605.0 | 800.0 | |
| Sale of Finished Goods | 2,500.0 | 200.0 | 2,700.0 | |
| Others services ¹ | 448.0 | 130.0 | 578.0 | |
| Total | 13,273.0 | 4,085.0 | 17,358.0 | |

¹ Includes SAP, other IT systems and connectivity cost, Travelling, Training, Testing, Support Fee & Other Cost, Expat Cost and Service Income received

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.”

ITEM No. 2. To approve Sub-division of Equity Shares of the Company from the face value of Rs. 10/- (Rupees Ten only) per Equity Share to Rs. 2/- (Rupees Two only) per Equity Share

To consider and, if thought fit, to pass, with or without modifications, the following resolution(s) as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d) read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, the consent of the Members of the Company be and is hereby accorded for Sub-division of 1 (One) equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 5 (Five) Equity Shares having a face value of Rs.2/- (Rupees Two Only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupees Two Only) each from the Record Date as may be fixed by the Company and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the Sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014

and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/or any Director and/or any other Key Managerial Personnel of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of Equity Shares including but not limited to fixing record date, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

ITEM No. 3. To approve alteration of Capital Clause of Memorandum of Association of the Company

To consider and, if though fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the Section 13, Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities or bodies, if any, the approval of the Members of the Company be and is hereby accorded for amendment of the existing Clause V of the Memorandum of Association of the Company by substituting with the following clause:

“ V. The Authorised Share Capital of the Company is Rs. 125,50,00,000 (Rupees One Hundred and Twenty Five Crore Fifty Lakh Only) divided into 62,75,00,000 Equity Shares of Rs. 2 each, with the Rights, Privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power, to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel of the Company as may be required in order to give effect to the aforesaid Resolution.”

By Order of the Board

Ashish Tiwari
VP-Legal & Company Secretary

Pune: October 28, 2021

Schaeffler India Limited

Corporate Identity Number (CIN): L29130PN1962PLC204515

Registered and Corporate Office Address: 15th Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune, Maharashtra, India, 411045

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

Notes:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the ‘Act’) setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, (Rules), the consent of the Company’s Members for the above purpose is required to be obtained by means of a Postal Ballot. In view of the global outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs

(MCA) has vide General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 23rd June, 2021 respectively in relation to extension of the framework provided in the aforementioned circulars up to 31st December, 2021 and, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, the communications of the assent or dissent of the Members would take place through the e-voting system only. Therefore, those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.

3. In compliance with the MCA Circulars, Postal Ballot Notice is being sent to all the Members electronically by email who have registered their e-mail addresses with the Depository or with the Company and whose names appear in the Register of Members as received from NSDL and CDSL as on Friday, November 12, 2021 and the cut-off date for dispatch of Postal Ballot Notice. Notice of Postal Ballot is also being sent to Members in electronic form through email at the address registered with the Depository Participant (in case of electronic shareholding) and the Registrar and Share Transfer Agent (in case of physical shareholding).
4. The Postal Ballot period commences on Saturday, November 20, 2021, at 9.00 a.m. and ends on Sunday, December 19, 2021, at 5.00 p.m.
5. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on December 19, 2021 as if they have been passed at a General Meeting of the Members.
6. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to Members to exercise their votes electronically and to vote on resolution through the remote e-voting facility arranged by NSDL. The instructions for remote e-voting are annexed to this Notice.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.schaeffler.co.in, websites of the Stock Exchanges, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at www.evoting@nsdl.com
8. The resolution, if passed by the requisite majority, shall be deemed to have been passed on December 19, 2021, i.e., the last date specified for receipt of votes through remote e-voting. All the material documents, if any, referred to in the Statement setting out material facts annexed thereto will be available for inspection at the Registered and Corporate Office of the Company during office hours on working days from the date of dispatch until the last date for receipt of votes through remote e-voting.
9. Shareholders are requested to register their e-mail address with Link Intime India Private Limited (RTA), 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.

Alternatively, Members may send a request to the RTA of the Company, Link Intime India Pvt. Ltd. at vadodara@linkintime.co.in with a copy to investorsupport.in@schaeffler.com providing the following documents for registering email ID:

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) and self-attested scanned copy of PAN.

Voting through Electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the Members the facility to exercise their right to vote by electronic means instead of dispatching the physical Postal Ballot Form by permitted mode and the businesses may be transacted through remote e-voting services. The facility of casting the votes by the Members using an electronic voting system is provided by National Securities Depository Limited (NSDL).

The process and manner for remote e-voting is as under:

The remote e-voting period begins on Saturday, November 20, 2021 (9.00 a.m.) (IST) and ends on Sunday, December 19, 2021 at (5.00 p.m.) (IST). During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., November 12, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically 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 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 |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service |

| | |
|--|---|
| | <p>provider i.e., NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p> |
| 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 abovementioned 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 evoting@nsdl.co.in or call at 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 |
| 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method 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.
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.
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.**
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 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 samdanics@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 to Ms. Sarita Mote, Assistant Manager – NSDL at 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 and investorsupport.in@schaeffler.com or by clicking the link 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 shareholders 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 for Individual shareholders holding securities in demat mode](#).
3. Alternatively Shareholder/Members may send a request to 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.](#)

Explanatory Statement under Section 102 of the Companies Act, 2013:**ITEM No. 1. 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 etc. 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. Due to strong business recovery in the year 2021, the projected value of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the year 2021 was estimated to be INR 13,273 million, which was higher than the actual value of transactions during the year 2020 together with the increase by 20% as approved by the Shareholders. Hence, the Company obtained the Shareholders' approval in the 58th Annual General Meeting held on April 27, 2021 for the increased limit i.e., INR 13,273 million. Due to improved and strong business performance during the year, the value of revised estimated Material Related Party Transactions for the year 2021 is likely to be INR 17,358 million, which is exceeding the approved limit of INR 13,273 million. Hence, it is proposed to obtain Shareholders' approval by way of Postal Ballot process for the increased limit i.e., INR 17,358 million. Thereafter, a year-on-year increase of 20% in the total amount of transactions upto year 2022 remains the same as per the resolution passed in the 56th Annual General Meeting held on April 30, 2019.

List of Proposed Revision Material Related party transactions 2021 - Schaeffler Technologies AG & Co.KG. Germany -

| Nature of Transaction mn INR | Approval granted (2021) | Additional approval | Revised approved limit (2021) | Remark |
|--|-------------------------|---------------------|-------------------------------|---|
| Purchase of Finished Goods | 6,560.0 | 2,200.0 | 8,760.0 | The revision is required due to growth in business activities and change in Investment outlook that could not be envisaged due to COVID pandemic conditions prevailing when the transactions were placed for approval in the annual general meeting |
| Purchase of Raw materials, Components and spares | 2,600.0 | 800.0 | 3,400.0 | |
| Fees for use of technology / trademark | 970.0 | 150.0 | 1,120.0 | |
| Purchase of Tangible Fixed Assets | 195.0 | 605.0 | 800.0 | |
| Sale of Finished Goods | 2,500.0 | 200.0 | 2,700.0 | |
| Others services ¹ | 448.0 | 130.0 | 578.0 | |
| Total | 13,273.0 | 4,085.0 | 17,358.0 | |
| ¹ Includes SAP, other IT systems and connectivity cost, Travelling, Training, Testing, Support Fee & Other Cost, Expat Cost and Service Income received | | | | |

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. 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. 1 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. 1 of the Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

ITEM No. 2 & 3

To approve Sub-division of Equity Shares of the Company from the face value of Rs. 10/- (Rupees Ten only) per Equity Share to Rs. 2/- (Rupees Two only) per Equity Share

Approval for alteration of Capital Clause of Memorandum of Association of the Company

The Equity Shares of your Company are listed and traded on BSE Ltd and National Stock Exchange of India Ltd.

Over the years, the company has performed well and our investors and Shareholders have shown tremendous confidence. With an aim to encourage wider participation of investors and improve the liquidity of the Equity Shares in the stock market, the Board of Directors at its meeting held on October 28, 2021 has considered and recommended the Sub-division of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorized Share Capital of the Company is Rs. 125,50,00,000 (Rupees One Hundred and Twenty-Five Crore Fifty Lakh Only) divided into 12,55,00,000 Equity Shares of Rs. 10 (Rupees Ten Only) each and the paid-up share capital of the Company is Rs. 31,26,07,340/- divided into 3,12,60,734 Equity Shares of Rs. 10/- (Rupees Ten Only) each fully paid-up.

The proposed Sub-division of Equity Shares will not result in any change in the amount of authorized and paid-up share capital of the Company. The Sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 3 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs. 10 (Rupees Ten only) each to proposed Rs. 2/- (Rupees Two only) each. As per the provisions of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relative is in anyway concerned or interested in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution under item no. 2 & 3 of the Postal Ballot Notice for approval of the Members as an Ordinary Resolution.

By Order of the Board

Ashish Tiwari
VP-Legal & Company Secretary

Pune: October 28, 2021

Schaeffler India Limited

Corporate Identity Number (CIN): L29130PN1962PLC204515

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