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 pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, ('Rules'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the resolutions as set out in this Notice is proposed to be passed by the Shareholders of Schaeffler India Limited ("Company") through Postal Ballot by way of remote electronic voting (e-voting) process. The Statement, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, information as required to be disclosed under Listing Regulations and SS-2, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is also attached to this Notice. In accordance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the Listing Regulations, the Company has engaged the services of the National Depository Services Limited ('NDSL') to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Postal Ballot Notice.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	09:00 A.M. IST on Friday, November 15, 2024
Conclusion of remote e-voting period	05:00 P.M. IST on Saturday, December 14, 2024

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 Board of Directors of 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. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 p.m. IST, Saturday, December 14, 2024.

In accordance with the provisions of the MCA Circulars, the Company has made arrangement for the Shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

INTERNAL

Voting through remote e-voting commences from Friday, November 15, 2024, at 9.00 a.m. IST and ends on Saturday, December 14, 2024, at 5.00 p.m. IST. The Scrutinizer's decision on the validity of votes shall be final.

The Scrutinizer will submit the Report to the Chairperson or the Managing Director or the Executive Director or any other person as authorized by the Chairperson 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 17, 2024, 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: (SPECIAL BUSINESSES)

ITEM No. 1. RE-APPOINTMENT OF MR. HARSHA KADAM (DIN: 07736005) AS A MANAGING DIRECTOR

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 Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Harsha Kadam [DIN: 07736005], as Managing Director by the Board of Directors be and is hereby confirmed for a further period of 3 (Three) years with effect from October 1, 2024, on the terms and conditions as set out in the explanatory statement annexed to the notice including remuneration and other benefit(s) as agreed between the Company and Mr. Kadam and whose office shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Act and subject to other consents, if any, the approval of members of the Company be and is hereby accorded to appointment of Mr. Harsha Kadam at such remuneration and perquisites and further increase by way of annual increment, as the Board may think fit in accordance with recommendation of the Nomination and Remuneration Committee, within the overall remuneration limit of the Managing Director for the period up to September 30, 2027 as per details given below:

Designation: Managing Director & CEO

Tenure: 3 years with effect from October 1, 2024, to September 30, 2027

(Amount in INR Million p.a.)

Particulars	Effective April 01, 2024, till March 31, 2025	Maximum up to September 30, 2027
Fixed Base Salary	15.76	23.97
Short Term Bonus (STB)	8.53	12.97
Long Term Bonus (LTB)	8.53	12.97
House Rent Allowance (HRA)	6.3	9.59
Perquisites/Allowances	2.29	3.49

Company's contributions to funds	2.65	4.03
Total Cost to the Company	**44.07**	**67.02**

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

A) Travelling and out of pocket expenses: in accordance with the Rules of the Company.
B) Annual Leave: in accordance with the Rules of the Company.
C) Personal accidental and life insurance coverage: in accordance with the Rules of the Company.
D) Car allowance and benefits: in accordance with the Rules of the Company.
E) The remuneration is paid within the approved limits and in accordance with the Company Policy, as amended from time to time.

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

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

ITEM No. 2. RE-APPOINTMENT OF MR. ARVIND BALAJI (DIN: 00557711) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Arvind Balaji (DIN: 00557711), who holds office as an Independent Director up to November 5, 2024, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years with effect from November 6, 2024, up to November 5, 2029.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

ITEM No. 3. APPOINTMENT OF MR. N. V. SIVAKUMAR (DIN: 03534101) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 ,178 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of

Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. N. V. Sivakumar [DIN: 03534101], who is appointed as an Additional Director, designated as Non-Executive Independent Director of the Company w.e.f. November 6, 2024 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 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (Five) consecutive years with effect from November 6, 2024 up to November 5, 2029.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

By Order of the Board
Sd/-
Ashish Tiwari
VP-Legal & Company Secretary

Pune: October 30, 2024

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 resolutions as set out in this Notice is proposed to be obtained by means of a Postal Ballot. In compliance with the Ministry of Corporate Affairs' (MCA) General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 ,09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent. 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 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 Depositories as on Friday, November 8, 2024 ("the cut-off date"). Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-voting. A person who is not a Shareholder as on the cut-off date, should treat this Postal Ballot Notice for information purposes only.

4. The remote e-voting period commences on Friday, November 15, 2024, at 9.00 a.m. IST and ends on Saturday, December 14, 2024, at 5.00 p.m. IST. The remote e-voting shall not be allowed beyond the said date and time.

5. The voting rights of the Shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.

6. Resolutions passed by Members with requisite majority through remote e-voting are deemed to be passed on December 14, 2024 i.e. the last date specified for receipt of votes through remote e-voting as if they have been passed at a General Meeting of the Members.

7. 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.

8. 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.

9. 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.

   [Documents, if any, referred to in the Notice of the Postal Ballot will be available for inspection in electronic mode up to the last date of the voting. Members seeking to inspect such documents can send an email to Investorsupport.IN@schaeffler.com.]

10. Shareholders holding shares in physical mode are requested to dispatch the KYC Form at Link Intime India Private Limited (RTA), C-101, 247 Park, LBS Marg, Vikhroli West Mumbai 400083 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 copy of PAN card as per prescribed ISR-1 format.

Voting through Electronic means

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013, (the Act), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the 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 Friday, November 15, 2024, at 9.00 a.m. IST and ends on Saturday, December 14, 2024, at 5.00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., November 8, 2024, 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
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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's name "Schaeffler India Limited" 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.

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.com or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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 user 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.com 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 the 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 Samdani Shah And Kabra samdanics@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Prajakta Pawle - NSDL Official) at evoting@nsdl.com

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 investorsupport.in@schaeffler.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorsupport.in@schaeffler.com. 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.com 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. RE-APPOINTMENT OF MR. HARSHA KADAM (DIN: 07736005) AS A MANAGING DIRECTOR

Mr. Harsha Kadam (DIN: 07736005) was appointed as a Managing Director by the Members of the Company at 57th Annual General Meeting of the Company held on June 30, 2020, for a period of 5 (Five) years with effect from October 1, 2019, up to September 30, 2024.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 22, 2024, has approved the appointment of Mr. Harsha Kadam as Managing Director for further period of 3 (Three) years with effect from October 1, 2024, up to September 30, 2027 (both days inclusive), subject to approval of the Members.

The Board was of the view that the knowledge, experience, and guidance of Mr. Kadam would be useful for the growth of the Company in the future as well.

Mr. Kadam is holding 500 Equity Shares having face value of INR 2/- each in the Company.

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

A. Duties and Position

a) Mr. Harsha Kadam agrees to serve the Company in the capacity of Managing Director & CEO for the period October 1, 2024, up to September 30, 2027 (subject to earlier termination as hereinafter provided) on the terms and conditions herein contained.

b) Mr. Harsha Kadam will be overall in-charge of all operations of the Company and entrusted with substantial powers of management of the affairs of the Company. He shall report to the CEO – Asia Pacific.

c) Mr. Harsha Kadam shall faithfully adhere to, execute, and fulfil all policies and guidelines established by the Board of Directors of the Company and by the Corporate Headquarters of the Schaeffler Group.

d) Irrespective of his authorization to represent the Company externally in accordance with the Articles of Association, shareholders' special resolution or statutory laws, Mr. Harsha Kadam is obliged to observe all Schaeffler Group guidelines and procedures applicable internally to him and to the Company and to ensure that they are observed within the Company, especially with regard to the rights, obligations and restrictions of the Management Handbook and Approval Guidelines as applicable from time to time.

e) Mr. Harsha Kadam further undertakes to ensure adherence to the compliance standards valid within the Schaeffler Group. This includes in particular observance of the "Anti-Bribery and Anti-Corruption Guideline" (on the handling of acceptance of gratuities and gifts) and the "Competition and Antitrust Guideline" (dealings with competitors and business partners).

f) Mr. Harsha Kadam confirms that he has knowledge of the content of the foresaid guidelines and guarantees that they are adopted within the Company and agrees to take the necessary measures to enforce a compliance environment within the Company.

g) Mr. Harsha Kadam shall devote the most substantial part of his time and attention to the affairs of the Company and shall not, without its express consent in writing, engage in any business, profession or occupation (whether or not competing with its business) or become a director, consultant, partner or owner in or of any other entity.

h) Mr. Harsha Kadam shall well and faithfully serve the Company and use his best endeavors to promote the interests thereof. He shall not, while an employee thereof or thereafter, directly or indirectly, divulge any information concerning the affairs, or any information of whatever nature which he shall have acquired during his employment, to anyone or to use it for any purpose except performance of his duties in terms of his Employment Agreement.

i) Other terms and the termination of employment shall be governed as per the Employment Agreement with Mr. Harsha Kadam.

B. Remuneration and Benefits

Designation: Managing Director & CEO

Tenure: 3 (Three) years with effect from October 1, 2024, to September 30, 2027

(Amount in INR Million p.a.)

Particulars	Effective April 01, 2024, till March 31, 2025	Maximum up to September 30, 2027
Fixed Base Salary	15.76	23.97
Short Term Bonus (STB)	8.53	12.97
Long Term Bonus (LTB)	8.53	12.97
House Rent Allowance (HRA)	6.3	9.59
Perquisites/Allowances	2.29	3.49
Company's contributions to funds	2.65	4.03
Total Cost to the Company	**44.07**	**67.02**

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

A) Travelling and out of pocket expenses: in accordance with the Rules of the Company.
B) Annual Leave: in accordance with the Rules of the Company.
C) Personal accidental and life insurance coverage: in accordance with the Rules of the Company.
D) Car allowance and benefits: in accordance with the Rules of the Company.
E) The remuneration is paid within the approved limits and in accordance with the Company Policy, as amended from time to time.

The Short Term Bonus and Long Term Bonus are variable components of the remuneration to Mr. Kadam.

The Short Term Bonus and Long Term Bonus shall be determined and paid in accordance with the Company Policy, as determined from time to time.

The Re-appointment and remuneration payable to Mr. Kadam is required to be approved by the Shareholders in the General Meeting and accordingly resolution at set out at Item No. 1 is being placed before the Members for approval.

The details of Mr. Kadam as required under 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 relevant document/agreement as entered between Mr. Kadam and the Company containing terms of his appointment will be available for inspection from the date of dispatch of this Notice up to December 14, 2024 without any fees at the Registered Office of the Company on any working days (excluding Saturdays, Sundays and Public Holidays) between 9.00 a.m. and 5.00 p.m. Members can send a request for the inspection of documents to investorsupport.in@schaeffler.com.

Except Mr. Harsha Kadam, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 1 of the Notice.

The Board recommends the Resolution under Item No. 1 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 2. RE-APPOINTMENT OF MR. ARVIND BALAJI (DIN: 00557711) AS AN INDEPENDENT DIRECTOR

The Members of the Company at the 57th Annual General Meeting ('AGM') held on June 30, 2020, approved the appointment of Mr. Arvind Balaji (DIN: 00557711) as an Independent Director of the Company pursuant to Section 149 of the Act, read with the applicable Rules by the Board, effective from November 6, 2019, to hold office up to November 5, 2024.

Mr. Arvind Balaji is due for retirement from the first term as an Independent Director on November 5, 2024. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (Five) consecutive years each. Mr. Arvind Balaji fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations.

Mr. Arvind Balaji holds a Bachelor's degree in Mechanical Engineering from BITS Pilani, a Master's degree in Manufacturing Systems Engineering from Stanford University and an MBA in Finance from Wharton School, University of Pennsylvania. Mr. Balaji presently holds the position of Managing Director of Lucas-TVS Limited and Managing Director of India Nippon Electricals Limited. Prior to joining Lucas-TVS, Mr. Balaji worked in the investment banking division of Bank of America in the General Industrials group where he focused on helping automotive companies in financing and M&A transactions. Mr. Balaji also worked at Oracle Corporation in their consulting division. Mr. Balaji is also a Past President (2015-16) of the Automotive Component Manufacturers Association (ACMA) and led the Technology, Safety and Regulatory (TSR) Committee of ACMA (2017-18).

The Nomination and Remuneration Committee and the Board of Directors of the Company, after considering the performance evaluation of Mr. Arvind Balaji during his first term of 5 (Five) years and considering his deep understanding of finance and business, knowledge, acumen, expertise, experience and substantial contribution and time commitment towards the overall growth of the Company, has recommended his re-appointment for a second term of 5 (Five) years as Non-Executive Independent Director. Considering Mr. Balaji's attendance, preparedness and active, meaningful participation for the meetings, constructive contribution, staying updated on the developments, diverse skills, leadership capabilities, was considered as part of performance evaluation. His valuable suggestions for driving CSR programs helped the management to identify the relevant focus areas of CSR activities which resulted into significant impact on the society. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Arvind Balaji possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as a Non-executive Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on October 23, 2024, has approved the re-appointment of Mr. Arvind Balaji as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years effective November 6, 2024, up to November 5, 2029 (both days inclusive), subject to approval of the Members.

The Company has received notice from a member, proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013.

The Company has received the following declarations from Mr. Balaji with regard to the proposed re-appointment:

i. Declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
ii. Consent to act as a Director of the Company, in Form DIR-2, in terms of Section 152 of the Act;
iii. Declaration (Form DIR-8) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
iv. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.

v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
vi. Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (Ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Arvind Balaji fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the Management of the Company.

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

Except Mr. Arvind Balaji, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 2 of the Notice.

The Board recommends the Resolution under Item No. 2 of the Notice for approval of the Members as a Special Resolution.

ITEM No. 3. APPOINTMENT OF MR. N. V. SIVAKUMAR (DIN: 03534101) AS AN INDEPENDENT DIRECTOR

Pursuant to Section 161 of the Companies Act, 2013, and recommendation of the Nomination and Remuneration Committee , the Board approved the appointment of Mr. N. V. Sivakumar (DIN: 03534101) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) years with effect from November 6, 2024 to November 5, 2029 (both days inclusive) subject to the approval of the Shareholders through special resolution.

The Company has received the following declarations from Mr. Sivakumar:
:
i. consent in writing from Mr. N. V. Sivakumar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
ii. intimation in Form DIR 8 of Section 164 of the Act, and
iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations.
iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
v. A notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee considered the profile of Mr. N. V. Sivakumar for the position of Independent Director and given his past experience of four decades in PwC and his current experience of serving on the Boards of a few listed companies, recommended the appointment of Mr. Sivakumar on the Board as an Independent Director of the Company. Mr. N. V. Sivakumar is having necessary functional expertise and skill set required for the position of Independent Director. The Board noted that Mr. Sivakumar would also be a great cultural fit for the organization and great addition to the already illustrious Board of the Company.

In the opinion of the Board, Mr. Sivakumar fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in

force, to the extent applicable to the Company. The Board noted that Mr. Sivakumar's skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mr. Sivakumar is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Sivakumar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days.

The resolution seeks the approval of members for the appointment of Mr. Sivakumar as an Independent Director of the Company from November 6, 2024 up to November 5, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Sivakumar as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Sivakumar to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the Resolution under Item No. 3 of the Notice for approval of the Members as a Special Resolution.

By Order of the Board

Sd/-
Ashish Tiwari
VP-Legal & Company Secretary

Pune: October 30, 2024

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

Annexure A

Information on Directors seeking appointment/re-appointment 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 the General Meetings:

Name	Mr. Harsha Kadam	Mr. Arvind Balaji	Mr. N.V. Sivakumar
Director Identification No.	07736005	00557711	03534101
Date of Birth / Age	October 17, 1965 / 59 Years	December 8, 1974 / 50 Years	February 1, 1963/ 61 Years
Qualification	BE Mechanical, Bangalore University,1988. PGDIM, Indra Gandhi Open National University,1996 Executive Management Programme, IIM Bangalore,2005 Executive Management Programme, National University of Singapore,2011	Bachelor's degree in Mechanical Engineering from BITS Pilani Master's degree in Manufacturing Systems Engineering from Stanford University MBA in Finance from Wharton School, University of Pennsylvania	Chartered Accountant, Institute of Chartered Accountants of India, India Bachelor of Commerce, Loyola Academy Secunderabad, India
Brief Profile and nature of expertise in specific functional area and experience	Mr. Harsha Kadam is Managing Director and CEO of Schaeffler India Limited. Mr. Kadam is an accomplished professional with over more than three decades of invaluable experience in propelling businesses towards profitable growth. His expertise spans across various domains including sales, manufacturing, product design and development, and business excellence. Mr. Kadam has played a pivotal role in navigating the complex and challenging business landscape, leading to exponential growth at Schaeffler India after joining in the year 2018 as President-Industrial Business and later taking	Mr. Balaji presently holds the position of Managing Director of Lucas-TVS Limited and Managing Director of India Nippon Electricals Limited. Prior to joining Lucas-TVS, Mr. Balaji worked in the investment banking division of Bank of America in the General Industrials group where he focused on helping automotive companies in financing and M&A transactions. Mr. Balaji also worked at Oracle Corporation in their consulting division. Mr. Balaji is also a Past President (2015-16) of the Automotive Component Manufacturers Association (ACMA)	Mr. Sivakumar is a seasoned Chartered Accountant and a trusted business adviser. Mr. Sivakumar has been with PwC for over 40 years assuming varied roles within the Audit (1982-2001) and Advisory (2002-2023) service lines, serving a diverse set of international and domestic clients. Mr. Sivakumar retired from PwC on 31st March 2023. Given his deep audit and accounting experience, he has taken up directorships in 3 publicly listed organizations of which he is the Chair of the Audit Committee in 2 publicly listed multinational companies. In his role as Entrepreneurial and Private Business Leader, Mr. Sivakumar built the priority client account program and extensively worked with family businesses, advising them on ownership issues (governance, succession planning and

	up the role of MD & CEO in 2019 for a period of 5 years. With his strategic vision and leadership skills, Mr. Harsha Kadam has successfully steered the Company towards new heights.	and led the Technology, Safety and Regulatory (TSR) Committee of ACMA (2017-18).	structuring) and business issues (strategy and transformation, deals and growth, risk and regulation, talent and profitability). Mr. Sivakumar played an active role in the roll out of the Global Thought Leadership studies (Family Business survey and NextGen survey). Mr. Sivakumar actively engaged with CII-FBN in their annual Family Business and NextGen conversations. As a Global Client partner on large client accounts, Mr. Sivakumar spearheaded the engagement with the clients at the promoter/board/CXO level.
Date of first appointment on the Board	October 1, 2019	November 6, 2019	November 6, 2024
Category	Executive, Non-Independent	Non-Executive, Independent	Non-Executive, Independent
Relationship with other Directors, Managers and KMP	Not related to any other Directors, Managers or KMPs	Not related to any other Directors, Managers or KMPs	Not related to any other Directors, Managers or KMPs
Current Remuneration (last drawn remuneration)	INR 44.07 Million p.a.	Sitting Fees for attending Board / Committee Meetings held during the year 2023: INR 1,115,000 Profit related Commission for the year 2022: INR 3,625,000	Not Applicable
Details of remuneration sought to be paid	As detailed in the Explanatory Statement.	As per shareholders' approval passed at 53rd Annual General Meeting held on April 27, 2016, Non-Executive Directors are paid 'Sitting Fees' for attending Board/Committee Meetings and 'Profit Related Commission' based on performance of the Company. Remuneration will be	As per shareholders' approval passed at 53rd Annual General Meeting held on April 27, 2016, Non-Executive Directors are paid 'Sitting Fees' for attending Board/Committee Meetings and 'Profit Related Commission' based on performance of the Company. Remuneration will be paid as per the said criteria to Mr. Sivakumar.

		paid as per the said criteria to Mr. Arvind Balaji.	
Terms and Conditions of appointment / Terms of revised remuneration	As detailed in the Explanatory Statement.	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – www.schaeffler.co.in	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – www.schaeffler.co.in
Shareholding in the Company including shareholding as a beneficial owner	Holds 500 Equity Shares of the Company	Nil	Nil
No. of Meetings of the Board attended during the year 2023 and 2024	6 out of 6 Board Meetings attended in year 2023. 5 Board Meetings were held until the date of this notice in year 2024 and Mr. Kadam attended all 5 Board Meetings.	6 out of 6 Board Meetings attended in year 2023. 5 Board Meetings were held until the date of this Notice in year 2024 and Mr. Balaji attended all 5 Board Meetings.	Not Applicable
Directorships – Listed Companies	Schaeffler India Limited	Schaeffler India Limited India Nippon Electricals Limited	Computer Age Management Services Limited Kennametal India Limited 3M India Limited
Directorships – Non-listed Companies	Schaeffler Technology Solutions India Private Limited KRSV Innovative Auto Solutions Private Limited Vitesco Technologies India Private Limited	Punarvasu Swasthi Private Limited Hastham Swasthi Private Limited Delphi-TVS technologies Limited Blue star engineering & electronics Limited TVS Indeon Limited Lucas Indian Service Limited Lucas TVS Limited 34pg private limited TVS motor services Limited Cheema TVS industrial ventures Private Limited TVS Training and Services Limited	Tata Motors Finance Ltd. TMF Holdings Limited. Capital Foods Pvt Ltd. ACKO Technology & Services Pvt. Ltd. ACKO Life Insurance Limited. TMF Business Services Limited. Talentpro India HR Pvt. Ltd.

INTERNAL

		SB TVS Industrial Ventures Private Limited Harita Greens Private Limited	
Committee Membership/ Chairmanship	**At Schaeffler India Limited:** Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member	**At Schaeffler India Limited:** Corporate Social Responsibility Committee – Chairperson Audit Committee – Member Nomination and Remuneration Committee – Member **At India Nippon Electricals Limited:** Corporate Social Responsibility Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member	**Kennametal India Limited,** Chairperson of Audit Committee **3M India Limited,** Chairperson of Audit Committee **Tata Motors Finance Ltd (TMFL),** Member of Audit Committee **Tata Motors Finance Holdings Limited** Chairperson of Audit Committee **Capital Foods Pvt Ltd.** Chairperson of Audit Committee
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in the Explanatory Statement.	As detailed in the Explanatory Statement.	As detailed in the Explanatory Statement.

INTERNAL