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 resolution 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 resolution 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, December 27, 2024
Conclusion of remote e-voting period	05:00 P.M. IST on Saturday, January 25, 2025

The proposed resolution and the explanatory statement pertaining to the resolution 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, January 25, 2025.

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.

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Voting through remote e-voting commences from Friday, December 27, 2024, at 9.00 a.m. IST and ends on Saturday, January 25, 2025, 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 Tuesday, January 28, 2025, 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.

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT: (SPECIAL BUSINESSES)

ITEM No. 1. RE-APPOINTMENT OF MR. AMIT KALYANI (DIN: 00089430) 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. Amit Kalyani (DIN: 00089430), who holds office as an Independent Director up to February 10, 2025, 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 February 11, 2025, up to February 10, 2030.

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."

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

Pune: December 11, 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

INTERNAL

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 resolution 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, December 20, 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, December 27, 2024, at 9.00 a.m. IST and ends on Saturday, January 25, 2025, 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 January 25, 2025 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 business 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, December 27, 2024, at 9.00 a.m. IST and ends on Saturday, January 25, 2025, 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., December 20, 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
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	Your User ID is:

(NSDL or CDSL) or Physical	
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.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 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. AMIT KALYANI (DIN: 00089430) 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. Amit Kalyani (DIN: 00089430) as an Independent Director of the Company pursuant to Section 149 of the Act, read with the applicable Rules by the Board, effective from February 11, 2020, to hold office up to February 10, 2025.

Mr. Amit Kalyani is due for retirement from the first term of 5 (Five) years as an Independent Director on February 10, 2025. 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. Amit Kalyani 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. Kalyani is B.E. in Mechanical Engineering from Bucknell University, Pennsylvania, USA. He is also a Harvard Business School OPM graduate and a YPO member. He is extremely passionate about manufacturing and technology and regularly participates in the World Economic Forum, Davos. Mr. Kalyani is the Joint Managing Director of Bharat Forge Limited and he is on the Board of various other companies. He has been actively participating in many committees of Government of India on manufacturing, education, skill development and bilateral relations.

Mr. Kalyani joined the Board of Schaeffler India effective from February 11, 2020 as Non-Executive Independent Director. Mr. Kalyani's business acumen and entrepreneurial experience has immensely benefitted the Company for its overall growth. His wide industry experience, deep understanding of market dynamics and strategic vision has helped the management of the Company to build growth strategies in the present dynamic business environment. Mr. Kalyani has significantly contributed during the course of deliberation at the Board and Committees of the Company on various topics, such as business, finance, investor relation and human resource, which helped the management to further strengthen the internal policies and processes of the Company. His inputs and suggestions in Nomination and Remuneration Committee has also helped the management to strengthen the internal policies and processes.

At present, Mr. Kalyani is a member of Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

The Nomination and Remuneration Committee and the Board of Directors of the Company, after considering the performance evaluation of Mr. Amit Kalyani during his first term of 5 (Five) years and considering his knowledge, business expertise, experience and significant contribution towards the overall growth of the Company, has recommended his re-appointment for a second term of 5 (Five) consecutive years as Non-Executive Independent Director. In view of the above, the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Amit Kalyani 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 has approved a resolution passed by way of circulation in terms of section 175 of the Companies Act, 2013 and rules made thereunder on December 11, 2024, for the re-appointment of Mr. Amit Kalyani as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years effective February 11, 2025, up to February 10, 2030 (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. Kalyani 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. Amit Kalyani 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. Amit Kalyani as required under the provisions of Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of SS-2 on General Meetings are disclosed under Annexure A to this Statement.

Except Mr. Amit Kalyani, none of the Directors or Key Managerial Personnel or Manager 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 a Special Resolution.

By Order of the Board

Sd/-
Ashish Tiwari
VP-Legal & Company Secretary

Pune: December 11 2024

Schaeffler India Limited
Corporate Identity Number (CIN): L29130PN1962PLC204515

INTERNAL

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. Amit Kalyani**
Director Identification No.	00089430
Date of Birth / Age	July 26, 1975 / 49 Years
Qualification	• B.E. in Mechanical Engineering from Bucknell University, Pennsylvania, USA • OPM graduate, Harvard Business School, YPO Member
Brief Profile and nature of expertise in specific functional area and experience	• Mr. Amit Kalyani is extremely passionate about manufacturing and technology and regularly participates in the World Economic Forum, Davos. Mr. Kalyani is the Joint Managing Director of Bharat Forge Limited and he is on the Board of various other companies. He has been actively participating in many committees of Government of India on manufacturing, education, skill development and bilateral relations. • Mr. Kalyani joined the Board of Schaeffler India effective from February 11, 2020 as Non-Executive Independent Director. Mr. Kalyani's business acumen and entrepreneurial experience has immensely benefitted the Company for its overall growth. His wide industry experience, deep understanding of market dynamics and strategic vision has helped the management of the Company to build growth strategies in the present dynamic business environment. Mr. Kalyani has significantly contributed during the course of deliberation at the Board and Committees of the Company on various topics, such as business, finance, investor relation and human resource, which helped the management to further strengthen the internal policies and processes of the Company.
Date of first appointment on the Board	February 11, 2020
Category	Non-Executive, Independent
Relationship with other Directors, Managers and KMP	Not related to any other Directors, Managers or KMPs
Current Remuneration (last drawn remuneration)	Sitting Fees for attending Board / Committee Meetings held during the year 2023: INR 705,000; Profit related Commission for the year 2022: INR 3,625,000
Details of remuneration sought to be paid	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. Amit Kalyani.
Terms and Conditions of appointment / Terms of revised remuneration	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company, which is available on the website of the Company – www.schaeffler.co.in
Shareholding in the Company including shareholding as a beneficial owner	Nil
No. of Meetings of the Board attended during the year 2024	5 Board Meetings were held until the date of this Notice in year 2024 and Mr. Kalyani attended 3 Board Meetings.

Directorships – Listed Companies	Schaeffler India Limited Bharat Forge Limited Kalyani Steels Limited BF Utilities Limited Kalyani Investment Company Limited Hikal Limited BF Investment Limited
Directorships – Non-listed Companies	Saarloha Advanced Materials Private Limited
Committee Membership/ Chairmanship	**At Schaeffler India Limited:** Corporate Social Responsibility Committee – Member Audit Committee – Member Nomination and Remuneration Committee – Member **At Bharat Foreg Limited:** CSR Committee – Member Stakeholders Relationship Committee – Member Risk Management Committee – Member Environmental, Social and Governance (ESG) Committee – Chairman **At Kalyani Steels Limited:** Finance Committee – Member **At BF Utilities Limited:** Audit Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member **At BF Investment Limited:** Risk Management Committee – Member Corporate Social Responsibility Committee – Member
Listed entities from which the person has resigned in the past three years	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.

INTERNAL