

Notice of AGM

To,
The Members
Schaeffler India Limited

Notice is hereby given that the 62nd Annual General Meeting of SCHAEFFLER INDIA LIMITED ('Company') will be held on Wednesday, April 30, 2025 at 3:30 pm IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at December 31, 2024 and the Statement of Profit and Loss for the year ended on that date together with Directors' and Auditors' Report thereon.
2. To declare Dividend on Equity Shares for the financial year ended December 31, 2024.
3. To appoint a Director in place of Andreas Schick (DIN: 09257160), who retires by rotation and being eligible offers himself for re-appointment.

Special Business

4. To ratify remuneration of the Cost Auditors
To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or

re-enactment thereof, for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) excluding all taxes and reimbursement of out of pocket expenses to M/s. Y. S. Thakar & Co., Cost Accountants having Firm Registration No. 000318, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending December 31, 2025, be and is hereby ratified.

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

5. To appoint M/s. Samdani Kabra & Associates, Company Secretaries, as Secretarial Auditors for the term of 5 (Five) consecutive years.
To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendations of Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. Samdani Kabra & Associates, Company Secretaries, (Firm Registration No. - P2002GJ013100 and

Peer review No.- 884/2020) as the Secretarial Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 67th Annual General Meeting of the Company to be held for the Financial Year ended December 31, 2029, who shall conduct Secretarial Audit of the Company from the Financial Year ended December 31, 2025 to the financial Year ended December 31, 2029.

RESOLVED FURTHER THAT the Key Managerial Personnel of the Company be and are hereby severally authorized to determine the remuneration of the Secretarial Auditors including the revision in the remuneration during the tenure, if any, basis the inflation, in consultation with the Secretarial Auditors, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit and to file necessary forms with Registrar of Companies and to do all such acts, deeds and things, as may be necessary, to give effect to the above said resolution."

6. Re-appointment of Eranti V. Sumithasri (DIN: 07087197) as an Independent Director
To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and 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

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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, Eranti V. Sumithasri (DIN: 07087197), who holds office as an Independent Director up to July 14, 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 July 15, 2025, up to July 14, 2030.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company, be and are hereby severally 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.”

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

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date and in accordance with the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), based upon the approval and recommendation of the Audit Committee and approval of the Board of Directors of the Company, approval of the Members of the Company

be and is hereby accorded to Material Related Party Transactions with “Schaeffler Technologies AG & Co. KG”, Germany for the projected amount of ₹38,500 million for the year 2026 and thereafter a year-on-year increase of 25% on the total amount of actual transactions during the immediate previous year, up to the year 2028 in the ordinary course of business and at arm’s length basis, the details are as under –

(₹ in million)			
Name of Related Party / Nature of Transaction (Fellow subsidiary/Affiliate)	Category of Transaction	2026 Projection	Method used for Arm’s length
Schaeffler Technologies AG & Co.KG. Germany		38,500.0	
Purchases - Finished Goods, Raw materials, Components and spares	Purchases	26,000.0	Finished goods (Resale price method), Raw material, Components, Spares (Cost plus)
Fees for use of technology / trademark	Royalties (Technology & Trademark)	2,500.0	Transactional Net Margin Method (TNMM)
Sale of Finished Goods	Sales of Finished goods	6,500.0	Resale Price Method
Others services ¹	Services (IT, Technical, Marketing, HQ and RHQ)	2,000.0	Cost Plus Method / Actual cost
Purchase of Machines and Equipments	WDV (Subject to valuer certificate) / Cost Plus	1,500.0	Relocation/New

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

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to enter into Material Related Party Transactions with “Schaeffler Technologies AG & Co. KG”, Germany for the years 2026 to 2028 with a year on year increase of 25% on the total amount of actual transactions during the immediate previous year, up to the year 2028.

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

By Order of the Board

Bengaluru
February 27, 2025

Ashish Tiwari
VP-Legal & Company Secretary

Schaeffler India Limited

Registered Office:
15th Floor, ASTP (Amar Sadanand Tech Park),
Baner, Pune, Maharashtra, India, 411 045

CIN : L29130PN1962PLC204515
Phone : +91-20-68198400
E-mail : investorsupport.in@schaeffler.com
Website : www.schaeffler.co.in

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Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), allowed to hold the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In compliance with the provisions of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 62nd AGM of the Company is being held through VC/OAVM. The deemed venue for the 62nd AGM shall be the Registered Office of the Company.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. As per the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC/OAVM, the Route Map does not form part of the Notice.

Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend the AGM and vote on the Resolutions as set out in this Notice through remote e-voting, pursuant to Section 113 of the Companies Act, 2013, at investorsupport.in@schaeffler.com.
3. In compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Integrated Annual Report 2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice along with Integrated Annual Report 2024 has been disclosed on the website of the Company at www.schaeffler.co.in and also available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. The physical copy of the Integrated Annual Report 2024 will be sent to the Shareholders based on the specific request received.

As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, a letter containing the web-link, including the exact path, where complete details of the Integrated Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar & Transfer Agent (RTA) of the Company.
4. The Dividend on Equity shares as recommended by the Board of Directors and if declared at the AGM, will be paid within the statutory time limit of 30 (Thirty) days or as per the prescribed legal requirements, as under:
 - (a) To all beneficial owners in respect of shares held in dematerialised form as per the data made available by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on April 23, 2025.
 - (b) To all Members in respect of shares held in Physical Form as per the Register of Members of the Company on the close of business hours on April 23, 2025.
5. In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2017 onwards, are requested to lodge their claims with the Company or with the Registrar and Share Transfer Agent ('RTA') of the Company at the earliest.
6. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and Company is required to deduct tax at source on payment of dividend at the prescribed rates. The Shareholders are requested to refer the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of Shareholders. The Company shall send the e-mail in this regard to all the Shareholders whose e-mail id is registered with RTA or Depository Participant.
7. Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

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amended from time to time ('IEPF Rules'), which inter alia requires the Company to transfer the Equity Shares, on which the dividend has remained unpaid or unclaimed for a continuous period of 7 (Seven) years, to IEPF. The said shares, once transferred to IEPF, can be claimed after following due procedure prescribed under the IEPF Rules.

8. The Statement of Dividend amount remained unclaimed or unpaid for 7 (Seven) consecutive years and Shares due for transfer to IEPF shall be placed on the website of the Company at <https://www.schaeffler.co.in>; Members are therefore requested to approach MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), Registrar & Transfer Agent (RTA) of the Company to claim their unpaid dividend, if any. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities shall be processed in dematerialized form only, effective from April 1, 2019. Therefore, the Members are requested to take prompt action to dematerialize the Equity Shares of the Company.
9. As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, SEBI has mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

- (a) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company website as well as the website of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) <https://web.in.mpms.mufig.com/KYC-downloads.html>.
- (b) Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook/statement attested by the bank which is mandatory for registering the new bank details.

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

10. As per Regulation 40 of the SEBI Listing Regulations, as amended, read with SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, and further amendment vide Notification No. SEBI/LADNRO/ GN/2018/49 dated November 30, 2018, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Effective from January 24, 2022, requests for transmission or transposition of Securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical Shares and for ease of portfolio management, Members holding Shares in physical form are requested to

consider converting their holdings to dematerialized form. Members can contact the Company or MUFG Intime India Private Limited (Earlier Link Intime India Private Limited), Company's Registrar & Share Transfer Agent for assistance in this regard.

11. In terms of Section 72 of the Companies Act, 2013, Nomination facility is available to individual Shareholders holding Shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to RTA of the Company, M/s. MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited)., "Geetakunj" 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390 015, Gujarat, India, at vadodara@linkintime.co.in, quoting their folio number.

Voting through Electronic means

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice.

The Company has appointed Suresh Kumar Kabra, Partner of Samdani Kabra & Associates, Company Secretaries, Vadodara as scrutiniser for scrutinising the e-voting process in a fair and transparent manner.

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The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, April 23, 2025, may cast their vote electronically. The e-voting period will commence from Sunday, April 27, 2025 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Tuesday, April 29, 2025. The remote e-voting module will be disabled on April 29, 2025 at 5:00 p.m. (IST). The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, April 23, 2025. A Person who is not a Member as on the cut off date should treat this Notice for information purpose only.

The Members who have voted by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members.

Any person who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, April 23, 2025, may

obtain User ID and password by sending a request to evoting@nsdl.com. However, Members who are already registered with NSDL for e-voting, can use their existing User ID and password for casting their votes. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle, Sr. Manager – NSDL at evoting@nsdl.com (Tel no.: 022 - 4886 7000 and 022 - 2499 7000) In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., Wednesday, April 23, 2025 may follow step 1 i.e. “Access to NSDL e-Voting system” as mentioned below.

The instructions for Members for remote e-voting are as under:-

The remote e-voting period begins on Sunday, April 27, 2025 at 9:00 a.m. (IST) and will end at 5:00 p.m. (IST) on Tuesday, April 29, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, April 23, 2025, may cast their vote

electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, April 23, 2025. The Scrutinizer will submit the Report to the Chairperson or the Managing Director or the Executive Director of the Company as authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-voting. The result of the e-voting shall be declared on or before May 2, 2025, at the Registered Office of the Company before the close of working hours.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="display: flex; align-items: center; justify-content: center; gap: 10px;">     </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Myeasi username & password. 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 or joining virtual meeting & voting during the meeting. Additionally, there are 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. 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. 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 & E-mail 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	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.

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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. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail 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.

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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 Ms. Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose e-mail 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 e-mail 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 and joining virtual meeting 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

Notice

The instructions for members for E-Voting on the day of the AGM are as under

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow camera access and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

III. Process for registration of e-mail id for obtaining Integrated Annual Report and user id/ password for e-voting and updating bank account mandate for receiving the dividend

Physical Holding

1. Please refer to the Notes of this notice for detailed procedure.
2. Shareholders are requested to register their e-mail address with MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and follow the registration process as guided therein. Shareholders are requested to provide details such as Name, Folio number, Certificate number, PAN, Mobile number, e-mail ID, and also upload the image of Share Certificate and a duly signed request letter (up

to 1 MB) in PDF or JPEG format. Alternatively, Members may send a request to the RTA of the Company, MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) at vadodara@linkintime.co.in and investorsupport.in@schaeffler.com providing the following documents for registering e-mail ID:

- a) A request letter providing name of the Member, Folio No., Mobile no., and e-mail address to be registered/updated and signed by Member (first holder, in case of jointly held).
 - b) Self-attested scanned copy of PAN.
3. Shareholders are requested to register their Bank Details with MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), by sending hard copy of KYC Forms alongwith original cancel cheque leaf at MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), Mumbai. Shareholders are requested to provide details such as Name, Folio number Certificate number, PAN, e-mail ID along with the copy of the cheque leaf with the first named Members name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code and a duly signed request letter (upto 1 MB) in PDF or JPEG format. On submission of the details for registration of e-mail ID/bank account an OTP will be received by the Shareholder which needs to be entered in the link for verification. In case of any query, a Shareholder may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in or vadodara@linkintime.co.in.

Notice

4. Members are requested to share the below details for registering/updating Bank Account:
 - a) Name and Branch of the Bank in which dividend is to be received and Bank Account type
 - b) Bank Account Number allotted by your bank after implementation of Core Banking Solutions
 - c) 9-digit MICR Code and 11-digit IFSC Code
 - d) Self-attested scanned copy of the cancelled cheque bearing the name of the Member (first holder, in case of jointly held).
5. A request letter for registering the bank account details is to be shared with (RTA) at vadodara@linkintime.co.in and investorsupport.in@schaeffler.com

Demat Holding

Please contact your Depository Participant (DP) and register your e-mail ID and bank account details with your demat account agency, as per the process advised by your Depository Participant.

1. Members are requested to submit their questions in advance along with their name and demat account no./ folio number to investorsupport.in@schaeffler.com till April 23, 2025. The questions raised by the Members will be replied suitably by the Company.
2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, demat account number/folio number, PAN, Mobile number at investorsupport.in@schaeffler.com till April 15, 2025. Those Members who have registered themselves as

a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. Members seeking any information with regards to accounts or any matters to be placed at the AGM, are requested to write to the Company in advance through e-mail at investorsupport.in@schaeffler.com. The same will be replied by the Company suitably.
 4. Statement as required under Section 102 of the Companies Act, 2013 in respect of Item Nos. 4, 5, 6, and 7 under 'Special Business', are attached hereto. All relevant documents referred to in this Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting. Also, the electronic copy of the relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through e-mail. Members can send a request for the inspection of such documents to investorsupport.in@schaeffler.com.
 5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company/RTA.
- Members are requested to note that pursuant to the SEBI circulars dated November 03, 2021, December 14, 2021, March 16, 2023 and

November 17, 2023, SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, it is mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024. Members are requested to take note of the above and ensure compliance to the directions from SEBI.

Statement under Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the 62nd Annual General Meeting:

Item No. 4. To ratify remuneration of the Cost Auditors

Upon recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on February 27, 2025, has, based upon the eligibility and consent to act as such, re-appointed M/s Y. S. Thakar & Co., Cost Accountants, as the Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending December 31, 2025.

The Audit Committee and the Board of Directors of the Company have approved a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) to M/s Y. S. Thakar & Co., Cost Accountants excluding all taxes and reimbursement of out of pocket expenses for the year 2025.

Notice

Pursuant to Section 148 of the Companies Act, 2013 read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration to be paid to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending December 31, 2025.

None of the Directors, Key Managerial Personnel, Manager of the Company and their Relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

The Board recommends the Resolution under Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 5: To appoint of M/s. Samdani Kabra & Associates, Company Secretaries, as the Secretarial Auditors of the Company for the term of 5 (Five) consecutive years.

The Board of Directors, at its meeting held on February 27, 2025, has recommended the appointment of M/s. Samdani Kabra & Associates, Company Secretaries (Firm Registration No.- P2002GJ013100 and Peer review No. - 884/2020), as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a term of 5 (Five) consecutive years

starting from the conclusion of this Annual General Meeting till the conclusion of the 67th Annual General Meeting to be held for the financial year ended December 31, 2029, subject to approval by the Members at this Annual General Meeting.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sl. No.	Particulars	Details
1	Proposed Secretarial Auditors	The Board recommended the appointment of M/s. Samdani Kabra & Associates, Practicing Company Secretaries.
2	Basis of Recommendation	<p>M/s. Samdani Kabra & Associates, is a firm of Practicing Company Secretaries established in the year 2002, primarily engaged in providing Secretarial Audit, Governance, Compliance Management and other Assurance services. The Firm has experience in handling the secretarial audits of listed and large unlisted companies. The Firm holds Peer Review Certificate No. 884/2020 issued by the Peer Review Board of the Institute of Company Secretaries of India.</p> <p>The Board believes that their experience of conducting Secretarial Audit of listed companies and large companies and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements under the Companies Act, 2013, Securities and Exchange Board of India Act, 1992 and other applicable laws.</p> <p>The recommendation for the appointment of M/s. Samdani Kabra & Associates as Secretarial Auditor is based on their past track record and capabilities in delivering quality secretarial audit services to other companies of similar size and complexity.</p>
3	Credentials of Proposed Secretarial Auditor	M/s. Samdani Kabra & Associates is a firm of Company Secretaries in Practice and holding Peer Review Certificate No. 884/2020 issued by the Peer Review Board of the Institute of Company Secretaries of India.
4	Term of Appointment	Five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 67 th Annual General Meeting of the Company to be held for the Financial Year ended December 31, 2029; to conduct Secretarial Audit from the Financial Year ended December 31, 2025 to Financial Year ended December 31, 2029
5	Proposed Fees	₹325,000 per annum plus applicable taxes and reimbursement of other out-of-pocket expenses actually incurred in connection with the Secretarial Audit of the Company.

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

The Board recommends the resolution set forth in item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Notice

Item No. 6: Re-appointment of Eranti V. Sumithasri (DIN: 07087197) as an Independent Director

The Members of the Company at the 58th Annual General Meeting ('AGM') held on Tuesday, April 27, 2021, approved the appointment of Eranti V. Sumithasri (DIN: 07087197) as an Independent Director of the Company pursuant to Section 149 of the Act, read with the applicable Rules by the Board, effective from July 15, 2020, to hold office up to July 14, 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. Eranti V. Sumithasri 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.

Eranti V. Sumithasri has Master's degree in Computer Science & Engineering from University of Connecticut, USA and Bachelor's degree in Computer Science from Visvesvaraya College of Engineering, India and has a vast experience in business leadership, technology, consulting and financial services industry.

Eranti V. Sumithasri joined the Board of the Company effective July 15, 2020.

Eranti V. Sumithasri will complete her first term of 5 (Five) years as an Independent Director on July 14, 2025.

At present, Eranti V. Sumithasri is a Chairperson of the Board of Directors and of the Stakeholders Relationship Committee of the Board of Directors of the Company. Eranti V. Sumithasri is also a member of Audit Committee, Nomination and Remuneration Committee and Risk Management 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 Eranti V. Sumithasri during her

first term of 5 (Five) years and considering her knowledge, financial acumen, business expertise, experience, time commitment and substantial contribution towards the overall growth of the Company, has recommend her re-appointment as a Non-Executive Independent Director for the second term of 5 (Five) consecutive years, subject to approval of Shareholders by way of a Special Resolution.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Eranti V. Sumithasri possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her 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 on February 27, 2025, for the re-appointment of Eranti V. Sumithasri as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years effective July 15, 2025, up to July 14, 2030 (both days inclusive), subject to approval of the Members.

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

The Company has received the following declarations from Eranti V. Sumithasri with regard to the proposed re-appointment:

- i. Declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.
- 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 she is not disqualified from being appointed as Director in terms of Section 164 of the Act.

- iv. Declaration that she 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 she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company.
- vi. Confirmation that she 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, Eranti V. Sumithasri fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the Management of the Company.

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

Except Eranti V. Sumithasri, 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. 6 of the Notice.

The Board recommends the Resolution under Item No. 6 of the Notice for approval of the Members as a Special Resolution.

Notice

Item No. 7: To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany

In order to sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, material transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Schaeffler Group Company, i.e. Schaeffler Technologies AG & Co. KG, Germany. The Shareholders of the Company at their 60th Annual General Meeting held on April 18, 2023, had approved Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany, a Related Party of the Company for the year 2023 for ₹26,050 million and thereafter a year on year increase of 25% on total amount of transactions during the previous year, upto the year 2025. All material Related Party Transactions shall require prior approval of the Shareholders through resolution and no Related Party shall vote to approve such resolutions whether the entity is a Related Party to the particular transaction or not.

As per the amended definition of ‘Material Related Party Transaction’, the transactions with Schaeffler Technologies AG & Co. KG, Germany, would fall under the category of Material RPTs. Hence, it is proposed to obtain the Shareholders’ approval in the ensuing 62nd Annual General Meeting for the Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the projected amount of ₹38,500 million for the year 2026 and thereafter a year-on-year increase of 25% on the total amount of actual transactions during the immediate previous year, up to the year 2028.

(₹ in million)

Name of Related Party / Nature of Transaction (Fellow subsidiary/Affiliate)	Category of Transaction	2026 Projection	Method used for Arm's length
Schaeffler Technologies AG & Co.KG. Germany		38,500.0	
Purchases – Finished Goods, Raw materials, Components and spares	Purchases	26,000.0	Finished goods (Resale price method), Raw material, Components, Spares (Cost plus)
Fees for use of technology / trademark	Royalties (Technology & Trademark)	2,500.0	Transactional Net Margin Method (TNMM)
Sale of Finished Goods	Sales of Finished goods	6,500.0	Resale Price Method
Others services ¹	Services (IT, Technical, Marketing, HQ and RHQ)	2,000.0	Cost Plus Method/Actual cost
Purchase of Machines and Equipments	WDV (Subject to valuer certificate) / Cost Plus	1,500.0	Relocation/New

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

Notice

Details of the proposed RPTs between the Company and Schaeffler Technologies AG & Co. KG, Germany including the information required to be disclosed in the Explanatory Statement in terms of SEBI CIRCULAR SEBI/HO/CFD/CMD1/CIR/P/2021/662 Dated November 22, 2021 -

Sl. No.	Description	Details of proposed RPTs between the Company and Schaeffler Technologies AG & Co. KG, Germany
Summary of information provided by the Management to the Audit Committee, Board and Shareholders for approval of the proposed RPTs.		
a.	Type, material terms, monetary value and particulars of the proposed RPTs.	The Company and Schaeffler Technologies AG & Co. KG, Germany have entered into/proposed to enter into the following RPTs during FY2026, for an aggregate value ₹38,500 million: – Purchases- Finished Goods, Raw materials, Components and spares – Fees for use of technology/trademark – Sale of Finished Goods – Other services – Purchase of machines and equipment
b.	Name of the Related Party and its relationship with the Company	Schaeffler Technologies AG & Co. KG, Germany, Fellow Subsidiary/Affiliate of the Company. Both the companies are Related Parties as on date of this Notice
c.	Tenure of the proposed transaction (particular tenure shall be specified)	FY 2026 to FY 2028
d.	Value of the proposed transactions	Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany for the projected amount of ₹38,500 million for the year 2026 and thereafter a year-on-year increase of 25% on the total amount of actual transactions during the immediate previous year, up to the year 2028.
e.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs	47% of consolidated turnover of year 2024.
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
g.	Justification for the proposed RPTs	The proposed transactions are in the interest of the business growth considering global contracts, access to market, availability of raw materials, access to technology, brand usage and technical support. The proposed transactions are in the ordinary course of business and following arm's length principles within the framework of Transfer Pricing guidelines.
h.	A copy of the valuation or other external party report, if any such report has been relied upon	The Company obtains Independent Auditor's Report on Arm's Length nature of Related Parties Transactions and place before the Audit Committee on half yearly basis.

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions require prior approval of the Members through an Ordinary Resolution where none of the Related Parties can vote to approve such transactions whether the entity is a Related Party to the particular transaction or not. Therefore, approval of the Members of the Company is sought through an Ordinary Resolution. The aforesaid information was placed before Audit Committee and Board of Directors in the meeting held on February 27, 2025. The Audit Committee and Board of Directors have considered that these transactions are in Ordinary Course of Business, on Arm's Length basis and in the interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

Notice

None of the Directors, Manager, Key Managerial Personnel of the Company and their Relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice except to the extent of their directorship or shareholding or employment in the Company or in Schaeffler Technologies AG & Co. KG., Germany or any other Schaeffler Group Company, as the case may be, if any.

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

By Order of the Board

Ashish Tiwari

VP-Legal & Company Secretary

Bengaluru

February 27, 2025

Schaeffler India Limited

Registered Office:

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Baner, Pune, Maharashtra, India, 411 045

CIN : L29130PN1962PLC204515

Phone : +91-20-68198400

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Website : www.schaeffler.co.in

Notice

Annexure – A

Information on Directors seeking appointment/re-appointment at 62nd Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of Secretarial Standard 2 on the General Meetings

Name	Andreas Schick	Eranti V. Sumithasri
Director Identification No.	09257160	07087197
Date of Birth/Age	April 27, 1970/54 Years	April 14, 1972 / 52 Years
Qualification	Automotive Engineering at the University of Munich	Master's degree in Computer Science & Engineering from University of Connecticut, USA, Bachelor's degree in Computer Science from Visvesvaraya College of Engineering, India. Eranti V. Sumithasri joined the Board of Schaeffler India effective from July 15, 2020 as Non-Executive Independent Director. She has 30+ years of experience in business leadership, technology, consulting and financial services industry. She has held various roles in technology companies: global line-of-service leadership, CXO collaboration, P&L ownership, large account management, business consulting and product development. She possesses multi-cultural experience of living and working in various countries outside India including Germany and USA.
Brief Profile and nature of expertise in specific functional area and experience	Andreas Schick was appointed as a Director on October 28, 2021. Mr. Andreas Schick has 30 years of experience in the field of technology and has worked with Schaeffler Group for more than two decades in different roles. He is a member of Executive Board of Schaeffler AG and Chief Operation Officer and shoulders the responsibility for Production, Supply Chain Management and Purchasing within the Schaeffler AG. He started his career as a Product Engineer and worked in different roles in Brazil, USA, China, and Singapore.	Eranti V. Sumithasri joined the Board of Schaeffler India effective from July 15, 2020 as Non-Executive Independent Director. She has 30+ years of experience in business leadership, technology, consulting and financial services industry. She has held various roles in technology companies: global line-of-service leadership, CXO collaboration, P&L ownership, large account management, business consulting and product development. She possesses multi-cultural experience of living and working in various countries outside India including Germany and USA.
Date of first appointment on the Board	October 28, 2021	July 15, 2020
Category	Non-Executive Non-Independent	Non-Executive Independent
Relationship with other Directors, Managers and KMP	Not related to any other Directors, Manager or KMP	Not related to any other Director, Manager or KMP
Current Remuneration (last drawn remuneration)	Not Applicable	Sitting Fees for attending Board/Committee Meetings held during the year 2024: ₹985,000; Profit related Commission for the year 2023: ₹6,850,000
Details of remuneration sought to be paid	Not Applicable	As per shareholders' approval passed at 53 rd 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 Eranti V. Sumithasri
Terms and Conditions of appointment/Terms of revised remuneration	He shall continue to be subject to terms and conditions of his appointment as Non-Executive Director.	As an Independent Director, she 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	50 Equity Shares
No. of Meetings of the Board attended during the year 2024	4 out of 6 Board Meetings attended	6 out of 6 Board Meetings attended
Directorships – Listed Companies	Schaeffler India Limited	Schaeffler India Limited
Directorships – Non-listed Companies	Schaeffler AG. Bundesvereinigung Logistik VDA Produktionsausschuss SupplyOn AG, Germany Stegra AB	-
Committee Membership/Chairmanship	Risk Management Committee - Member Audit Committee - Member	Audit Committee – Member Risk Management Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Chairperson
Listed entities from which the person has resigned in the past three years	None	None
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	As mentioned in the explanatory statement.