

Consolidated Report of Scrutinizer(s) on voting through e-voting system and through remote e-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No. 20/2020 dated 05.05.2020]

The Chairman,

57th Annual General Meeting of the Equity Shareholders of

SCHAEFFLER INDIA LIMITED

held on Tuesday, June 30, 2020, at 03:30 P.M. IST

through Video Conferencing / Other Audio Visual Means ('VC / OAVM')

Dear Sir,

I, Suresh Kumar Kabra, Partner of M/s. Samdani Kabra & Asso., Company Secretaries, have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process conducted for transacting the business as mentioned in the Notice dated June 02, 2020, convening 57th Annual General Meeting (AGM) of the Equity Shareholders of **SCHAEFFLER INDIA LIMITED** ('Company') which was held on Tuesday, June 30, 2020, at 03:30 P.M. IST through Video Conferencing / Other Audio Visual Means ('VC / OAVM').

I submit my report as under:

1. The remote e-voting facility remained open from June 27, 2020 at 9:00 A.M. (IST) to June 29, 2020 at 5:00 P.M. (IST) and was disabled for voting thereafter.
2. The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for providing remote e-voting facility prior to AGM and also for providing e-voting during the AGM by the shareholders of the Company.
3. The Company had provided e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
4. After the completion of the e-voting process at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company.
5. I have scrutinized and reviewed the vote cast by the members through remote e-voting process before the AGM of the Company as well as e-voting process during the AGM of the Company, based on the data downloaded from the NSDL e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM, for the resolutions contained in the Notice dated June 02, 2020 for the 57th AGM of the members of the Company.
7. My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to prepare and submit the Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions by the members of the Company.

The consolidated report on the results of the voting through e-voting system and remote e-voting are as under:

Resolution No. 1:

To receive, consider and adopt the Financial Statements including Balance Sheet as at December 31, 2019 and the Statement of Profit and Loss for the year ended on that date along with Directors' and Auditors' Report thereon. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	164	28665129	99.99
Voted Against	3	3	0.01
Total	167	28665132	100.00

Resolution No. 2:

To declare Dividend on Equity shares for the Financial Year ended December 31, 2019. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	164	28665129	99.99
Voted Against	3	3	0.01
Total	167	28665132	100.00

Resolution No. 3:

To appoint a Director in place of Mr. Jürgen Ziegler [DIN: 07092477], who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	149	27447159	99.99
Voted Against	7	3614	0.01
Total	156	27450773	100.00

Resolution No. 4:

To appoint a Director in place of Mr. Klaus Rosenfeld [DIN: 07087975] who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	149	27440323	99.96
Voted Against	7	10450	0.04
Total	156	27450773	100.00

Resolution No. 5:

To appoint Auditors and authorise Board of Directors to fix remuneration of B S R & Co. LLP, Chartered Accountants, Mumbai, (Firm Registration Number: 101248 W / W-100022) from the conclusion of 57th Annual General Meeting ('AGM') up to conclusion of 58th AGM. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	159	28184493	99.33
Voted Against	6	189391	0.67
Total	165	28373884	100.00

Resolution No. 6:Appointment of Mr. Harsha Kadam (DIN: 07736005) as Director. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	161	28373874	99.99
Voted Against	4	10	0.01
Total	165	28373884	100.00

Resolution No. 7:Appointment of Mr. Harsha Kadam (DIN: 07736005) as Managing Director. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	148	27447967	99.99
Voted Against	8	2806	0.01
Total	156	27450773	100.00

Resolution No. 8:Appointment of Mr. Arvind Balaji (DIN: 00557711) as Director. **(Ordinary Resolution)**

Voting Description	No. of members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	152	27450763	99.99
Voted Against	4	10	0.01
Total	156	27450773	100.00

Resolution No. 9:Appointment of Mr. Amit Kalyani (DIN: 00089430) as Director. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	121	26750285	97.45
Voted Against	35	700488	2.55
Total	156	27450773	100.00

Resolution No. 10:

Approval for payment of commission for the year 2019 to Non-executive Directors of the Company, who are in employment of any Schaeffler Group Company. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	152	27736126	99.98
Voted Against	6	5895	0.02
Total	158	27742021	100.00

Resolution No. 11:

Remuneration to Non-executive Directors for the year 2020 onwards. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	116	26953581	97.16
Voted Against	42	788440	2.84
Total	158	27742021	100.00

Resolution No. 12:

To ratify remuneration of the Cost Auditors. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast by them	Percentage of total number of valid votes cast
Voted in Favour	162	28665108	99.99
Voted Against	5	24	0.01
Total	167	28665132	100.00

1. All the figures shown in percentage have been rounded off to 2 decimal points.
2. All the resolutions were passed with requisite majority.

Thanking you,
Yours Faithfully,

Suresh Kumar Kabra
Partner
Samdani Kabra & Asso.
Company Secretaries
CP No. 9927

Ashish Tiwari
VP-Legal & Company Secretary
(Person Authorized by the Chairman of the Company)

UDIN: A009711B000404457
Vadodara, July 01, 2020

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