

Schaeffler India Limited · Pune · Maharashtra

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

Company Code: 505790

National Stock Exchange of India Limited

Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (E)
MUMBAI- 400 051

Company Code: SCHAEFFLER

21/12/2021

Sub.: Outcome of Postal Ballot conducted during period from November 20, 2021 to December 19, 2021

Dear Sir/Ma'am,

Phone: +91 8669613701

With reference to the captioned matter, this is to inform the Stock Exchanges that on December 19, 2021, the shareholders of the Company have passed the Ordinary Resolution through Postal Ballot (remote e-voting) conducted during the period from November 20, 2021 to December 19, 2021, approving the below business items:

- a. Approval of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany
- b. Approval of Sub-division of Equity Shares of the Company from the face value of Rs. 10/- (Rupees Ten only) per Equity Share to Rs. 2/- (Rupees Two only) per Equity Share
- c. Approval of alteration of Capital Clause of Memorandum of Association of the Company

The following documents are enclosed in this regard:

1. Results of voting declared including summary of proceedings of the Postal Ballot along with Scrutinizer's Consolidated report
2. Result of voting in prescribed format under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

You are requested to kindly take the same on records.

Seite 2 of 5

Thanking you,

Yours faithfully,
For **Schaeffler India Limited**

Ashish Tiwari
VP – Legal & Company Secretary

Encl.: As above

Result of Voting — Postal Ballot

Seite 3 of 5

Postal Ballot conducted through remote e-voting during the period from November 20, 2021 to December 19, 2021, seeking approval of members of the Company by way of Ordinary Resolution

In accordance with the approval of the Board of Directors of the Company ('the Board'), a Notice of Postal Ballot (which includes voting by Electronic means), pursuant to provisions of Sections 108 and 110 of the Companies Act, 2013, (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/202/11 dated 15th January 2021, Secretarial Standard on General Meetings (SS-2) read with General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 23rd June, 2021 respectively in relation to extension of the framework provided in the aforementioned circulars up to 31st December, 2021, issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and all other applicable provisions framed under the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, was dispatched to the members of the Company on November 18, 2021, seeking their consent by way of Ordinary Resolution for the below business items:

- a. Approval of Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany
- b. Approval of Sub-division of Equity Shares of the Company from the face value of Rs. 10/- (Rupees Ten only) per Equity Share to Rs. 2/- (Rupees Two only) per Equity Share
- c. Approval of alteration of Capital Clause of Memorandum of Association of the Company

The Company had provided facility of voting through Electronic means to the shareholders of the Company administered by National Securities Depository Limited (NSDL). The voting through Postal Ballot (remote e-voting) commenced at 9:00 a.m. IST on November 20, 2021 and ended at 5:00 p.m. IST on December 19, 2021.

The Notice of Postal Ballot was also placed on the website of the Company and on the website of NSDL. The Company had published a public notice of Postal Ballot by way of an advertisement in Newspapers – Economic Times (English) and Prabhat (Marathi), Pune editions on November 17 and 19, 2021 pursuant to the provisions of the Companies Act, 2013 and MCA circulars.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Asso., Company Secretaries was appointed as the Scrutinizer by the Board to scrutinize votes cast through remote e -voting process in a fair and transparent manner.

The Scrutinizer has submitted his consolidated report (Postal Ballot through remote E-voting) dated December 20, 2021, based on which, the following result of voting is hereby declared:

Ordinary Resolution:

ITEM:1: To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany. (Ordinary Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	404	5191035	99.99
Voted Against	7	757	0.01
Total	411	5191792	100.00
Invalid Votes	-	-	0.00

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

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	410	28364322	100.00
Voted Against	5	117	0.00
Total	415	28364439	100.00
Invalid Votes	-	-	0.00

ITEM:3: To approve alteration of Capital Clause of Memorandum of Association of the Company. (Ordinary Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	410	28364321	100.00
Voted Against	5	118	0.00
Total	415	28364439	100.00
Invalid Votes	-	-	0.00

Accordingly, the above Ordinary Resolutions are passed with requisite Majority i.e., votes cast in favour of the resolution are more than the number of the votes cast against the resolution.

Seite 5 of 5

The result of the Postal Ballot along with Scrutinizer's consolidated report shall be displayed on the notice board of the Registered Office and Corporate Office of the Company at Pune and on the website of the Company at www.schaeffler.co.in. The result will also be submitted to NSDL for dissemination on its website.

For **Schaeffler India Limited**

Ashish Tiwari
VP – Legal & Company Secretary

SCRUTINIZER'S REPORT
POSTAL BALLOT (BY WAY OF E-VOTING ONLY)

*[Pursuant to Section 108, 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]*

The Chairman,
Schaeffler India Limited
15th Floor,
ASTP (Amar Sadanand Tech Park),
Baner, Pune, Maharashtra,
India, 411045

**Postal Ballot conducted through voting by Electronic Means in respect of the resolution(s)
contained in the Notice dated October 28, 2021.**

Dear Sir,

I, Suresh Kumar Kabra, Partner, Samdani Kabra & Asso., Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Schaeffler India Limited (Company)**, for scrutinizing Postal Ballot process conducted by way of e-voting in respect of resolution(s) proposed to be passed by the shareholders, set out in the Postal Ballot Notice dated October 28, 2021 (hereinafter referred to as the '**Postal Ballot Notice**')

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 23rd June, 2021 respectively (hereinafter collectively referred to as '**MCA Circulars**'); (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the Postal Ballot voting.

My responsibility as a Scrutinizer is restricted to give a Report on the votes cast by the members for the resolution contained in the Postal Ballot Notice dated October 28, 2021.

I submit my report as under:

1. The Company had availed the E-voting facility offered by the National Securities Depository Limited (NSDL) for providing remote E-voting facility to the Members of the Company.
2. Remote E-voting facility remained opened for 30 days from Saturday, November 20, 2021, at 9.00 A.M. (IST) and ends on Sunday, December 19, 2021, at 5.00 P.M. (IST) both days inclusive and was disabled for voting thereafter.
3. After the completion of the e-voting process, the votes cast through remote e-voting were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) at about 10:34 A.M. in presence of two witnesses, who are not in employment of the Company, namely Mr. Saumya Shah, and Mr. Daival Chauhan.

4. I have scrutinized and reviewed the votes cast by the Members through remote E-voting, based on the data downloaded from the NSDL website.

The result of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect of passing of resolution contained in notice dated October 28, 2021 is as under:

ITEM:1

To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany. (Ordinary Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	404	5191035	99.99
Voted Against	7	757	0.01
Total	411	5191792	100.00
Invalid Votes	-	-	0.00

ITEM:2

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

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	410	28364322	100.00
Voted Against	5	117	0.00
Total	415	28364439	100.00
Invalid Votes	-	-	0.00



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ITEM:3

To approve alteration of Capital Clause of Memorandum of Association of the Company.
(Ordinary Resolution)

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted in Favor	410	28364321	100.00
Voted Against	5	118	0.00
Total	415	28364439	100.00
Invalid Votes	-	-	0.00

Notes:

1. All the figures shown in percentage have been rounded off nearest to two decimal points.
2. The electronic data along with the Postal Ballots and all the other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman / Managing Director/Company Secretary duly authorized by the Board for preserving safely after the Chairman signs the minutes.
3. We report that the aforesaid resolution carried 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: A009711C001828495
Vadodara, December 20, 2021

Details of Voting Results of Postal Ballot

[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015
read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

1 Postal Ballot and E-voting conducted during November 20, 2021 to December 19, 2021

2 Total no. of Shareholders on record date 23,270

3 **No. of the Shareholders present at the meeting either in person or through proxy**

SN	Category	In person	Proxy
1	Promoter and Promoter group	Not Applicable	
2	Public		

3 **No. of Shareholders attended the meeting through video conferencing**

SN	Category	In person	Proxy
1	Promoter and Promoter group	Not Applicable	
2	Public		

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Details of Voting Results of Postal Ballot

[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

Resolution No. 1									
To approve Material Related Party Transactions with Schaeffler Technologies AG & Co. KG, Germany									
Resolution required [Ordinary / Special] :								Ordinary	
Whether promoter / promoter group are interested in the resolution ?								Yes	
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on Outstanding shares	No. of Votes in - favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
-	-	-	[1]	[2]	[3] =[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter & Promoter Group	E-voting	23,172,647	-	0.00	-	0	-	-
		Poll		-	-	-	-	-	
		Postal Ballot		-	-	-	-	-	
		Total		23,172,647	-	-	-	0	-
2	Public - Institutions	E-voting	6,322,219	5,162,577	81.66	5,162,577	0	100.00	0.00
		Poll		-	-	-	-	-	
		Postal Ballot		-	-	-	-	-	
		Total		6,322,219	5,162,577	81.66	5,162,577	0	100.00
3	Public - Non Institutions	E-voting	1,765,868	29,215	1.65	28,458	757	97.41	2.59
		Poll		-	-	-	-	-	
		Postal Ballot		-	-	-	-	-	
		Total		1,765,868	29,215	1.65	28,458	757	97.41
Grand Totals			31,260,734	5,191,792	16.61	5,191,035	757	99.99	0.01

No. of Invalid votes	
Category	No. of votes
Promoter & Promoter	0
Public - Institutions	0
Public - Non Institution	0

Details of Voting Results of Postal Ballot

[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

Resolution No. 2									
To approve Sub-division of Equity Shares of the Company from the face value of Rs. 10/- (Rupees Ten only) per Equity Share to Rs. 2/- (Rupees Two only) per Equity Share									
Resolution required [Ordinary / Special] :								Ordinary	
Whether promoter / promoter group are interested in the resolution ?								No	
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on Outstanding shares	No. of Votes in - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
-	-	-	[1]	[2]	[3] = [(2)/(1)]*100	[4]	[5]	[6] = [(4)/(2)]*100	[7] = [(5)/(2)]*100
1	Promoter & Promoter Group	E-voting	23,172,647	23,172,647	100.00	23,172,647	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		23,172,647	23,172,647	100.00	23,172,647	0	100.00
2	Public - Institutions	E-voting	6,322,219	5,162,577	81.66	5,162,577	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		6,322,219	5,162,577	81.66	5,162,577	0	100.00
3	Public - Non Institutions	E-voting	1,765,868	29,215	1.65	29,098	117	99.60	0.40
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		1,765,868	29,215	1.65	29,098	117	99.60
Grand Totals			31,260,734	28,364,439	90.74	28,364,322	117	100.00	0.00

No. of Invalid votes	
Category	No. of votes
Promoter & Promoter	0
Public - Institutions	0
Public - Non Institution	0

Details of Voting Results of Postal Ballot

[Reg. 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dtd. 04.11.2015]

Resolution No. 3									
To approve alteration of Capital Clause of Memorandum of Association of the Company									
Resolution required [Ordinary / Special] :								Ordinary	
Whether promoter / promoter group are interested in the resolution ?								No	
Sr. No.	Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on Outstanding shares	No. of Votes in - favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
-	-	-	[1]	[2]	[3] =[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter & Promoter Group	E-voting	23,172,647	23,172,647	100.00	23,172,647	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		23,172,647	23,172,647	100.00	23,172,647	0	100.00
2	Public - Institutions	E-voting	6,322,219	5,162,577	81.66	5,162,577	0	100.00	0.00
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		6,322,219	5,162,577	81.66	5,162,577	0	100.00
3	Public - Non Institutions	E-voting	1,765,868	29,215	1.65	29,097	118	99.60	0.40
		Poll		-	-	-	-	-	-
		Postal Ballot		-	-	-	-	-	-
		Total		1,765,868	29,215	1.65	29,097	118	99.60
Grand Totals			31,260,734	28,364,439	90.74	28,364,321	118	100.00	0.00

No. of Invalid votes	
Category	No. of votes
Promoter & Promoter	0
Public - Institutions	0
Public - Non Institution	0