SCHAEFFLER

Schaeffler India Limited · Pune · Maharashtra

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Company Code: 505790

National Stock Exchange of India Limited
Exchange Plaza, C – 1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Company Code: SCHAEFFLER

26/08/2026

Phone: +912068198464

Sub: Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Postal Ballot.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email address is registered with the Company / Depositories as on Friday, August 21, 2026, ('Cut-off date') for considering the following businesses which are elaborated in the Postal Ballot Notice:

Item No.	Subject of the Business / Proposed Resolutions
1.	To appoint Mr. Christophe Hannequin (DIN: 11696328) as a Non-Executive Non-Independent Director of Schaeffler India Limited, as an Ordinary Resolution
2.	To appoint Mr. Chetan Kumar Maini (DIN: 01612229) as an Independent Director of Schaeffler India Limited, as a Special Resolution

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide a remote e-voting facility to all its Members.

The remote e-voting period will commence on Thursday, August 27, 2026, at 9:00 A.M. (IST) and end on Friday, September 25, 2026, at 05:00 P.M (IST).

The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at www.schaeffler.co.in and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

For **Schaeffler India Limited**

ASHISH TIWARI

Digitally signed by ASHISH TIWARI
DN: cn=ASHISH TIWARI, c=IN, o=Personal, email=ashish.tiwari@schaeffler.com
Date: 2026.08.26 12:42:28 +05'30'

Ashish Tiwari,
General Counsel & Company Secretary

Encl: As above

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
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 Rule 20 and Rule 22 the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 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, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), that the resolutions as set out in this Notice are 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 Statements, pursuant to the provisions of Section 102, 110 and other applicable provisions of the Act read with the Rules, information as required to be disclosed under Listing Regulations and SS-2, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are 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 National Securities Depository Limited ('NSDL') 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 Thursday, August 27, 2026
Conclusion of remote e-voting period	05:00 P.M. IST on Friday, September 25, 2026

The proposed resolutions and the explanatory statement pertaining to the resolutions in terms of the provisions of Section 102 of the Act, as appended hereto form part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Suresh Kumar Kabra, Partner of Samdani Kabra and 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, on Friday, September 25, 2026.

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.

Voting through remote e-voting commences from Thursday, August 27, 2026, at 9.00 a.m. IST and ends on Friday, September 25, 2026, 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 Monday, September 28, 2026, at the Registered Office of the Company before the closing of the working hours.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz., www.schaeffler.co.in and also on the website of NSDL, viz., www.evoting.nsdl.com besides being communicated to the BSE Limited and the National Stock Exchange of India Limited where the Company's shares are listed.

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

ITEM No. 1. To appoint Mr. Christophe Hannequin (DIN: 11696328) as a Non-Executive Non-Independent Director of Schaeffler India Limited.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'), read with 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, and on the basis of recommendation of the Nomination and Remuneration Committee, Mr. Christophe Hannequin (DIN: 11696328), appointed by Board of Directors as an Additional Director (Non-Executive Non-Independent Director) effective from July 1, 2026, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and Listing Regulations, be and is hereby appointed as a Director (Non-Executive Non-Independent Director) of the Company effective from July 1, 2026, liable to retire by rotation.

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

ITEM No. 2. To appoint Mr. Chetan Kumar Maini (DIN: 01612229) as an Independent Director of Schaeffler India Limited:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Chetan Kumar Maini [DIN: 01612229], appointed as an Additional Director, designated as Non-Executive Independent Director of the Company w.e.f. July 1, 2026, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from July 1, 2026 up to June 30, 2031.

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

By Order of the Board
Sd/-
Ashish Tiwari
General Counsel & Company Secretary

Pune
June 26, 2026

Schaeffler India Limited
Corporate Identity Number (CIN): L29130PN1962PLC204515
Registered and Corporate Office Address: 15th Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune, Maharashtra, India, 411045
E-mail: investorsupport.in@schaeffler.com; website: www.schaeffler.co.in

Notes:

1. The Explanatory Statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the 'Act') setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.

2. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, (Rules), the consent of the Company's Members for the resolutions as set out in this Notice is proposed to be obtained by means of a Postal Ballot. In compliance with the Ministry of Corporate Affairs' (MCA) General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 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 ('RTA'). 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 e-mail 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, August 21, 2026 ("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 Thursday, August 27, 2026, at 9.00 a.m. IST and ends on Friday, September 25, 2026, 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. Resolution passed by Members with requisite majority through remote e-voting are deemed to be passed on Friday, September 25, 2026, 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. 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 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 MUFG 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 Thursday, August 27, 2026, at 9.00 a.m. IST and ends on Friday, September 25, 2026, 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., Friday, August 21, 2026, 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 cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. 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 an 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 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.

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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
    b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of 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 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 Ms. Prajakta Pawle 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 shareholder 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. To appoint Mr. Christophe Hannequin (DIN: 11696328) as a Non-Executive Non-Independent Director of Schaeffler India Limited.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Christophe Hannequin (DIN: 11696328), as an Additional Director (Non-Executive, Non-Independent Director) of the Company, effective from July 1, 2026, subject to approval of the Shareholders by way of an Ordinary Resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Christophe Hannequin will hold office up to the date of ensuing Annual General Meeting. Further, in terms of Regulation 17(1)(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. Therefore, the approval of the Members is being sought for the aforesaid appointment of Mr. Christophe Hannequin as a Non-Executive Non-Independent Director of the Company through this Postal Ballot.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Christophe Hannequin as the Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Christophe Hannequin with regard to the proposed appointment:

1. Consent to act as the Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
2. Declaration (Form DIR-8) that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
3. 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.
4. A notice in writing by a member proposing his candidature under Section 160 of the Act.

Brief profile of Mr. Christophe Hannequin:

Mr. Christophe Hannequin studied at Bordeaux Graduate School of Management (KEDGE) in France and graduated in 1999 with a Master of Science. He also earned an MBA from Wake Forest University School of Business (Babcock) in the USA.

Mr. Christophe Hannequin began his professional career with Saint-Gobain Sekurit and has served as Director of Finance and Administration (USA and Canada). He then joined the international tire manufacturer Michelin and held various management positions, primarily in the field of finance, in the USA, Canada, and France. His last role at Michelin was as CFO for the global Business Line Service and Solutions.

Mr. Christophe Hannequin was Group Chief Financial Officer at the JCB Group in Great Britain, a leading manufacturer of construction, industrial, and agricultural machinery, before joining the Schaeffler Group.

Mr. Christophe Hannequin joined Schaeffler Group in January 2025. He is the Chief Financial Officer (CFO) of the Schaeffler Group, with responsibility for Finance and IT and is also a member of the Executive Board of Schaeffler AG.

Rationale for recommendation:

The Nomination and Remuneration Committee considered the profile of Mr. Christophe Hannequin and given his experience and expertise, recommended his appointment on the Board as a Non-Executive, Non-Independent Director of the Company. The Board noted that the skills, background and experience of Mr. Christophe Hannequin are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and recommend appointment of Mr. Christophe Hannequin on the Board as a Non-Executive, Non-Independent Director of the Company.

Except Mr. Christophe Hannequin and his relatives, 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 an Ordinary Resolution.

ITEM NO. 2. To appoint Mr. Chetan Kumar Maini (DIN: 01612229) as an Independent Director of Schaeffler India Limited.

Pursuant to Section 161 of the Companies Act, 2013, and recommendation of the Nomination and Remuneration Committee, the Board approved the appointment of Mr. Chetan Kumar Maini (DIN: 01612229) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of 5 (Five) years with effect from July 1, 2026 to June 30, 2031 (both days inclusive), subject to the approval of the Shareholders by a Special Resolution. Further, in terms of Regulation 17(1)(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. Therefore, the approval of the Members is being sought for the aforesaid appointment through this Postal Ballot.

The Company has received the following declarations from Mr. Chetan Kumar Maini:

1. Consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
2. Intimation in Form DIR 8 of Section 164 of the Act, and
3. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations.
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
5. A notice in writing by a member proposing his candidature under Section 160 of the Act.

Brief Profile of Mr. Chetan Kumar Maini:

Mr. Chetan Kumar Maini has earned his Bachelor of Engineering in Mechanical Engineering from the University of Michigan in 1992, followed by a Master's degree from Stanford University in 1993.

Mr. Chetan Kumar Maini is on the Board of various Maini Group of Companies in India, Mauritius and Singapore, which focuses on electric mobility technologies, electric powertrain & vehicle integration solutions and EV battery swapping infrastructure, primarily for three-wheelers, two-wheelers and specialized EV applications.

Mr. Chetan Kumar Maini is highly regarded in the industry for his contributions in India's electric mobility ecosystem. Mr. Chetan Kumar Maini has been honored as a Young Global Leader by the World Economic Forum and has received numerous accolades for his contribution to the 'Make in India' initiative and clean energy.

Rationale for recommendation:

The Nomination and Remuneration Committee considered the profile of Mr. Chetan Kumar Maini for the position of Independent Director and given his experience and expertise, recommended the appointment of Mr. Chetan Kumar Maini on the Board as an Independent Director of the Company. Mr. Chetan Kumar Maini is having necessary functional expertise and skill set required for the position of Independent Director. The Board noted that Mr. Chetan Kumar Maini would also be a great cultural fit for the organization and great addition to the already illustrious Board of the Company.

In the opinion of the Board, Mr. Chetan Kumar Maini fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Chetan Kumar Maini's skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that Mr. Chetan Kumar Maini is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Chetan Kumar Maini as an Independent Director setting out the terms and conditions 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.]

The resolution seeks the approval of members for the appointment of Mr. Chetan Kumar Maini as an Independent Director of the Company for a term of 5 (Five) years with effect from July 1, 2026 up to June 30, 2031 (both days inclusive) pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

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

Except Mr. Chetan Kumar Maini and his relatives, 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. 2 of the Notice.

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

By Order of the Board
Sd/-
Ashish Tiwari
General Counsel & Company Secretary

Pune
June 26, 2026

Schaeffler India Limited
Corporate Identity Number (CIN): L29130PN1962PLC204515
Registered and Corporate Office Address: 15th Floor, ASTP (Amar Sadanand Tech Park), Baner, Pune, Maharashtra, India, 411045
E-mail: investorsupport.in@schaeffler.com; website: www.schaeffler.co.in

Annexure I

Details of Mr. Christophe Hannequin and Mr. Chetan Kumar Maini 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. Christophe Hannequin**	**Mr. Chetan Kumar Maini**
Director Identification No.	11696328	01612229
Date of Birth / Age	September 6, 1976 / 49 Years	March 11, 1970 / 56 Years
Qualification	• MBA from Wake Forest University in North Carolina, USA • Master's degree from KEDGE business school in Bordeaux, France	• Bachelor of Engineering - Mechanical Engineering from Michigan University, USA • Master of Engineering - Mechanical Engineering, from Stanford University, USA
Brief Profile and nature of expertise in specific functional area and experience	Mr. Christophe Hannequin studied at Bordeaux Graduate School of Management (KEDGE) in France and graduated in 1999 with a Master of Science. He also earned an MBA from Wake Forest University School of Business (Babcock) in the USA. Mr. Christophe Hannequin began his professional career in 1999 with Saint-Gobain Sekurit and has served as Director of Finance and Administration (USA and Canada) until 2004. Mr. Christophe Hannequin joined the international tire manufacturer Michelin in 2008. Until 2022, he held various management positions, primarily in the field of finance, in the USA, Canada, and France. His last role at Michelin was as CFO for the global Business Line Service and Solutions. Mr. Christophe Hannequin was Group Chief Financial Officer at the JCB Group in Great Britain between 2022 and 2024, a leading manufacturer of construction, industrial, and agricultural machinery. Mr. Christophe Hannequin joined Schaeffler Group in January 2025. He is the Chief Financial Officer (CFO) of the Schaeffler Group, with responsibility for Finance and IT and is also a member of the Executive Board of Schaeffler AG.	Mr. Chetan Kumar Maini has earned his Bachelor of Engineering in Mechanical Engineering from the University of Michigan in 1992, followed by a Master's degree from Stanford University in 1993. This rigorous foundation in Mechanical Engineering at the global heart of innovation has fueled his three-decade-long journey in creating cutting-edge energy and mobility solutions. Mr. Chetan Kumar Maini is highly regarded in the industry as a key individual in India's electric mobility ecosystem and is widely recognized as one of the early pioneers of electric vehicles in the country. Presently Mr. Chetan Kumar Maini is on the Board of various Maini Group of Companies in India, Mauritius and Singapore, which focuses on electric mobility technologies, electric powertrain & vehicle integration solutions and EV battery swapping infrastructure, primarily for three-wheelers, two-wheelers and specialized EV applications. He is actively defining business direction, setting output expectations, participating in key financial decisions, and reviewing progress of Maini Group of Companies. Mr. Chetan Kumar Maini has been honored as a Young Global Leader by the World Economic Forum and has received numerous accolades for his contribution to the 'Make in India' initiative and clean energy.
Date of first appointment on the Board	July 1, 2026	July 1, 2026
Category / Designation	Non-Executive Non-Independent Director	Non-Executive Independent Director

Relationship with other Directors, Managers and KMP	Not related to any other Directors, Managers or KMPs.	Not related to any other Directors, Managers or KMPs.
Current Remuneration (last drawn remuneration)	Not Applicable	Not Applicable
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 eligible for 'Sitting Fees' for attending Board/Committee Meetings and 'Profit Related Commission' based on performance of the Company. However, Mr. Hannequin have decided not to accept sitting fees and commission.	As per shareholders' approval passed at 53rd Annual General Meeting held on April 27, 2016, Non-Executive Directors are eligible for '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. Chetan Kumar Maini
Terms and Conditions of appointment / ~~Terms of revised remuneration~~	Mr. Christophe Hannequin is being appointed subject to terms and conditions of his appointment as Non-Executive Non-independent Director, liable to retire by rotation.	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 share-holding as a beneficial owner.	NIL	NIL
No. of Meetings of the Board attended during the financial year.	Not Applicable.	Not Applicable
Directorships – Listed Companies	NIL	NIL
Directorships – Non-listed Companies	1. Schaeffler AG. 2. Schaeffler Invest GmbH 3. Industriewerk Schaeffler INA-Ingenieurdienst-, Gesellschaft mit beschränkter Haftung 4. Schaeffler Versicherungs-Vermittlungs GmbH 5. Schaeffler Re S.A.	1. Indofast Swap Energy Private Limited 2. Sun Mobility Private Limited 3. Maini Materials Movement Private Limited 4. Sun Mobility EV Infra Private Limited 5. Sun Mobility HEV Engineering Private Limited 6. Sun Mobility HEV Solutions Private Limited 7. Sun Mobility Instaswap Private Limited 8. Virya Autonomous Technologies Private Limited 9. Virya Electric Powertrains Private Limited 10. SUN Mobility Holdings Pvt. Ltd., Mauritius 11. SUN Mobility Pte. Ltd., Singapore 12. Epic Mobility Technologies Pte. Ltd., Singapore 13. Virya Holdings Pte. Ltd., Singapore 14. SUNM Autoswap Pte. Ltd., Singapore 15. SUN Mobility IB Holdings Limited 16. Virya Mobility 5.0 LLP, Designated Partner 17. Maini Rental Solutions LLP, Designated Partner 18. Diyaenergy Ventures LLP, Designated Partner

Committee Membership/ Chairmanship.	NA	NA
Listed entities from which the person has resigned in the past three years.	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements, Expertise in specific functional area.	Not Applicable.	As detailed in the Explanatory Statement.