

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

Sub: Outcome of the 61st Annual General Meeting of Schaeffler India Limited ('the Company') held on Friday, April 26, 2024

26/04/2024

Dear Sir / Madam,

With reference to the captioned matter and pursuant to the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Circular issued by the SEBI dated November 4, 2015, and Rule 20 of the Companies (Management and Administration) Rules, 2014, we enclose herewith the following:

Phone: +912068198464

1. Result of the e-voting by the Shareholders during the remote e-voting period and e-voting during the 61st Annual General Meeting ('AGM') of the Company on the resolutions set forth in the Notice convening the AGM, along with Scrutinizer's Report thereon.
2. Voting results pursuant to Regulation 44(3) of the Listing Regulations read with the Circular issued by the SEBI dated November 4, 2015.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Schaeffler India Limited**

Ashish Tiwari,

VP - Legal & Company Secretary
ICSI Membership No.: A17735

Encl.: As above

**RESULTS OF VOTING
61st ANNUAL GENERAL MEETING OF THE COMPANY**

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In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), the Members of the Company were 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 the Notice convening the 61st Annual General Meeting ('AGM') of the Company. The e-voting facility was also provided at the AGM held on Friday, April 26, 2024, to enable the Members to cast their vote(s).

The Members, whose names appeared in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, April 19, 2024, were entitled to cast their vote electronically. The e-voting period commenced from Tuesday, April 23, 2024, at 9:00 a.m. (IST) and ended at 5:00 pm (IST) on Thursday, April 25, 2024. The e-voting module was disabled on Thursday, April 25, 2024, at 5:00 pm (IST). The voting rights of Shareholders were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 19, 2024.

Mr. Suresh Kumar Kabra, Partner, M/s. Samdani Kabra & Associates, Company Secretaries, was appointed as the Scrutinizer for the purpose of scrutinizing the votes casted through remote e-voting as well as the e-voting at the AGM.

The Scrutinizers has submitted their report, based on which, it is hereby declared that the resolutions as set forth in the notice convening 61st Annual General Meeting of the Company have been passed with requisite majority.

For **Schaeffler India Limited**

Ashish Tiwari,
VP - Legal & Company Secretary
ICSI Membership No.: A17735

Voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Cir. No. CIR/CFD/CMD/8/2015 dated 04.11.2015:

Particulars	Details
Date of Annual General Meeting	Friday, April 26, 2024
Cut-off Date	Friday, April 19, 2024
Total Number of Shareholders as on Cut-off date	72,968
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group	-
Public	-
No. of shareholders attended the meeting through Video Conferencing	78
Promoters and Promoter Group	4
Public	74

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at December 31, 2023 and the Statement of Profit and Loss for the year ended on that date together with Directors' and Auditors' Report thereon.				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29600229	93.2270	29600229	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29600229	93.2270	29600229	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8689724	7454	0.0858	7454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7454	0.0858	7454	0	100.0000	0.0000
Total		156303670	145470918	93.0694	145470918	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Dividend on Equity Shares for the financial year ended December 31, 2023.				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29601840	93.2321	29601840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29601840	93.2321	29601840	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8689724	7454	0.0858	7440	14	99.8122	0.1878
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7454	0.0858	7440	14	99.8122	0.1878
	Total	156303670	145472529	93.0704	145472515	14	100.00	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Dharmesh Arora (DIN: 05350121), who retires by rotation and being eligible offers himself for re-appointment				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29600229	93.2270	29346180	254049	99.1417	0.8583
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29600229	93.2270	29346180	254049	99.1417	0.8583
Public- Non Institutions	E-Voting	8689724	7454	0.0858	7381	73	99.0207	0.9793
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7454	0.0858	7381	73	99.0207	0.9793
Total		156303670	145470918	93.0694	145216796	254122	99.8253	0.1747
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration of the Cost Auditors				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29600229	93.2270	29600229	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29600229	93.2270	29600229	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8689724	7449	0.0857	7429	20	99.7315	0.2685
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7449	0.0857	7429	20	99.7315	0.2685
Total		156303670	145470913	93.0694	145470893	20	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Hardevi Vazirani (DIN: 10212814) as Director				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29600229	93.2270	26242189	3358040	88.6554	11.3446
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29600229	93.2270	26242189	3358040	88.6554	11.3446
Public- Non Institutions	E-Voting	8689724	7449	0.0857	7429	20	99.7315	0.2685
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7449	0.0857	7429	20	99.7315	0.2685
Total		156303670	145470913	93.0694	142112853	3358060	97.6916	2.3084
Whether resolution is Pass or Not.								Yes

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Hardevi Vazirani (DIN: 10212814) as a Whole-Time Director, designated as Director-Finance				
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
Promoter and Promoter Group	E-Voting	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	115863235	115863235	100.0000	115863235	0	100.0000	0.0000
Public- Institutions	E-Voting	31750711	29600229	93.2270	26520879	3079350	89.5969	10.4031
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	31750711	29600229	93.2270	26520879	3079350	89.5969	10.4031
Public- Non Institutions	E-Voting	8689724	7449	0.0857	7423	26	99.6510	0.3490
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8689724	7449	0.0857	7423	26	99.6510	0.3490
Total		156303670	145470913	93.0694	142391537	3079376	97.8832	2.1168
Whether resolution is Pass or Not.								Yes

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and as per MCA General Circular ("GC") No. 14/2020 dated 08.04.2020, GC No. 17/2020 dated 13.04.2020, GC No. 20/2020 dated 05.05.2020 and GC No. 09/2023 dated 25.09.2023]

The Chairperson,
61st Annual General Meeting of the Equity Shareholders of
SCHAEFFLER INDIA LIMITED
held on Friday, April 26, 2024, at 03:30 p.m. IST
through video conferencing / other Audio-Visual Means ('VC / OAVM')

Dear Madam,

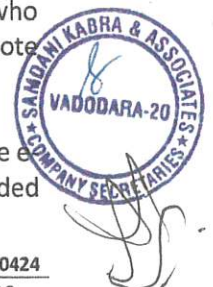
I, Suresh Kumar Kabra, Partner of M/s. Samdani Kabra & Asso., Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **SCHAEFFLER INDIA LIMITED** ('Company') for the purpose of scrutinizing the e-Voting process conducted for transacting the businesses as mentioned in the Notice dated February 16, 2024, convening 61st Annual General Meeting (AGM) of the members of the Company ('Company') which was held on Friday, April 26, 2024, at 03:30 p.m. IST through video conferencing / other Audio Visual Means ('VC / OAVM').

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with circulars issued thereunder and (iii) Secretarial Standard - 2 on General Meetings issued by the Institute of the Company Secretaries of India, if any, relating to remote e-Voting prior to the date of AGM and during the AGM.

My responsibility as a Scrutinizer is restricted to give a Report on votes cast by the members of the Company.

I submit my report as under:

1. The Company had availed the e-Voting facility offered by National Securities Depository Limited ("NSDL") for providing remote e-Voting facility to the members of the Company prior to AGM as well as during the AGM.
2. Prior to the date of AGM, the remote e-Voting facility remained open for three days from April 23, 2024 at 9:00 a.m. (IST) to April 25, 2024 at 5:00 p.m. (IST) and was disabled for voting thereafter.
3. Further, the Company had also provided remote e-Voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting prior to the date of AGM, to cast their votes during the AGM.
4. After the completion of the e-voting process at the AGM, the votes cast through remote e-Voting prior to the date of AGM as well as during the AGM were unblocked and downloaded



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from the e-Voting website of NSDL (www.evoting.nsdl.com) on April 26, 2024, around 05:35 p.m. (IST) , in the presence of two witnesses - Mr. Rahul S. Nagpal and Mr. Sandeep O. Chauhan, who are not in the employment of the Company.

5. I have scrutinized and reviewed the votes cast by the members through remote e-Voting prior to the date of AGM as well as during the AGM, based on the data downloaded from the NSDL website.

The report on the results of the remote e-Voting prior to the date of AGM and during the AGM is as under:

Resolution No. 1:

Adoption of the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at December 31, 2023 and the Statement of Profit and Loss for the financial year ended on that date together with Directors' and Auditors' Report thereon. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	372	14,54,70,918	100.00
Voted Against	0	0	0.00
Total	372	14,54,70,918	100.00
Invalid Votes	0	0	0.00

Resolution No. 2:

Declaration of Dividend on Equity shares for the Financial Year ended December 31, 2023. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	372	14,54,72,515	100.00
Voted Against	1	14	0.00
Total	373	14,54,72,529	100.00
Invalid Votes	0	0	0.00



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Resolution No. 3:

Appointment of a Director in place of Mr. Dharmesh Arora [DIN: 05350121], who retires by rotation and being eligible offers himself for re-appointment. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	347	14,52,16,796	99.83
Voted Against	25	2,54,122	0.17
Total	372	14,54,70,918	100.00
Invalid Votes	0	0	0.00

Resolution No. 4

Ratification of remuneration of the Cost Auditors. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	369	14,54,70,893	100.00
Voted Against	2	20	0.00
Total	371	14,54,70,913	100.00
Invalid Votes	0	0	0.00

Resolution No. 5:

Appointment of Ms. Hardevi Vazirani (DIN: 10212814) as Director. **(Ordinary Resolution)**

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	279	14,21,12,853	97.69
Voted Against	93	33,58,060	2.31
Total	372	14,54,70,913	100.00
Invalid Votes	0	0	0.00



Resolution No. 6:

Appointment of Ms. Hardevi Vazirani (DIN: 10212814) as a Whole-Time Director, designated as Director-Finance (**Ordinary Resolution**)

Voting Description	No. of Members	No. of votes cast	% of total number of valid votes cast
Voted in Favour	292	14,23,91,537	97.88
Voted Against	80	30,79,376	2.12
Total	372	14,54,70,913	100.00
Invalid Votes	0	0	0.00

Notes:

1. All the figures shown in percentage have been rounded off nearest to 2 (two) decimal points.
2. Register(s) and all other records relating to Remote e-Voting as conducted for AGM are under my safe custody and will be handed over to the Chairman / Company Secretary / Person duly authorized by the Board for preserving records safely after the Chairman signs the minutes.
3. All the resolutions were passed with requisite majority.

Thanking you,
Yours Faithfully,



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



Counter Signed by
Ashish Tiwari
VP-Legal & Company Secretary
(Authorized Person)
Schaeffler India Limited



ICSI Peer Review # 884/2020
ICSI UDIN: A009711F000254615

Place: Vadodara | Date: **April 26, 2024**