

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**

24/02/2020

**Sub.: Annual Secretarial Compliance Report for the year ended December 31, 2019.**

Dear Sirs,

Pursuant to provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, we enclose herewith an Annual Secretarial Compliance Report for the year ended December 31, 2019 in the prescribed format issued by M/s. Samdani Kabra and Associates, Company Secretaries, Vadodara. Phone: +91 20 68198448

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For **Schaeffler India Limited**



**Chirag K. Shukla**  
Company Secretary



Encl.: As above

**Secretarial Compliance Report**  
of Schaeffler India Limited for the year ended December 31, 2019  
[Pursuant to Regulation 24A of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015]

We, Samdani Kabra & Associates., Company Secretaries have examined:

- a. all the documents and records made available to us and explanation provided by **Schaeffler India Limited** having CIN: L29130MH1962PLC012340 ("the Listed Entity"),
- b. the filings / submissions made by the Listed Entity to the stock exchanges,
- c. website of the Listed Entity,
- d. any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended December 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars / guidelines issued thereunder;

There were no action / events in pursuance of the following regulations requiring compliance thereof by the Listed Entity during the review period:

- a. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



- c. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e. Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013;
- f. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

and based on the above examination, we hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under, **except** in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Nil			

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from our examination of those records.
- c. The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. Fines, Warning Letter, Debarment, etc	Observations of the Practicing Company Secretary, if any.
Nil				



- d. The listed entity has taken the following actions to comply with the observations made in previous reports:

**This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.**

Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the year ended.	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.
Not Applicable				

  
**Suresh Kumar Kabra**  
**Partner**  
**Samdani Kabra & Asso.**  
Company Secretaries  
ACS No.: 9711  
CP No.: 9927  
UDIN: A009711B000137971



Place: Vadodara  
Date: 12<sup>th</sup> February, 2020