

Secretarial Compliance Report

of Schaeffler India Limited for the year ended December 31, 2020

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]

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, 2020 ("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;
- e. Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;

and the Listed Entity has complied with Clauses 6(A) and 6(B) mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, as well as various other circulars / guidelines issued thereunder;



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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				

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

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
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CP No.: 9927
UDIN: A009711B002986938



Place: Vadodara
Date: February 16, 2021