

Schaeffler India Limited
(Formerly known as FAG Bearings India Limited)
P.O. Maneja, Vadodara – 390013, Gujarat, India

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (E)
MUMBAI- 400 051

Company Code: 505790

Company Code: SCHAEFFLER

Your reference, your message from	Our reference, our message from	Phone	Fax	Date
		+91-265-6602206		01.04.2019

Sub.: Intimation of amended Code of Fair Disclosure and Conduct


Dear Sirs,

Pursuant to the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations 2015, we enclose herewith amended Code of Fair Disclosure and Conduct, approved by the Board of Directors of the Company, which is effective April 1, 2019.

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For Schaeffler India Limited
[Formerly known as FAG Bearings India Limited]



Chirag K. Shukla
Company Secretary



Enclosure: As above.

Schaeffler India Limited

(Formerly known as FAG Bearings India Limited)

Code on Prohibition of Insider Trading

Code of Fair Disclosure and Conduct

Code of Fair Disclosure and Conduct

To ensure timely and adequate disclosure of Unpublished Price-sensitive Information, the Company will ensure the following:

1. Prompt public disclosure of Unpublished Price-sensitive Information:
 - A. Unpublished Price-sensitive Information shall be disclosed by the Company to stock exchanges and disseminated on a continual and immediate basis.
 - B. The Company may improve investor access to the public announcements by other supplemental means.
2. Overseeing and co-ordinating disclosure: The Compliance Officer shall be responsible:
 - A. to oversee fair disclosure;
 - B. for ensuring that the Company complies with continual disclosure requirements;
 - C. overseeing and co-ordinating in consultation with Managing Director (CEO) or Chief Financial Officer of the Company, disclosure of Unpublished Price-sensitive Information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
3. Responding to market rumours:
 - A. The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
 - B. The official designated as Chief Investor Relation Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
4. Timely Reporting of shareholdings/ownership and changes in ownership:

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Securities Exchange Board of India Act, 1992 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be made in a timely and adequate manner.
5. Disclosure/dissemination of Unpublished Price-sensitive Information with special reference to analysts, research personnel and institutional investors. The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:
 - A. Only generally available information (i.e., information that is accessible to the public on a non-discriminatory basis) to be provided; alternatively, the information given to the analyst should be simultaneously made public at the earliest.

- B. Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
 - C. Handling of unanticipated questions – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion.
 - D. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price-sensitive Information, a public announcement should be made before responding.
 - E. Simultaneous release of Information - When the Company organises meetings with analysts, it shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.
6. Uniform and Universal Medium of disclosure/dissemination:
- A. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
 - B. The Company shall ensure that disclosure to stock exchanges is made promptly.
 - C. The Company may also facilitate disclosure through the use of their dedicated Internet website.
 - D. The Company's websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
 - E. The information filed by the Company with exchanges under continual disclosure requirement may be made available on its website.
7. Dissemination by stock exchanges:
- A. The disclosures made to stock exchanges may be disseminated by the exchanges to investors in a quick and efficient manner through the stock exchange network as well as through stock exchange websites.
 - B. Information furnished by the Company under continual disclosure requirements, should be published on the website of the exchange instantly.
8. Handling of all UPSI on 'Need to know' basis:
- Unpublished Price-sensitive Information is to be handled on a "need to know" basis, i.e., should be disclosed only to those within the Company who need the information to discharge their duty.
9. Determination of Legitimate Purpose:
- A. the term 'legitimate purpose' shall include sharing of Unpublished Price-sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers,

suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- B. Any person in receipt of Unpublished Price-sensitive Information pursuant to a 'legitimate purpose' shall be considered an 'insider' for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price-sensitive Information in compliance with these regulations.
