
Dear Sirs,


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:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Compliance Requirement (Regulations / Circulars / Guidelines / including specific clause)</th>
<th>Deviations</th>
<th>Observations / Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nil</td>
<td></td>
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</tbody>
</table>

b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under 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:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken E.g. Fines, Warning Letter, Debarment, etc</th>
<th>Observations of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Nil</td>
<td></td>
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</tbody>
</table>
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.

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Observations of the Practicing Company Secretary in previous reports</th>
<th>Observations made in the Secretarial Compliance Report for the year ended.</th>
<th>Actions taken by the Listed Entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
</tr>
</tbody>
</table>

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

Place: Vadodara  
Date: 12th February, 2020