

Schaeffler India Limited
(Formerly known as FAG Bearings India Limited)
Head Office & Works · P.O. Maneja, Vadodara – 390013, Gujarat, India

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Your reference, your message from

Our reference, our message from

Phone

Fax

Date

Sept 4, 2017

COMPLIANCE REPORT

Subject: Compliance Report with requirements specified in Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017

Dear Sir,

It is hereby certified that the draft scheme of arrangement, involving Schaeffler India Limited ("**Transferee Company**"), INA Bearings India Private Limited ("**Transferor Company 1**"), and LuK India Private Limited ("**Transferor Company 2**") and their respective shareholders, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and this circular, including the following:

Sl.	Reference	Particulars	Whether Complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, shall be complied

Schaeffler India Limited (Formerly known as FAG Bearings India Limited)
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(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, shall be complied


Raj Sarraf
Company Secretary




Dharmesh Arora
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Schaeffler India Limited, INA Bearings India Private Limited And LuK India Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.


Satish Patel
Chief Financial Officer




Dharmesh Arora
Managing Director