

Secretarial Compliance Report

of Schaeffler India Limited for the year ended December 31, 2022

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)]

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: L29130PN1962PLC204515 ("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 Financial Year ended December 31, 2022 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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;
- f. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the review period)**
- g. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the review period)**
- h. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the review period)**
- i. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable during the review period)**
- j. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the review period)**
- k. Securities and Exchange Board of India (Issue and Listing of Non - Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable during the review period)**

The Listed Entity has also complied with various Circulars / Guidelines issued under above Regulations, including Clauses 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019; and we hereby report that, during the Review Period:

- i. 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			

- ii. 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.

- iii. 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				

- iv. 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 December 31,2022	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
PR No. 884/2020
ACS No.: 9711; CP No.: 9927
UDIN: A009711D003144251



Place: Vadodara
Date: February 16, 2023