



Date: 09th July 2025

National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India NSE Scrip Code – SKFINDIA	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra, India BSE Scrip Code -500472
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Subject: Annual Report for the Financial Year 2024-25 along with Notice of 64th Annual General Meeting.

Dear Sir/Mam,

This is in continuation to our intimation dated 15th May 2025 and 25th June 2025, we would like to inform that the 64th Annual General Meeting (“AGM”) of the members of the Company is scheduled to be held on **Wednesday, 06th August 2025, at 2:00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI LODR”) read with General Circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI from time to time.

Pursuant to Regulation 30 & 34(1) of SEBI LODR, we are submitting herewith the [Annual Report of the Company along with the Notice of AGM for the Financial Year 2024-25](https://cdn.skfmediahub.skf.com/api/public/099b2532e4232b46/pdf_preview_medium/099b2532e4232b46_pdf_preview_medium.pdf) which has been sent through electronic mode to the members whose email addresses are registered with the Company’s Registrar and Share Transfer Agent / Depositories as on Friday, 04th July 2025. It is also available on the website of the Company at below-mentioned link:

https://cdn.skfmediahub.skf.com/api/public/099b2532e4232b46/pdf_preview_medium/099b2532e4232b46_pdf_preview_medium.pdf

Further, in accordance with Regulation 36 of SEBI LODR, dispatch of letters providing web link of Annual Report for the financial year 2024-25, as available on the website of the Company, to the members who have not registered their email addresses with the Company’s Registrar and Share Transfer Agent / Depositories as on Friday, 04th July 2025, has been initiated.

Pursuant to Regulation 42 of the SEBI LODR, read with applicable provisions, if any the Company has fixed the **Record Date as Friday, 04th July 2025**, for determining eligibility/entitlement of members to receive the final dividend for the Financial Year 2024-25, if declared and approved by the shareholders at the ensuing 64th Annual General Meeting of the Company.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the members of the Company, holding shares as on **Wednesday, 30th July 2025 i.e.** cut-off date, either in physical form or in dematerialised form are

SKF India Limited

Registered office: Chinchwad, Pune 411 033, Maharashtra, India

Tel: +91 (20) 6611 2500, Fax no: +91 (20) 6611 2396, Web: www.skf.com, Email id: investorIndia@skf.com

CIN: L29130PN1961PLC213113



eligible/entitled to vote on the resolutions proposed in the Notice of AGM. The remote e-voting commences on **Saturday, 02nd August 2025 (9:00 a.m. IST)** and ends on **Tuesday, 05th August 2025 (5:00 p.m. IST)**.

The details such as (i) registering/updating email address (ii) casting vote through evoting facility and (iii) attending the AGM through VC/ OAVM are set out in the Notice of AGM.

Enclosed herewith please find the Notice of 64th AGM for FY 2024-25 as **Annexure-1**.

We request you to take the above information on record and disseminate the same on your respective websites.

Thanking you,

Yours faithfully,
For SKF India Limited

Ranjan Kumar
Company Secretary & Compliance Officer

SKF India Limited

Registered office: Chinchwad, Pune 411 033, Maharashtra, India

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NOTICE OF 64TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Sixty-Fourth (“64th”) Annual General Meeting (“AGM”)** of the Members of SKF India Limited (“the Company”) will be held on **Wednesday , 6th August, 2025, at 2.00 p.m. IST** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with Reports of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Report of the Auditors thereon.
- To approve and declare final dividend of Rs 14.5/- per equity share having face value of Rs 10/- each fully paid up for the financial year ended 31st March, 2025.
- To appoint a Director in place of Mr. Karl Robin Joakim Landholm (**DIN: 09651911**), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Approve Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company.

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, read with applicable Rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI LODR”) as amended till date, Foreign Exchange and Management Act, 1999 read with rules and regulations made thereunder, (including any statutory modifications or amendments or re-enactment thereof, for the time being in force), and the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s)

as may be necessary from time to time and on basis the recommendation and approval of the Audit Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded to Board of Directors, if required to enter / continue to enter into the Material Related Party Transaction(s) / contracts / arrangement(s) / Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with **SKF GmbH, Schweinfurt, Germany (“SKF Germany”)**, Fellow Subsidiary and a ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, in the nature of related to Administrative and Service Fees, Purchase of Capital Goods and Services, purchase of raw material, components, spares and finished goods, reimbursements paid, reimbursement received, technical and service income and sale of goods and services and any other business transactions on continuous basis up to **MINR 8,834.1** (“Related Party Transactions”) as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF Germany, for FY 2025-26 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2025-26 or fifteen months from the date of 64th Annual General Meeting, whichever is earlier such that the maximum value of the Material Related Party Transactions with SKF Germany, in aggregate, does not exceed **MINR 8,834.1** provided that the said transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at an arm’s length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF Germany.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any of its duly constituted Committee or any officer / executive / representative and / or any other person so authorized by the Board) be and is hereby authorised by the members of the Company to do all such acts and deeds to finalize the terms and conditions as may be considered necessary, expedient or desirable and to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred hereto or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. To Approve Material Related Party Transactions with SKF Asia Pacific Pte Ltd, 20 Toh Guan Road, Singapore, SKF Group Company.

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with applicable Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI LODR”) as amended till date, Foreign Exchange and Management Act, 1999 read with rules and regulations made thereunder, (including any statutory modifications or amendments or re-enactment thereof, for the time being in force), and the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation and approval of the Audit Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded to Board of Directors, if required to enter / continue to enter into the Material Related Party Transaction(s) / contracts / arrangement(s) / Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with **SKF Asia Pacific Pte Ltd, 20 Toh Guan Road, Singapore, (“SKF Asia Pacific”)** Fellow Subsidiary and a ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, in the nature of related to purchase of raw material, components, spares and finished goods, technical and service income and sale of goods and services and any other business transactions on continuous basis up to **MINR 5,149.5** (“Related Party Transactions”) as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF Asia Pacific for FY 2025-26 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2025-26 or fifteen

months from the date of 64th Annual General Meeting, whichever is earlier such that the maximum value of the Material Related Party Transactions with SKF Asia Pacific in aggregate, does not exceed **MINR 5,149.5** provided that the said transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at an arm’s length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF Asia Pacific.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any of its duly constituted Committee or any officer / executive / representative and / or any other person so authorised by the Board) be and is hereby authorised by the members of the Company to do all such acts and deeds to finalise the terms and conditions as may be considered necessary, expedient or desirable and to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred hereto or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To Approve Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited, (Fellow Subsidiary).

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with applicable Rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended till date, including any statutory modifications or re-enactments thereof, the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from



NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

time to time and on basis the recommendation and approval of the Audit Committee & Board of Directors, approval of the Members of the Company be and is hereby accorded to Board of Directors of the Company, if required to enter / continue to enter into the Material Related Party Transaction(s) / contract(s) / arrangement(s) / Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with **SKF Engineering and Lubrication India Private Limited (“SELIPL”)**, Fellow Subsidiary and a ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, in the nature of transactions related to Contract for Inter corporate loan & Interest, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Reimbursements Received Technical and Service Income and Sale of Goods and services, Rent received and other services on continues basis (“Related Party Transactions”) on such terms as may be mutually agreed between the Company and the SELIPL, for FY 2025-26 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2025-26 or fifteen months from the date of 64th Annual General Meeting, whichever is earlier such that the maximum value of the Material Related Party Transactions with SELIPL in aggregate, does not exceed **MINR 11,243.5** provided that the said transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at an arm’s length basis during the aforesaid period.

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 and other applicable provisions, if any applicable, of the Companies Act 2013 read with the rules made thereunder (including any statutory modifications or re-enactments or amendments made thereof), pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date on the basis of the recommendation of the Audit Committee and Board of Directors, the approval of the members of the Company be and is hereby accorded to the Board of Directors to grant / execute / extend / disbursed the loan of **MINR 1,300 (this loan amount is part of the aforesaid Material Related Party Transaction Limit of MINR 11,243.5)** in one or more tranche(s) to SELIPL for FY 2025-26 for a period of not exceeding 5 (Five) years up to 2029, at an interest rate equivalent to 7 (seven) years Government Security (6.50% GS rate currently) or, FD/Term deposit rate, whichever is higher + 150 bps

(to be reviewed every 6 months), and on such terms and conditions as may be mutually agreed between the Company and SELIPL which shall be utilised by SELIPL for its principal business activities only.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any of its duly constituted Committee(s) or any officer(s) / executive(s) / representative(s) and / or any other person(s) so authorised by the Board) be and is hereby authorised by the members of the Company to do all such acts, deeds and things (including finalisation of the terms and conditions) as may be considered necessary, expedient or desirable to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise on this effect and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred hereto or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. **To Consider and Approve the Appointment of M/s J. B. Bhave & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for a Period of Five Years i.e. from the Financial Year 2025-26 to the Financial Year 2029-30.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 179 and 204 of the Companies Act, 2013 read with Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 respectively, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended till date and on the recommendation of Audit Committee and the Board of Directors, M/s. J. B. Bhave & Co. Practicing Company Secretaries (FRN: S1999MH025400) a peer reviewed firm of Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company for a period of 5 (five) financial years i.e. from Financial Year 2025-

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

26 to Financial Year 2029-30 for conducting the secretarial audit of the Company on such remuneration and terms of engagement, as may be mutually agreed between the Board / Audit Committee and the Auditors of the Company from time to time.”

8. To Ratify the Remuneration of the Cost Auditor for the Financial Year 2025-26.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, Members of the Company be and is hereby ratify the remuneration of Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. Joshi Apte and Associates Cost Accountant (Firm Registration No: 000240), who have been appointed as Cost Auditors by the Board of Directors on recommendation of the Audit Committee of the Company to conduct the cost audit of cost records of the Company for the Financial Year ending 2025-26.”

9. To Consider and Approve the Remuneration Payable to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in Excess of Fifty Percent of the Total Annual Remuneration Payable to All Non-Executive Directors of the Company for the Financial Year.

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 197 and 198 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act, and any other applicable provisions of the Act, including any other statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company, Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any other applicable regulations thereon, and based on the recommendations of the Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration equal to a sum of Rs. 36,87,362/- (Thirty Six Lakhs Eighty Seven Thousand Three Hundred Sixty Two Only) to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in such manner and in all respects being an amount exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for FY 2024-25, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees.

RESOLVED FURTHER THAT Mr. Mukund Vasudevan, Managing Director of the Company be and is hereby authorized to physically / digitally sign and execute all the required documents, filing of the forms and do all such acts, deeds and things as may be necessary and required to give effect to the aforesaid resolution.”

By Order of the Board**SKF India Limited****Ranjan Kumar****Company Secretary & Compliance Officer****Membership no.: A16192****Registered Office:**

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130PN1961PLC213113

E-mail: investorIndia@SKF.com

Website: <https://www.skf.com/in/investors>

Telephone No.: 020- 66112500

Date: 15th May, 2025



NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

Notes

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 14/2020 dated 8th April, 2020, General Circular no.17/2020 dated 13th April, 2020 and General Circular no. 20/2020 dated 5th May, 2020 , General Circular no. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, General Circular no 2/2022 dated 5th May, 2022, and read with General Circular No 10/2022 dated 28th December, 2022, 09/2024 dated 19th September 2024, respectively and recent MCA notifications issued if any in this regard (“MCA Circulars”) has allowed to hold the Annual General Meeting (“AGM” or “meeting”) of the Company during the year 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. Therefore, in compliance with the MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”), and all applicable SEBI Circulars and Regulations, this 64th AGM of the Company is scheduled to be held through VC / OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at Chinchwad, Pune 411033, Maharashtra, India.
2. In view of relaxation given by MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May , 2020 read with SEBI circular no. CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/VCIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 and recent relevant SEBI circular, issued in this regard (hereinafter referred as “SEBI circulars”), the Annual Report including Financial statements, Auditor’s report, Board’s report, Notice of AGM along with all the annexures and attachments thereof are being sent through email to those Members whose email addresses are registered with the Company / Depositories as on 4th July, 2024) and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for FY 2024-25 will also be available on the Company’s website <https://www.skf.com/in/investors>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and will also be available on the website of National Securities Depository Limited www.evoting.nsdl.com (agency for providing the remote e-voting facility).
3. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act,2013 (“The Act”), setting out the material facts concerning the Business(s) mentioned in Item nos. 3 to 9 of the Notice is annexed hereto. The relevant details, with respect to Item No. 3 to 9 pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure- A.**
4. The 64th AGM of the Company is being held in accordance with the MCA and SEBI Circulars through VC / OAVM, therefore, the requirement of physical attendance of members has been dispensed, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Section 113 of the Act, Institutional / Corporate members are requested to send a duly certified scanned copy (JPG / PDF Format) of the Board Resolution, governing body Resolution or Authorization letter authorizing their representative to participate in remote e-voting or to attend and vote at the AGM at jbhave@gmail.com with a copy marked to evoting@nsdl.com before e-voting/ attending AGM from their registered email address.
7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

contact the Company or Company's Registrars and Share Transfer Agents, M/s MUFG Intime India Private Limited (previously known as M/s Link Intime India Private Limited) ("RTA") for assistance in this regard. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.

8. Pursuant to Section 72 of the Act, read with the rules made thereunder, Member(s) of the Company may nominate a person in whose name the shares held by him / them shall vest in the event of his / their unfortunate death. Member(s) holding shares in physical form may file nominations in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
9. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, as on the cut-off date will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.
10. The Record date is fixed as **Friday, 4th July, 2025** for the purpose of determining the eligibility of member(s) entitled to receive dividend, if declared at the AGM.
11. The final dividend of Rs. 14.5/- per equity shares of Rs. 10/- each for FY 2024-25, as recommended by the Board of Directors of the Company, if declared at AGM, will be paid on or before the 30th day from the date of declaration of dividend, to the below members:
 - (i) in respect of shares held in physical form, to those Members whose names stand in the Register of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company as of the end of day, on **Friday, 4th July, 2025** and
 - (ii) in respect of shares held in the dematerialized form, to those members whose names appear in the statement of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose as of the end of the day, on **Friday, 4th July, 2025**.
12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April, 2020 and the Company is required to deduct Tax at Source ("TDS") from dividends paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's Registrars and Share Transfer Agent's email address at csg-unit@in.mpms.mufg.com
13. Beneficial Owners holding shares in demat form are advised to get particulars of their bank account updated with the Depository Participant (DP) in terms of SEBI Guidelines and the regulations of NSDL & CDSL for the purpose of payment of dividends. The Company or RTA will not entertain requests for change of such bank details printed on their dividend warrants. Member(s) holding shares in physical form are requested to notify the Company or Company's RTA of any change in their addresses / Bank Mandates.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.mca.gov.in For details, please refer to the corporate governance report which is part of this Annual Report.
15. The amount outstanding in the unpaid dividend account in respect of FY 2017-18 and shares where the dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government.

The Company has placed on its website <https://www.skf.com/in/investors/shareholder-information>, the information on unclaimed dividends.
16. Members who would like to express their views / ask questions before or during the meeting may send an email at Company's email address investorIndia@SKF.com from their registered email id with the Company or RTA mentioning their views / questions along with their full name, demat account number / folio number,



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registered email id, mobile number and such other details as may be deemed fit by **26th July, 2025**. Only the views / questions of those shareholders will be taken up who have mailed it to the Company within prescribed time and will be replied suitably.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated 3rd November, 2021, in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.skf.com/in/investors/shareholder-information>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's <https://www.skf.com/in/investors/shareholder-information> and on the website of the Company's RTA may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

17. Members requesting any information relating to the accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.

18. Instructions for remote-voting, e-voting and joining the AGM through VC / OAVM as per MCA Circulars are as follows:

- (i) The Company shall be providing a two-way teleconferencing facility for the ease of participation of the members.
- (ii) The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on the first come first served basis.
- (iii) The facility for joining AGM through VC / OAVM will be opened 15 minutes before the scheduled time i.e. 1:45 p.m. IST and the Company may close the window to join the VC / OAVM facility 15 minutes after the scheduled time to start the 64th AGM.
- (iv) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All other documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members up to the date of AGM. Members seeking to inspect such documents are requested to send an email to investorIndia@SKF.com in advance.
- (v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- (vi) The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on **cut-off date** i.e. the closing of business hours of **Wednesday, 30th July, 2025**.
- (vii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. Wednesday, 30th July, 2025** shall be entitled to avail of the facility of remote e-voting / e-voting facility during the AGM. Any person who is not a member as on the Cut-off date should treat this notice for information purpose only.

The Members can opt for only one mode of voting i.e. remote e-Voting or e-voting at the AGM. In the case of voting by both modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.

- (viii) The remote e-voting facility will be available during the following period for all the members who are either holding shares in physical mode or in demat mode:

**(a) Commencement of remote e-voting:
2nd August, 2025 (Saturday) at 9:00 a.m. (IST)**

**(b) End of remote e-voting : 5th August, 2025
(Tuesday) at 5 : 00 p.m. (IST)**

- (ix) During this period, Members holding shares either in physical form or in dematerialised form as on cut-off date, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Those Members who will be present in the AGM through VC / OAVM facility

and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM as per the process mentioned below in the Notice.

- (x) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com
- (xi) The Board of Directors of the Company has appointed Mr. Jayavant B Bhave (Membership FCS 4266 / CP 3068) of M /s J. B. Bhave and Co, Practicing Company Secretaries, as the Scrutiniser to scrutinise the voting process electronically or otherwise for remote e-Voting and e-Voting at the AGM in a fair and transparent manner.
- (xii) The Scrutiniser shall on conclusion of the voting at the AGM first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <https://www.skf.com/in/investors> and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
- (xiii) The helpline number / contact person regarding any technical query / assistance for remote e-voting or participation and e-voting in the AGM through VC / OAVM is 022-4886 7000, Mr. Sanjeev Yadav, at evoting@nsdl.com
- (xiv) Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same



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by providing their Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company's RTA at csg-unit@in.mpms.mufg.com in case the shares are held by them in physical form. Further, if shares are held in demat mode, then the members may contact the Depository Participants (DPs) to register / update their email address as per the process advised by your DPs.

- (xv) For receiving the dividend directly in their bank accounts, Members are requested to register / update their bank details by providing their Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), self-attested copy of their PAN original copy of cancelled cheque etc. to Company's RTA at csg-unit@in.mpms.mufg.com in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact their Depository Participant (DP) for registering / updating the bank account details as per the process advised by your DP.
- (xvi) Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
- (xvii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on closing of business hours of **Wednesday, 30th July 2025**. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting, as well as voting at the meeting through electronic voting system.
- (xviii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date i.e. closing of business hours of (Wednesday, 30th July 2025) may obtain the login id and password by sending a request at evoting@nsdl.com. However, if he / she is already registered with NSDL for e-voting then

he / she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot user Details / Password" option or "Physical User Reset Password?" available on www.evoting.nsdl.com. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password / PIN for casting your vote.

- (xix) In case Shareholders are holding shares in demat mode, USER ID is the combination of (DPID + Client ID). In case, Shareholders are holding shares in Physical mode, USER ID is the combination of (EVEN No. + Folio No).
- (xx) A Member may participate in the AGM even after exercising his / her right to vote through remote e-voting but shall not be entitled to vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 2nd August, 2025 at 9:00 A.M. and ends on Tuesday, 5th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 30th July, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being, Wednesday 30th July, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="464 432 1471 712">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="464 723 1471 1037">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="464 1048 1471 1149">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="464 1160 1471 1507">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="464 1518 1471 1597">5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="534 1624 1021 1657" style="text-align: center;"> <p>NSDL Mobile App is available on</p> </div> <div data-bbox="534 1686 738 1738" style="display: inline-block; text-align: center;">  App Store </div> <div data-bbox="786 1686 1021 1738" style="display: inline-block; text-align: center;">  Google Play </div> <div data-bbox="579 1765 730 1912" style="text-align: center; margin: 10px 0;">  </div> <div data-bbox="831 1765 983 1912" style="text-align: center; margin: 10px 0;">  </div>

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if the folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open

the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen

signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutiniser by e-mail to jbbhave@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorIndia@SKF.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorIndia@SKF.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated 9th December , 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC / OAVM link placed under the Join Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorIndia@SKF.com. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorIndia@SKF.com. The same will be replied to by the Company suitably.
7. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3

To appoint a Director in place of Mr. Karl Robin Joakim Landholm (DIN: 09651911) who retires by rotation at this AGM and being eligible offers himself for re-appointment.

As per the provisions of Section 152 (6) of the Companies Act 2013, except for Independent Directors, not less than two-thirds of the total number of remaining directors shall be the persons whose period of office is liable to determination by rotation and at least one-third of such Directors are liable to retire by rotation at every AGM. As per the Article of Association of the Company, the Managing Director is not liable to retire by rotation. The Board of Directors ("Board") on recommendation of Nomination and Remuneration Committee appointed Mr. Karl Robin Joakim Landholm (DIN: 09651911) as Additional Director of the Company with effect from 28th June, 2022 and the Members had approved his appointment as a Director of the Company, at 61st Annual general meeting held on



NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

27th July, 2022. Mr. Karl Robin Joakim Landholm, who holds the office for the longest period, is liable to retire by rotation at the ensuing AGM. Accordingly, the Board places the resolution as provided in Item No. 3 of the Notice, before the members to be passed as Ordinary Resolution, details of which are provided in the explanatory statement of the resolution. A brief profile and other information of Mr. Karl Robin Joakim Landholm (DIN: 09651911), as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, is provided in **Annexure - A** to this Notice. Mr. Karl Robin Joakim Landholm is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and he is not restrained from holding the position of Director in any Company, by virtue of order of Securities and Exchange Board of India (SEBI) or any other authority.

Apart from Mr. Karl Robin Joakim Landholm and his relatives, to the extent of their shareholding, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, are concerned or interested, whether financially or otherwise, in the resolution as set out in Item No. 3 of this Notice.

Accordingly, the Board recommends the Resolution as set out in Item No. 3 of this Notice for approval of the Members as an **Ordinary Resolution**.

Item No. 4

To Approve Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany , SKF Group Company.

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF GmbH, Schweinfurt, Germany ("SKF Germany") is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

As per the provisions of Section 188 (1) of the Act, read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended from time to time), the Material Related Party Transactions requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered fall under threshold limit i.e., if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds INR 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

It is proposed to carry out various transactions during the Financial Year 2025-26 including but not limited to the Contract with SKF Germany for Administrative and Service Fees, Purchase of Capital Goods and Services, Purchase of Raw Material, Components, Spares and Finished Goods, Reimbursements Paid, Reimbursements Received, Technical and Service Income and Sale of Goods and services and any other business transactions on a continuous basis for business profitability with SKF Germany in aggregate does not exceed **MINR 8,834.1**.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

All the transactions carried out by SKF India Limited with SKF Germany are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for FY 2025-26 and thereafter up to the date of the next annual general meeting of the Company to be held for the FY 2025-26 or fifteen months from the date of 64th Annual General Meeting, whichever is earlier.

Pursuant to Section 188 of the Companies Act 2013 including Rules made thereunder and SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, read with SEBI notified Industry Standards on Related Party Transactions, as amended from time to time, particulars of the transactions with SKF Germany enclosed herewith for perusal of shareholders. The same was also presented before the Audit Committee/ Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure - B** to this notice.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per **Annexure - B**, placed for members approval, shall, at all times, be subject to prior approval of the Audit Committee / Independent Directors of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended SEBI LODR, all the related party transactions shall be approved only by those Members of the audit committee, who are Independent Directors. The transactions shall also be reviewed /

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

monitored on a quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI LODR.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Board of Directors of the Company, at its meeting held on 15th May, 2025, on the approval and recommendation of the Audit Committee and subject to the approval of the Members, approved the above proposal such that the maximum value of the Related Party Transactions during the aforesaid period does not exceed the amount stated in the aforesaid resolution. Pursuant to Regulation 23 of the SEBI LODR, Members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not. Accordingly, the Board recommends the Resolution as set out in Item No. 4 of this Notice for approval of the Members as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 4 for the approval of the Members of the Company.

Item No. 5

To Approve Material Related Party Transactions with SKF Asia Pacific Pte Ltd, 20 Toh Guan Road, Singapore, SKF Group Company.

The Company is a subsidiary of Aktiebolaget SKF (AB SKF). SKF Asia Pacific Pte Ltd, 20 Toh Guan Road, Singapore (SKF Asia Pacific) is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation-2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

As per the provisions of Section 188 (1) of the Act, read with rules made thereunder and Regulation 23(4) of SEBI LODR (amended from time to time), the Material Related Party Transactions requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered fall under threshold limit i.e., if the transaction(s) to be entered into individually or taken together with previous transactions during a Financial Year, exceeds INR 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

It is proposed to carry out various transactions during the Financial Year 2025-26 including but not limited to the Contract with SKF Asia Pacific for Purchase of Raw Material, Components, Spares and Finished Goods, Technical and Service Income and Sale of Goods and services and any other business transactions on a continuous basis for business profitability with SKF Asia Pacific in aggregate does not exceed **MINR 5,149.5**.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

All the transactions carried out by the Company with SKF Asia Pacific are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for FY 2025-26 and thereafter up to the date of the next annual general meeting of the Company to be held for the FY 2025-26 or fifteen months from the date of 64th Annual General Meeting, whichever is earlier.

Pursuant to Section 188 of the Act including Rules made thereunder and SEBI circular no. SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, read with SEBI notified Industry Standards on Related Party Transactions, as amended from time to time, particulars of the transactions with SKF Asia Pacific enclosed herewith for perusal of shareholders. The same was also presented before the Audit Committee / Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) and is provided as **Annexure - C** to this notice.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business and also plays significant



NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per **Annexure - C**, placed for members approval, shall, at all times, be subject to prior approval of the Audit Committee/ Independent Directors of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended SEBI LODR, all the related party transactions shall be approved only by those Members of the audit committee, who are Independent Directors. The transactions shall also be reviewed / monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as may be defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI LODR.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Board of Directors of the Company, at its meeting held on 15th May, 2025, on the approval and recommendation of the Audit Committee and subject to the approval of the Members, approved the above proposal such that the maximum value of the Related Party Transactions during the aforesaid period does not exceed the amount stated in the aforesaid resolution. Pursuant to Regulation 23 of the SEBI LODR, Members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not. Accordingly, the Board recommends the Resolution as set out in Item No.5 of this Notice for approval of the Members as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 5 for the approval of the Members of the Company.

Item No. 6

To Approve Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited, (Fellow Subsidiary)

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF Engineering and Lubrication India Private Limited ("SELIPL") is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 ("the Act") and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

As per the provisions of Section 188 (1) of the Act, read with rules made thereunder and Regulation 23 of SEBI LODR, the Material Related Party Transactions requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered fall under the threshold limit i.e., if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds INR 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members are apprised that in the 62nd AGM, the Company had obtained shareholders' approval for granting loans up to MINR 1200 for FY 2023-24. Further, in 63rd Annual General Meeting the company has obtained shareholder's approval for granting loans up to MINR 1300 for FY 2024-25 in one or more tranches.

In continuation of above mentioned transactions, to carry out various transactions during the Financial Year 2025-26 including but not limited to the Contract for Inter corporate loan & Interest, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Reimbursements Received, Technical and Service Income and Sale of Goods and services, Rent received and other services. on continues basis with SELIPL in aggregate, does not exceed **MINR 11,243.5 (including Loan of MINR 1300 for FY 2025-26)** during the aforesaid period. This makes it a material related party transaction.

All the transactions carried out by SKF India Limited with SELIPL are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the Members for FY 2025-26 and thereafter up to the date of the next Annual General Meeting of the Company to be held for the FY 2025-26 or fifteen months from the date of 64th Annual General Meeting, whichever is earlier, such that

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

the maximum value of the related party transactions with SELIPL, in aggregate, does not exceed the limit.

In compliance to the aforesaid provision of the Companies Act, 2013 and rules made thereunder and SEBI Regulations, aforesaid transaction requires approval of the Members by way of an ordinary resolution.

Pursuant to Section 188 of the Act including Rules made thereunder and SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, read with SEBI notified Industry Standards on Related Party Transactions, as amended from time to time, particulars of the transactions with SELIPL enclosed herewith for perusal of shareholders. The same was also presented before the Audit Committee/ Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure - D** to this notice.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that the Related Party Transaction as per **Annexure - D**, placed for Members approval, shall, at all times, be subject to prior approval of the Audit Committee/ Independent Directors of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended SEBI LODR, all the related party transactions shall be approved only by those Members of the Audit Committee, who are Independent Directors. The transactions shall also be reviewed / monitored on a quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transactions, as may be defined by the audit committee as a part of the Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI LODR.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

The Board of Directors of the Company, at its meeting held on 15th May, 2025, on the approval and recommendation of the Audit Committee and subject to the approval of the Members, approved the above proposal such that the

maximum value of the Related Party Transactions during the aforesaid period does not exceed the amount stated in the aforesaid resolution.

Pursuant to Regulation 23 of the SEBI LODR, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group), is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 6 for the approval of the members of the Company.

Item No. 7**To Consider and Approve the Appointment of M/s J. B. Bhawe & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for a Period of Five Years i.e. from the Financial Year 2025-26 to the Financial Year 2029-30.**

Pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from 1st April, 2025, your Company is required to appoint, re-appoint or continue with the appointment of the Secretarial Auditor, who is a "Peer Reviewed Company Secretary", meaning that a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In accordance with the above Regulation, and on the recommendation of the Audit Committee, the Board of the Company at its meeting held on 15th May, 2025, proposed to appoint Mr. Jayavant B. Bhawe, Practicing Company Secretary (FCS 4266; CP No. 3068), who is a sole proprietor of J. B. Bhawe & Co., Company Secretaries, Pune, and a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for performing audit of the Company's secretarial records for the financial year beginning 1st April, 2025, for a period of one term of five consecutive years, that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of



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the Company and the Secretarial Auditors. The practicing Company Secretary holds a valid certificate of peer review issued by the Institute of Company Secretaries of India and that he has not incurred any of the disqualifications as specified under the Companies Act, 2013 and by the SEBI. The Company has received a written confirmation from Mr. Jayavant B. Bhave, Company Secretary, to the effect that his appointment as the Secretarial Auditors of the Company, if made, will be as per the requirements laid down under the Companies Act 2013 and SEBI LODR. The detailed Profile of Secretarial Auditors is per **Annexure - E**.

The SEBI (LODR) (Third Amendment) Regulations, 224, require that the appointment of the Secretarial Auditor should be subject to the approval of the shareholders in its Annual General Meeting. Accordingly, the Board recommends the Resolution set out in Item No. 7 for the approval by the Members of the Company as an Ordinary Resolution.

None of the Directors, Managers or any key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 8

To Ratify the Remuneration of the Cost Auditor for the Financial Year 2025-26.

The Company is required to have its cost records audited by Cost Accountant in practice. Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Joshi Apte and Associates, Cost Accountants, having Firm Registration No. 000240 as Cost Auditors of the Company for the Financial Year 2025-26 at its Board meeting held on 15th May, 2025 at a remuneration Rs. 4,50,000/- (Four Lakh and Fifty Thousand Only), plus out of pocket expenses as actual, if any and applicable taxes. The detailed profile of the Cost Auditor is as per **Annexure - E**.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by way of an Ordinary Resolution to ratify the approval of remuneration payable to the Cost Auditors for the FY 2025-26.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding and common directorships, if any.

Item No. 9

To Consider and Approve the Remuneration Payable to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in Excess of Fifty Percent of the Total Annual Remuneration Payable to All Non-Executive Directors of the Company for the Financial Year.

The shareholders at the 60th General Meeting held on 23rd July, 2021 had approved the payment of remuneration by way of commission to Non-Executive Directors of the Company not exceeding one per cent of the net profits of the Company for the relevant Financial Year. In line with the Remuneration Policy of the Company, the compensation to the Non-Executive Directors takes the form of commission on profits. Though shareholders have approved the payment of commission up to one per cent of net profits of the Company for each year, the actual commission paid to the Directors is restricted to a fixed sum within the above limit. This sum is reviewed at the end of Financial Year after taking into consideration various factors such as business / financial performance of the Company, activities handled / supervised, time spent for attending to the affairs and business of the Company, extent of responsibilities shouldered by each Director and evaluation of performance made by the Board. Keeping in view all these factors, skills, expertise including Industry Experience, sector specific knowledge of bearing and user industries, marketing, strategic planning / thinking, leadership, regulatory laws knowledge, Finance / Accounting Acumen and a considerable amount of time has been spent by Mr. Gopal Subramanyam in meetings held during the year, evaluating various opportunities, reviewing the business with leadership team, mentoring the leadership team, as member of Audit, Nomination and Remuneration and Corporate Social Responsibilities committees, apart from being the Chairperson of the Stakeholders' Relationship and Risk Management Committee as well as the Board, the duties and responsibilities of Mr. Gopal Subramanyam have increased manifold.

Accordingly, a higher amount of commission (i.e. Rs. 36,87,362/-) has been proposed for Mr. Gopal Subramanyam, for devoting his valuable time to the organization. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee have recommended a higher amount of

NOTICE OF 64TH ANNUAL GENERAL MEETING (Contd)

commission to him in the capacity of Non-Executive Independent Director as compared to other Non-Executive Directors. Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution is required to be obtained every Financial Year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors. Since the commission amount payable to Mr. Gopal Subramanyam exceeds fifty per cent of the total remuneration payable to all Non-Executive Directors for the year 2024-25, the approval of the shareholders is sought by way of special resolution. Considering the role that he is expected to play, the Board believes that the commission payable to Mr. Gopal Subramanyam is commensurate with the efforts and the time spent by him on behalf of the Company.

Accordingly, the Board has recommended a commission payable to Mr. Gopal Subramanyam for FY 2024-25 in excess of fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company and

accordingly recommends passing of resolution at item No. 9 for approval of the shareholders as a special resolution.

Except Mr. Gopal Subramanyam none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financial or otherwise, in the said resolution.

**By Order of the Board
SKF India Limited**

**Ranjan Kumar
Company Secretary & Compliance Officer
Membership no.: A1619**

Registered Office:

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130PN1961PLC213113

E-mail: investorIndia@SKF.com

Website: <https://www.skf.com/in/investors>

Telephone No.: 020 66112500

Date: 15th May, 2025

ANNEXURE-A

Information pursuant to the Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India of Directors seeking re-appointment / appointment at the 64th Annual General Meeting

Name of the Director	Mr. Karl Robin Joakim Landholm
Director Identification Number	09651911
Date of Birth (age)	10 th June, 1969 (56 years old)
Nationality	Swedish
Date of first Appointment on Board of the Company	28 th June, 2022
Qualification	Swedish Navy Staff College graduate with a master's degree in economics and business administration from Stockholm School of Economics.
Experience	<p>Overall Experience: Currently, Joakim Landholm is Senior Vice President - Group Operations and Chief Sustainability Officer at SKF, supporting the business across four global geographical regions and two global business areas. He oversees manufacturing development, supply chain, quality, EHS, sustainability, IT and Group strategy.</p> <p>He has previously served as CEO for Hector Rail (a leading European rail freight provider), as Chief Commercial Officer Scandinavian Airlines and in leadership positions at RSA and GE Capital. Throughout his career, he has worked extensively on driving large-scale and transformative change in multiple industries, including airlines, logistics, healthcare, financial services, and automotive.</p>
Terms & conditions of appointment/ re-appointment	As per the appointment letter
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Number of Board Meeting attended during the FY 2024-25	5
Shareholding in the Company (self and beneficial basis only)	Nil
List of Directorship held in other Listed Companies	Nil
Listed companies from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional areas	Please refer to the Corporate Governance report
Chairmanship / Membership of Audit and Stakeholders Relationship Committee of SKF India Limited	Nil
Listed entities from which Director has resigned in last three years	Nil
Chairmanships / Memberships of the Committees of Boards of other Companies	Nil
Inter-se Relationship between the Directors, Manager and other Key Managerial personnel of the Company	None

Note: Committee membership includes only the Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not). Other directorships do not include directorships of foreign companies.

ANNEXURE-B

Item No. 4

Approval of Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company.

Pursuant to Section 188 of Companies Act, 2013 and rules thereunder read with SEBI notified Industry Standards on Related Party Transactions and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 (“SEBI Circulars”), as amended till date, particulars of the transactions with SKF GmbH, Schweinfurt presented before the Audit Committee (Only Independent Directors) and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval);

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
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A. Details of the related party and transactions with the related party

A(1). Basic details of the related party

1.	Name of the related party	SKF GmbH	
2.	Country of incorporation of the related party	Schweinfurt, Germany	
3.	Nature of business of the related party	Primarily involved in the design, development, and manufacturing of bearings, seals, and lubrication systems.	

A(2). Relationship and ownership of the related party

4.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party.	SKF GmbH is the subsidiary of company AB SKF (Promoter company of SKF India Limited)	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	SKF India Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	SKF GmbH do not hold any shareholding in SKF India Limited.	

A(3). Financial performance of the related party

	Particulars	Amount in	Amount in	Amount in
		(MEUR) FY 2024	(MEUR) FY 2023	(MEUR) FY 2022
7.	Standalone turnover of the related party for each of the last three Financial Years:	1,483.5	1,709.1	1,689.1
8.	Standalone net worth of the related party for each of the last three Financial Years:	858.9	809.0	745.4
9.	Standalone net profits of the related party for each of the last three financial years:	32.9	66.8	61.1

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three Financial Years. Note: Details need to be disclosed separately for the listed entity and its subsidiary.	Amount in (MINR) FY 2023-24	Amount in (MINR) FY 2022-23	Amount in (MINR) FY 2021-22	
	Sr. No.	Category			
	1)	Sale & Purchase of Goods, Receiving & Rendering of Services and Other Transactions	4,234.1	4,242.8	4,211.5
	Total		4,234.1	4,242.8	4,211.5
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	3,882.1 (MINR) (till Q3 FY 2024-25)			
12.	Whether prior approval of the Audit Committee has been taken for the above-mentioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No			
A(5). Amount of the proposed transactions (All types of transactions taken together)					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	8,834.1 (MINR)			
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT in terms of Para 1(1) of these Standards?	Yes			
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year.	19%			
17.	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding Financial Year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	19%			
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	6%			

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee								
B. Details for specific transactions											
B(1). Basic details of the proposed transaction											
(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)											
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing, etc.)	Transactions related to Contract for Administrative and Service Fees, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Reimbursements Received, Technical and Service Income and Sale of Goods and services and any other Business Transactions.									
2.	Details of the proposed transaction										
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Category</th> <th>Amount (MINR)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale and Purchase of Goods, Receiving and Rendering of Services and Other Transactions</td> <td>8,834.1</td> </tr> <tr> <td colspan="2">Total</td> <td>8,834.1</td> </tr> </tbody> </table>	Sr. No.	Category	Amount (MINR)	1	Sale and Purchase of Goods, Receiving and Rendering of Services and Other Transactions	8,834.1	Total		8,834.1	
Sr. No.	Category	Amount (MINR)									
1	Sale and Purchase of Goods, Receiving and Rendering of Services and Other Transactions	8,834.1									
Total		8,834.1									
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year and as per period mentioned in the resolution no. 4									
4.	Indicative date / timeline for undertaking the transaction	For the period 1 st April, 2025 to 31 st March, 2026 and thereafter up to the date of the next annual general meeting of the Company to be held for the Financial Year 2025-26 or fifteen months from the date of 64 th Annual General Meeting, whichever is earlier.									
5.	Whether omnibus approval is being sought?	Yes									
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a Financial Year.	Aggregate value of transactions for FY 2025-26 is MINR 8,834.1. The details of the transactions are provided above in the table.									
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes									

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>SKF specializes in the manufacturing of various types of bearings, sourcing raw materials from third-party suppliers as part of its procurement strategy. The design and engineering of these bearings are developed at the group level, ensuring adherence to proprietary specifications and industry standards. Given the confidential nature of these designs, certain manufacturing processes are entrusted to other entities within the group.</p> <p>All transactions related to these arrangements are conducted at arm's length pricing, ensuring compliance with transfer pricing regulations and maintaining transparency in financial and operational dealings.</p>	
9.	<p>Details of the promoter(s) / director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	SKF GmbH is a subsidiary of AB SKF which is a Promoter company of SKF India Limited. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any.	
	a. Name of the director / KMP	As mentioned in the explanatory statement in item no. 4	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 4	
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel / partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	Not applicable - as none of the Directors / KMPs hold shares in the Company.	
	a. Name of the director / KMP / partner	Not applicable	
	b. Shareholding of the director / KMP / partner, whether direct or indirect, in the listed entity	Not applicable	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	
12.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / services providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Given the substantial business alignment between SKF India Limited and SKF GmbH and considering that all transactions are conducted on an arm's length basis, the Management has determined that inviting bids would not yield any meaningful advantage in executing related party transactions (RPTs) with SKF GmbH.	The Code of Conduct is more than just a policy – it's our foundation for ethical decision making. It helps us maintain legal compliance, safeguard our reputation, and foster a culture of respect and integrity. With this Code of Conduct, we're equipped to navigate complex situations with confidence.
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Refer above comment	Refer above comment
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Refer above comment	Refer above comment
16.	Where bids were not invited, the facts shall be disclosed along with the justification for the same.	Refer above comment	Refer above comment
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer above comment	Refer above comment
B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks / NBFCs.	Not applicable	
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks / NBFCs.	Not applicable	
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
20.	Material covenants of the proposed transaction	Not applicable	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
21.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: <ul style="list-style-type: none"> To any party (other than related party): To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for example, long term vis-a-vis long term etc.	Not applicable			
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable			
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable			
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not applicable			
25.	Maturity / due date	Not applicable			
26.	Repayment schedule & terms	Not applicable			
27.	Whether secured or unsecured?	Not applicable			
28.	If secured, the nature of security & security coverage ratio	Not applicable			
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not applicable			
30.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Not applicable			
31.	Amount of total borrowings (long-term and short-term) of the related party over the last three Financial Years	FY 2024-2025	FY 2023-2024	FY 2022-2023	
		Not applicable			
32.	Interest rate paid on the borrowings by the related party from any party in the last three Financial Years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not applicable			

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
42.	Returns on past investments in the related party over the last three Financial Years	Not applicable			
43.	Details of asset-liability mismatch position, if any, post investment Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable			
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable			
B(5).Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary					
45.	Rationale for giving guarantee, surety, indemnity or comfort letter	Not applicable			
46.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not applicable			
47.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable			
48.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable			
49.	Details of solvency status and going concern status of the related party during the last three Financial Years:	FY 2024-25	FY 2023-24	FY 2022-23	
		There is no going concern issue	There is no going concern issue	There is no going concern issue	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
		FY 2024-25	FY 2023-24	FY 2022-23	
50.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Not applicable	Not applicable	Not applicable	

B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary

51.	Material covenants of the proposed transactions	Not applicable			
52.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not applicable			
53.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not applicable			
54.	Maturity / due date	Not applicable			
55.	Repayment schedule & terms	Not applicable			
56.	Whether secured or unsecured?	Not applicable			
57.	If secured, the nature of security & security coverage ratio	Not applicable			
58.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not applicable			
59.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.	Not applicable			
	a. Before transaction				
	b. After transaction				
60.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.	Not applicable			
	a. Before transaction				
	b. After transaction				

B(7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate

61.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not applicable			
62.	Best bid / quotation received If comparable bids are available, disclose the price and terms offered	Not applicable			

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee																												
63.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable																													
64.	Where bids were not invited, the facts shall be disclosed along with the justification for the same.	Not applicable																													
65.	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not applicable																													
66.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.	Not applicable																													
67.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable																													
		<table border="1"> <thead> <tr> <th></th> <th>FY 2024 -25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Operating Cash Flow Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Return on Assets (RoA)</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY 2024 -25	FY 2023-24	FY 2022-23	Turnover				Net worth				Net Profit				Net Profit Margin				Operating Cash Flow Margin				Return on Assets (RoA)				
	FY 2024 -25	FY 2023-24	FY 2022-23																												
Turnover																															
Net worth																															
Net Profit																															
Net Profit Margin																															
Operating Cash Flow Margin																															
Return on Assets (RoA)																															
68.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	Not applicable																													
	a. Expected impact on turnover																														
	b. Expected impact on net worth																														
	c. Expected impact on net profits																														
69.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not applicable																													

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
70.	Whether the transaction would result in the issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not applicable	
71.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not applicable	
72.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable	
73.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not applicable	
B(8).Additional details for transactions relating to payment of royalty			
74.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three Financial Years	Not applicable	
	FY 2024-25	Nil	
	FY 2023-24	Nil	
	FY 2022-23	Nil	
75.	Purpose for which royalty was paid to the related party during the last three financial years.	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	
76.	Purpose for which royalty is proposed to be paid to the related party in the current financial year	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
77.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
	FY 2024-25		
	FY 2023-24		
	FY 2022-23		
78.	Dividend paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
79.	Royalty and dividend paid or proposed to be paid during the current FY Explanation: The dividend proposed to be paid shall mean dividend that has been declared but has not been paid yet.	Not applicable	
80.	Rate at which royalty has increased in the past 5 years, if any, vis-vis rate at which the turnover, profits after tax and dividends have increased during the same period.	Not applicable	
81.	In the case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):	Not applicable	
	a. Expected duration of technology transfer		
	b. Benefits derived from the technology transfer		
82.	In the case of existing technology i.e. technology being imported (to be provided separately for each existing technology):	Not applicable	
	a. Years since technology transfer initiated	In years Not applicable	
	b. Expected duration of technology transfer	In years Not applicable	
	c. Benefits derived from the technology transfer	Not applicable	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
83.	<p>Details of in-house research & development, if any:</p> <p>a. Total expenses incurred during the preceding financial year</p> <p>b. Benefits derived</p> <p>c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.</p>	Not applicable	
84.	<p>If royalty is paid to the parent Company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute Amount <p>Explanation:</p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>	Not applicable	
85.	Sunset Clause for Royalty payment	Not applicable	

ANNEXURE B (Contd.)

Sr. No	Particulars of the information	Information provided by the management				Comments of the Audit Committee																			
86.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	Not applicable																							
		<table border="1"> <thead> <tr> <th></th> <th>Listed Entity / Subsidiary</th> <th>Peer 1</th> <th>Peer 2</th> <th>Peer 3</th> </tr> </thead> <tbody> <tr> <td>Royalty payment over last 3 years</td> <td>Aggregate amount</td> <td>Aggregate Amount</td> <td>Aggregate amount</td> <td>Aggregate amount</td> </tr> <tr> <td>Royalty paid as a % of net profits over the last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> <tr> <td>Annual growth rate of Turnover over last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> </tbody> </table>		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3	Royalty payment over last 3 years	Aggregate amount	Aggregate Amount	Aggregate amount	Aggregate amount	Royalty paid as a % of net profits over the last 3 years	%	%	%	%	Annual growth rate of Turnover over last 3 years	%	%	%	%			
	Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3																					
Royalty payment over last 3 years	Aggregate amount	Aggregate Amount	Aggregate amount	Aggregate amount																					
Royalty paid as a % of net profits over the last 3 years	%	%	%	%																					
Annual growth rate of Turnover over last 3 years	%	%	%	%																					
87.	Royalty paid or payable for im-ported technology, along with the turnover attributable to such technology.	Not applicable																							
88.	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.	Not applicable																							

ANNEXURE-C

Item No. 5

Approval of Material Related Party Transactions with SKF Asia Pacific Pte Ltd, 20 Toh Guan Road, Singapore, SKF Group Company.

Pursuant to Section 188 of Companies Act, 2013 and rules thereunder and read with SEBI notified Industry Standards on Related Party Transactions and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 ("SEBI CIRCULAR"), as amended till date, particulars of the transactions with SKF Asia Pacific Pte Ltd presented before the Audit Committee (Only Independent Directors) and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval);

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	SKF Asia Pacific Pte Ltd	
2.	Country of incorporation of the related Party	20 Toh Guan Road, Singapore	
3.	Nature of business of the related party	Distribution of ball and roller bearings and related industrial products across the Asia-Pacific region. It has evolved as sales-focused entity to a knowledge-driven engineering company, offering industrial aftermarket solutions, including lubrication systems, maintenance products, and condition monitoring services.	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party.	SKF Asia Pacific Pte Ltd is the subsidiary of company AB SKF (Promoter company of SKF India Limited)	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	SKF India Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	SKF Asia Pacific Pte Ltd do not hold any shareholding in SKF India Limited.	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
A(3). Financial performance of the related party					
	Particulars	Amount in (MSGD) FY 2024	Amount in (MSGD) FY 2023	Amount in (MSGD) FY 2022	
7.	Standalone turnover of the related party for each of the last three Financial Years:	314.4	325.7	409.5	
8.	Standalone net worth of the related party for each of the last three Financial Year	87.1	66.4	77.3	
9.	Standalone net profits of the related party for each of the last three Financial Years:	8.7	9.0	8.9	
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three Financial Years. Note: Details need to be disclosed separately for the listed entity and its subsidiary.	Amount in (MINR) FY 2023-24	Amount in (MINR) FY 2022-23	Amount in (MINR) FY 2021-22	
	Sr. No.	Category			
	1)	Sale & Purchase of Goods, Receiving & Rendering of Services and Other Transactions	464.6	242.6	1.4
	Total		464.6	242.6	1.4
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	1,982.4 (MINR) (till Q3 FY 2024-25)			
12.	Whether prior approval of the Audit Committee has been taken for the above mentioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No			

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A(5).Amount of the proposed transactions (All types of transactions taken together)			
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	5,149.5 (MINR)	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year.	11%	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	11%	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	26%	
B. Details for specific transactions			
B(1). Basic details of the proposed transaction			
(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing , etc.)	Transactions related to Purchase of Raw Material, components, spares and Finished Goods, Technical and Service Income and Sale of Goods and services and any other Business Transaction.	
2.	Details of the proposed transaction		
	Sr. No.	Category	Amount (MINR)
	1.	Sale and Purchase of Goods, Receiving and Rendering of Services and Other Transactions	5,149.5
		Total	5,149.5

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year and as per the period mentioned in resolution no. 5.	
4.	Indicative date / timeline for undertaking the transaction	For the period 1 st April 2025 to 31 st March 2026 and thereafter up to the date of the next annual general meeting of the Company to be held for the Financial Year 2025-26 or fifteen months from the date of 64 th Annual General Meeting, whichever is earlier.	
5.	Whether omnibus approval is being sought?	Yes	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Aggregate value of transactions for FY 2025-26 is MINR 5,149.5. The details of the transactions are provided above in the table.	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	SKF specializes in the manufacturing of various types of bearings, sourcing raw materials from third-party suppliers as part of its procurement strategy. The design and engineering of these bearings are developed at the group level, ensuring adherence to proprietary specifications and industry standards. Given the confidential nature of these designs, certain manufacturing processes are entrusted to other entities within the group. All transactions related to these arrangements are conducted at arm's length pricing, ensuring compliance with transfer pricing regulations and maintaining transparency in financial and operational dealings.	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	<p>SKF Asia Pacific Pte Ltd is a subsidiary of AB SKF which is a Promoter company of SKF India Limited. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any.</p>	
	a. Name of the director / KMP	As mentioned in the explanatory statement in item no. 5	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 5	
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel / partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	Not applicable, as none of the Director / KMPs hold shares in the Company.	
	a. Name of the director / KMP/ partner	Not applicable	
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity	Not applicable	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	
12.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B(2).Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / services providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Given the substantial business alignment between SKF India Limited and SKF Asia Pacific Pte Ltd and considering that all transactions are conducted on an arm's length basis, the Management has determined that inviting bids would not yield any meaningful advantage in executing related party transactions (RPTs) with SKF Asia Pacific Pte Ltd.	The Audit Committee reviewed the rationale presented by Management regarding the quotation received from SKF Asia Pacific Pte Ltd for the specified transaction(s). Following this assessment, the Committee concurred with the justification provided and subsequently approved the transaction(s).
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Refer above comment	Refer above comment
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Refer above comment	Refer above comment
16.	Where bids were not invited, the facts shall be disclosed along with the justification for the same.	Refer above comment	Refer above comment
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer above comment	Refer above comment
B(3).Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable	
19.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not applicable	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
20.	Material covenants of the proposed transaction	Not applicable			
21.	Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three Financial Years: <ul style="list-style-type: none"> To any party (other than related party): To related party. Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not applicable			
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable			
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	Not applicable			
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not applicable			
25.	Maturity / due date	Not applicable			
26.	Repayment schedule & terms	Not applicable			
27.	Whether secured or unsecured?	Not applicable			
28.	If secured, the nature of security & security coverage ratio	Not applicable			
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Not applicable			
30.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Not applicable			
31.	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years	FY 2024-2025	FY 2023-2024	FY 2022-2023	
		Not applicable			

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
32.	Interest rate paid on the borrowings by the related party from any party in the last three Financial Years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not applicable			
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	FY 2024-2025	FY 2023-2024	FY 2022-2023	
		Not applicable			
Additional details relating to advances other than loan given by the listed entity or its Subsidiary					
34.	Advances provided, their break-up and duration.	In normal course of business there are no advance to be paid to related party.		Not applicable	
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable			
B(4).Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary					
36.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable			
37.	Purpose for which funds shall be utilized by the investee company.	Not applicable			
38.	Where any financial indebtedness is incurred to make investment, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable			
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
39.	Material covenants of the proposed transaction	Not applicable			

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
40.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable	
41.	Expected annualised returns Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable	
42.	Returns on past investments in the related party over the last three financial years	Not applicable	
43.	Details of asset-liability mismatch position, if any, post investment Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable	
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable	

B(5).Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

45.	Rationale for giving guarantee, surety, indemnity or comfort letter	Not applicable	
46.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not applicable	
47.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable	
48.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
		FY 2024-25	FY 2023-24	FY 2022-23	
49.	Details of solvency status and going concern status of the related party during the last three financial years:	FY 2024-25	FY 2023-24	FY 2022-23	
		There is no going concern issue	There is no going concern issue	There is no going concern issue	
50.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	FY 2024-25	FY 2023-24	FY 2022-23	
		Not applicable	Not applicable	Not applicable	
B(6).Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary					
51.	Material covenants of the proposed transaction	Not applicable			
52.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not applicable			
53.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not applicable			
54.	Maturity / due date	Not applicable			
55.	Repayment schedule & terms	Not applicable			
56.	Whether secured or unsecured?	Not applicable			
57.	If secured, the nature of security & security coverage ratio	Not applicable			
58.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not applicable			
59.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	Not applicable			
	Explanation: This shall not be applicable to listed banks.				
	a. Before transaction				
	b. After transaction				
60.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	Not applicable			
	Explanation: This shall not be applicable to listed banks.				
	a. Before transaction				
	b. After transaction				

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee																												
B(7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate																															
61.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not applicable																													
62.	Best bid / quotation received If comparable bids are available, disclose the price and terms offered.	Not applicable																													
63.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable																													
64.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable																													
65.	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not applicable																													
66.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.	Not applicable																													
67.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable																													
		<table border="1"> <thead> <tr> <th></th> <th>FY 2024 -25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Operating Cash Flow Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Return on Assets (RoA)</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY 2024 -25	FY 2023-24	FY 2022-23	Turnover				Net worth				Net Profit				Net Profit Margin				Operating Cash Flow Margin				Return on Assets (RoA)				
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ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
68.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	Not applicable	
	a. Expected impact on turnover		
	b. Expected impact on net worth		
	c. Expected impact on net profits		
69.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not applicable	
70.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not applicable	
71.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not applicable	
72.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable	
74.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not applicable	
B(8).Additional details for transactions relating to payment of royalty			
75.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	Not applicable	
	FY 2024-25	Nil	
	FY 2023-24	Nil	
	FY 2022-23	Nil	
75.	Purpose for which royalty was paid to the related party during the last three financial years.	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
76.	Purpose for which royalty is proposed to be paid to the related party in the current financial year	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	
77.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
	FY 2024-25		
	FY 2023-24		
	FY 2022-23		
78.	Dividend paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
79.	Royalty and dividend paid or proposed to be paid during the current FY Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet.	Not applicable	
80.	Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.	Not applicable	
81.	In case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):	Not applicable	
	a. Expected duration of technology transfer		
	b. Benefits derived from the technology transfer		
82.	In case of existing technology i.e. technology being imported (to be provided separately for each existing technology):	Not applicable	
	a. Years since technology transfer initiated	In years Not applicable	
	b. Expected duration of technology transfer	In years Not applicable	
	c. Benefits derived from the technology transfer	Not applicable	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
83.	<p>Details of in-house research & development, if any:</p> <p>a. Total expenses incurred during the preceding financial year</p> <p>b. Benefits derived</p> <p>c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.</p>	Not applicable	
84.	<p>If royalty is paid to the parent Company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute Amount <p>Explanation:</p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent Company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>	Not applicable	
85.	Sunset Clause for Royalty payment	Not applicable	
86.	<p>Peer Comparison:</p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p>	Not applicable	

ANNEXURE C (Contd.)

Sr. No	Particulars of the information		Information provided by the management			Comments of the Audit Committee
			Listed Entity / Subsidiary	Peer 1	Peer 2	
	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount	
	Royalty paid as a % of net profits over the last 3 years	%	%	%	%	
	Annual growth rate of Turnover over last 3 years	%	%	%	%	
87.	Royalty paid or payable for imported technology, along with the turnover attributable to such technology.		Not applicable			
88.	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.		Not applicable			

ANNEXURE-D

Item No. 6

Approval of Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited(Fellow Subsidiary)

Pursuant to Section 188 of Companies Act, 2013 and rules thereunder read with SEBI notified Industry Standards on Related Party Transactions and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2025 (“SEBI Circular”), as amended till date, particulars of the transactions with SKF Engineering and Lubrication India Private Limited presented before the Audit Committee (Only Independent Directors) and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval);

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	SKF Engineering and Lubrication India Private Limited (“SELIPL”)	
2.	Country of incorporation of the related party	Bangalore, India	
3.	Nature of business of the related party	Primary involved in the manufacture of general-purpose machinery. The company specializes in bearings, seals, and lubrication systems.	
A(2). Relationship and ownership of the related party			
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	SELIPL is the subsidiary of company AB SKF (Promoter company of SKF India Limited)	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	SKF India Limited does not have any shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	SELIPL do not hold any shareholding in SKF India Limited.	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
A(3). Financial performance of the related party					
	Particulars	Amount in (MINR) FY 2023-24	Amount in (MINR) FY 2022-23	Amount in (MINR) FY 2021-22	
7.	Standalone turnover of the related party for each of the last three Financial Years:	9,970.6	8,869.7	7,258.3	
8.	Standalone net worth of the related party for each of the last three Financial Year	4,888.4	4,356.2	4,343.9	
9.	Standalone net profits of the related party for each of the last three Financial Year	519.7	36.0	347.7	
A(4). Details of previous transactions with the related party					
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three Financial Years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	Amount in (MINR) FY 2023-24	Amount in (MINR) FY 2022-23	Amount in (MINR) FY 2021-22	
	Sr. No. Category				
	1) Sale & Purchase of Goods, Receiving & Rendering of Services and Other Transactions	3,953.4	7,389.8	4,035.8	
	2) Loan given / repaid (Including interest)	973.3	223.8	51.2	
	Total	4,926.7	7,613.6	4,087.0	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current Financial Year (till the date of approval of the Audit Committee / shareholders). (till Q3 FY 2024-25)	4,561.7 (MINR)			
12.	Whether prior approval of the Audit Committee has been taken for the above-mentioned transactions?	Yes			
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three Financial Years.	No			
A(5). Amount of the proposed transactions (All types of transactions taken together)					
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	11,243.5 (MINR)			

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current Financial Year is material RPT in terms of Para 1(1) of these Standards?	Yes	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial Year.	25%	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding Financial Year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	25%	
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding Financial Year.	113%	

B. Details for specific transactions
B(1). Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing, etc.)	Transactions related to Contract for Inter corporate loan & Interest, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Reimbursements Received, Technical and Service Income and Sale of Goods and services, Rent received and other services.	
2.	Details of the proposed transaction		
	Sr. No.	Category	Amount (MINR)
	1	Sale and Purchase of Goods, Receiving and Rendering of Services and Other Transactions	9,726.6
	2	Loan given/repaid (Including interest)	1,516.9
	Total		11,243.5
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year and as per the period mentioned in resolution no. 6.	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
4.	Indicative date / timeline for undertaking the transaction	For the period 1 st April 2025 to 31 st March 2026 and thereafter up to the date of the next annual general meeting of the Company to be held for the Financial Year 2025-26 or fifteen months from the date of 64 th Annual General Meeting, whichever is earlier.	
5.	Whether omnibus approval is being sought?	Yes	
6.	<p>Value of the proposed transaction during a Financial Year. In case approval of the Audit Committee is Sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a Financial Year.</p>	Aggregate value of transactions for FY 2025-26 is MINR 11,243.5. The details of the transactions are provided above in the table.	
7.	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	Yes	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<p>SKF specializes in the manufacturing of various types of bearings, sourcing raw materials from third-party suppliers as part of its procurement strategy. The design and engineering of these bearings are developed at the group level, ensuring adherence to proprietary specifications and industry standards. Given the confidential nature of these designs, certain manufacturing processes are entrusted to other entities within the group.</p> <p>All transactions related to these arrangements are conducted at arm's length pricing, ensuring compliance with transfer pricing regulations and maintaining transparency in financial and operational dealings.</p>	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
9.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details that shall be provided, were the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p>	<p>SELIPL is a subsidiary of AB SKF which is a Promoter company of SKF India Limited. None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives except Mr. Karl Robin Joakim Landholm and Ms. Kerstin Enochsson (being employed by AB SKF / SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any.</p>	
a.	Name of the director / KMP	As mentioned in the explanatory statement in item no. 6	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 6	
10.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel / partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	<p>Not applicable, as none of the Director / KMPs hold shares in the Company</p>	
a.	Name of the director / KMP / partner	Not applicable	
b.	Shareholding of the director / KMP / partner, whether direct or indirect, in the listed entity	Not applicable	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	
12.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B(2).Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction			
13.	Number of bidders / suppliers / vendors / traders / distributors / services providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Given the substantial business alignment between SKF India Limited and SELIPL and considering that all transactions are conducted on an arm's length basis, the Management has determined that inviting bids would not yield any meaningful advantage in executing related party transactions (RPTs) with SELIPL	The Audit Committee reviewed the rationale presented by Management regarding the quotation received from SELIPL for the specified transaction(s). Following this assessment, the Committee concurred with the justification provided and subsequently approved the transaction(s).
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Refer above comment	Refer above comment
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Refer above comment	Refer above comment
16.	Where bids were not invited, the facts shall be disclosed along with the justification for the same.	Refer above comment	Refer above comment
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer above comment	Refer above comment
B(3).Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary			
18.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Own funds will be used	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
19.	<p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>Explanation: This shall not be applicable to listed banks/ NBFCs.</p> <p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	Not applicable	
20.	Material covenants of the proposed transaction	The loan together with interest will be secured by first charge by way of hypothecation on all the fixed assets of the borrower and corporate guarantee given by AB SKF (Promoter of SKF India Limited and SELIPL). No covenants will be there.	
21.	<p>Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three Financial Years:</p> <ul style="list-style-type: none"> • To any party (other than related party): • To related party. <p>Explanations: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.</p>	<ul style="list-style-type: none"> o No loans have been provided to any other party except SELIPL. o The rate of interest on the loan is the Average Deposit and lending rate (higher of the two) for the period of the loan and prevailing yield for the government securities closest to the tenure of the loan, whichever is higher. 	
22.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest on the loan is the Average Deposit and lending rate (higher of the two) for the period of the loan and prevailing yield for the government securities closest to the tenure of the loan, whichever is higher.	
23.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	The rate of interest on the loan is the Average Deposit and lending rate (higher of the two) for the period of the loan and prevailing yield for the government securities closest to the tenure of the loan, whichever is higher.	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
24.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed interest rate to be charged equivalent to 7 (seven) years Government Security (6.50% GS rate currently) or, FD/Term deposit rate, whichever is higher + 150 bps (to be reviewed every 6 months), and on such terms and conditions as may be mutually agreed between the Company and SELIPL which shall be utilized by SELIPL for its principal business activities only.			
25.	Maturity / due date	The same is repayable as per agreement.			
26.	Repayment schedule & terms	As per the agreement entered			
27.	Whether secured or unsecured?	The loan together with interest will be secured by first charge by way of hypothecation on all the fixed assets of the borrower and corporate guarantee given by AB SKF (Promoter of SKF India Limited and SELIPL).			
28.	If secured, the nature of security & security coverage ratio	Refer to the above comment.			
29.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working capital for day-to-day business operation and capital expansion.			
30.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)	Not applicable			
31.	Amount of total borrowings (long-term and short-term) of the related party over the last three Financial Years	FY 2023-2024	FY 2022-2023	FY 2021-2022	
		1576	676	856	
32.	Interest rate paid on the borrowings by the related party from any party in the last three Financial Years. Explanation: Comparable rates shall be provided for similar nature of transaction, for e.g., long term vis-a-vis long term etc.	Not applicable			
33.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	FY 2023-2024	FY 2022-2023	FY 2021-2022	
		No default	No default	No default	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management		Comments of the Audit Committee												
Additional details relating to advances other than loan given by the listed entity or its Subsidiary																
34.	Advances provided, their break-up and duration.	In the normal course of business there are no advances to be paid to the related party.	Not applicable													
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Advance given to</th> <th>Amount</th> <th>Duration of advance given</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Advance given to	Amount	Duration of advance given											
Sr. No.	Advance given to	Amount	Duration of advance given													
35.	Advance as % of the total loan given during the preceding 12 months	Not applicable														
B(4).Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary																
36.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable														
37.	Purpose for which funds shall be utilized by the investee company.	Not applicable														
38.	Where any financial indebtedness is incurred to make investment, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable														
	a. Nature of indebtedness															
	b. Total cost of borrowing															
	c. Tenure															
	d. Other details															
39.	Material covenants of the proposed transaction	Not applicable														
40.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) Explanation :This shall be applicable in the case of investment in debt instruments.	Not applicable														
41.	Expected annualized returns Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable														
42.	Returns on past investments in the related party over the last three Financial Years	Not applicable														
43.	Details of asset-liability mismatch position, if any, post investment Explanation: This shall be applicable in case of investment in debt instruments.	Not applicable														

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management			Comments of the Audit Committee
44.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not applicable			
B(5).Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary					
45.	Rationale for giving guarantee, surety, indemnity or comfort letter	Not applicable			
46.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not applicable			
47.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable			
48.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not applicable			
49.	Details of solvency status and going concern status of the related party during the last three Financial Years:	FY 2024-25	FY 2023-24	FY 2022-23	
		There is no going concern issue	There is no going concern issue	There is no going concern issue	
50.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	FY 2024-25	FY 2023-24	FY 2022-23	
		Not applicable	Not applicable	Not applicable	
B(6).Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary					
51.	Material covenants of the proposed transaction	Not applicable			
52.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not applicable			
53.	Cost of borrowing (This shall include all costs associated with the borrowing)	Not applicable			
54.	Maturity / due date	Not applicable			
55.	Repayment schedule & terms	Not applicable			

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
56.	Whether secured or unsecured?	Not applicable	
57.	If secured, the nature of security & security coverage ratio	Not applicable	
58.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Not applicable	
59.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. a. Before transaction b. After transaction	Not applicable	
60.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. a. Before transaction b. After transaction	Not applicable	
B(7).Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate			
61.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not applicable	
62.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered	Not applicable	
63.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable	
64.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable	
65.	Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Not applicable	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee																																
66.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.	The Company has given the GTCI building on lease in earlier years and the rentals are charged at an arm's length.																																	
67.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable																																	
		<table border="1"> <thead> <tr> <th></th> <th>FY 2024 -25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net worth</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Net Profit Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Operating</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Cash Flow Margin</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Return on Assets (RoA)</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		FY 2024 -25	FY 2023-24	FY 2022-23	Turnover				Net worth				Net Profit				Net Profit Margin				Operating				Cash Flow Margin				Return on Assets (RoA)				
	FY 2024 -25	FY 2023-24	FY 2022-23																																
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Operating																																			
Cash Flow Margin																																			
Return on Assets (RoA)																																			
68.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	Not applicable																																	
	a. Expected impact on turnover																																		
	b. Expected impact on net worth																																		
	c. Expected impact on net profits																																		
69.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	The Company has given the GTCI building on lease in earlier years and the rentals are charged at an arm's length.																																	
70.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not applicable																																	
71.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not applicable																																	
72.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable																																	
73.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not applicable																																	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
B(8).Additional details for transactions relating to payment of royalty			
74.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	Not applicable	
	FY 2024-25	Nil	
	FY 2023-24	Nil	
	FY 2022-23	Nil	
75.	Purpose for which royalty was paid to the related party during the last three financial years.	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	
76.	Purpose for which royalty is proposed to be paid to the related party in the current financial year	Not applicable	
	a. For use of brand name / trademark	Nil	
	b. For transfer of technology know-how	Nil	
	c. For professional fee, corporate management fee or any other fee	Nil	
	d. Any other use (specify)	Nil	
77.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
	FY 2024-25		
	FY 2023-24		
	FY 2022-23		
78.	Dividend paid in last 3 FYs as % of Net Profits of previous FYs	Not applicable	
79.	Royalty and dividend paid or proposed to be paid during the current FY Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet.	Not applicable	
80.	Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.	Not applicable	

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee
81.	In case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):	Not applicable	
	a. Expected duration of technology transfer		
	b. Benefits derived from the technology transfer		
82.	In case of existing technology i.e. technology being imported (to be provided separately for each existing technology):	Not applicable	
	a. Years since technology transfer initiated	In years	
		Not applicable	
	b. Expected duration of technology transfer	In years	
		Not applicable	
	c. Benefits derived from the technology transfer	Not applicable	
83.	Details of in-house research & development, if any:	Not applicable	
	a. Total expenses incurred during the preceding financial year		
	b. Benefits derived		
	c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee.		

ANNEXURE D (Contd.)

Sr. No	Particulars of the information	Information provided by the management	Comments of the Audit Committee																				
84.	<p>If royalty is paid to the parent company, disclose royalty received by the parent company from foreign entities:</p> <ul style="list-style-type: none"> Minimum rate of royalty charged along with corresponding absolute amount Maximum rate of royalty charged along with corresponding absolute Amount <p>Explanation:</p> <p>a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p> <p>b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.</p>	Not applicable																					
85.	Sunset Clause for Royalty payment	Not applicable																					
86.	<p>Peer Comparison:</p> <p>Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:</p> <table border="1"> <thead> <tr> <th></th> <th>Listed Entity / Subsidiary</th> <th>Peer 1</th> <th>Peer 2</th> <th>Peer 3</th> </tr> </thead> <tbody> <tr> <td>Royalty payment over last 3 years</td> <td>Aggregate amount</td> <td>Aggregate amount</td> <td>Aggregate Amount</td> <td>Aggregate amount</td> </tr> <tr> <td>Royalty paid as a % of net profits over the last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> <tr> <td>Annual growth rate of Turnover over last 3 years</td> <td>%</td> <td>%</td> <td>%</td> <td>%</td> </tr> </tbody> </table>		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3	Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate Amount	Aggregate amount	Royalty paid as a % of net profits over the last 3 years	%	%	%	%	Annual growth rate of Turnover over last 3 years	%	%	%	%	Not applicable	
	Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3																			
Royalty payment over last 3 years	Aggregate amount	Aggregate amount	Aggregate Amount	Aggregate amount																			
Royalty paid as a % of net profits over the last 3 years	%	%	%	%																			
Annual growth rate of Turnover over last 3 years	%	%	%	%																			
87.	Royalty paid or payable for imported technology, along with the turnover attributable to such technology.	Not applicable																					
88.	Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.	Not applicable																					

ANNEXURE-E

Profile - Cost Auditors – Joshi Apte and Associates:

M/s Joshi Apte and Associates (Firm Registration No. 000240) has a track record of providing expert services in Cost Management Accountancy for the last 16 years. They have a dynamic team which is a mix of seasoned practitioners with rich experience and young professionals with their youthful exuberance. Firm also observes diversity with majority of woman partners. The Firm provides professional services like, Cost Audit, Costing Systems, Cost Study and analysis, etc.

Profile – Secretarial Auditors – J B Bhave & Co.:

M/s J. B. Bhave & Co is a renowned firm of Company Secretaries in Whole Time Practice based at Pune in the State of Maharashtra, India providing premium and effective secretarial, legal and business solutions through a team of professionals. Mr. Jayavant B. Bhave has more than 30 years of experience at the corporate managerial level in addition to being registered as a Company Secretary in whole-time practice.

INFORMATION AT A GLANCE

Sr. No	Particulars	Details
1.	Day, Date and Time of AGM	Wednesday, 6 th August, 2025 at 14:00 Hrs (IST)
2.	Mode	Video Conference (VC) and Other Audio Visual Means (OAVM)
3.	Participation through VC/OAVM	Members can login from 02.00 P.M (IST) on the date of the AGM at https://evoting.nsdl.com
4.	Helpline Number for VC/OAVM participation	022 - 2499 7000
5.	Submission of Questions/Queries before AGM	Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday, 26th July, 2025 through email on investorIndia@SKF.com The same will be replied by the Company suitably.
6.	Speaker Registration before AGM	Members may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number to investorIndia@SKF.com on or before Saturday, 26th July, 2025 .
7.	Recorded Transcript	Will be made available post AGM at https://www.skf.com/in/investors
8.	Dividend for FY 2023-2024 recommended by the Board	Rs. 14.5/- per equity share of the face value of Rs. 10/- each
9.	Dividend Record Dates	4th July, 2025 (Friday)
10.	Dividend Payment Date	The Dividend, if declared at the AGM will be paid on or before, 04 th September 2025.
11.	Cut-off date for e-voting	30th July, 2025 (Wednesday)
12.	Remote e-voting start time and date	2nd August, 2025 (Saturday at 9:00 am IST)
13.	Remote e-voting end time and date	5th August, 2025 (Tuesday at 5:00 p.m. IST)
14.	Remote e-voting website	<p>Shares held in Demat mode with NSDL:</p> <ol style="list-style-type: none"> Shareholders registered for NSDL IDeAS facility: https://eservices.nsdl.com/ Others: https://evoting.nsdl.com <p>Shares held in Demat mode with CDSL:</p> <ol style="list-style-type: none"> Shareholders who have opted for Easi facility of CDSL: https://web.cdslindia.com/myeasi/home/login Others: www.cdslindia.com <p>Logging in through Depository Participants:</p> <p>Members can also login using the login credentials of their demat account through your DP registered with NSDL / CDSL for e-voting facility.</p>

ANNEXURE-E (Contd)

Sr. No	Particulars	Details
15.	Name, address and contact details of e-voting service provider and registrar and transfer agent	Registrar and Transfer Agent MUFG INTIME INDIA PRIVATE LIMITED C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083 Tel: +91 22 66568484 E-voting Service Provider National Securities Depositories Limited (“NSDL”) Trade World, A wing, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 Tel No: 1800-1020-990/1800-22-44-30
16	Email Registration and Contact Updation Process	Demat Shareholders: Contact respective Depository Participant Physical Shareholders: MUFG INTIME INDIA PRIVATE LIMITED – www.in.mpms.mufg.com