



Date: 26<sup>th</sup> March 2025

<b>National Stock Exchange of India Limited,</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India <b>NSE Scrip Code - SKFINDIA</b>	<b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001, Maharashtra, India <b>BSE Scrip Code -500472</b>
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**Subject: Submission of Postal Ballot Notice dated 20<sup>th</sup> March 2025 - Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').**

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), please find enclosed a copy of Notice of Postal Ballot together with an explanatory Statement for seeking approval from the members for the appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as Director and Whole-time Director (WTD) of the Company, dated 20<sup>th</sup> March 2025 ('Notice') of SKF India Limited (the 'Company').

Further, this is to inform you that in compliance with the provisions of the Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act"), if any, as amended from time to time, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR") and MCA Circulars, the Company has completed dispatch of the Postal Ballot Notice through electronic mode only, on **Wednesday, 26<sup>th</sup> March 2025** to those members of the Company whose name appeared in the Register of Members/List of Beneficial Owner as maintained by the Company/Depositories, respectively, as at the close of business hours of **Friday, 21<sup>st</sup> March 2025 ("the cut-off date")** and whose e-mail addresses are registered with the Company/Depositories.

Members holding shares in physical mode and who have not updated their email ids with the Company are requested to update their email id's as per the instructions given in the enclosed Notice.

In accordance with the MCA Circulars, the Company has provided the facility to vote on the proposed resolutions by remote e-voting only. For this purpose, the

**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



Company has appointed NSDL to facilitate remote-E voting process to enable the Members to cast their votes electronically.

Members are requested to provide their assent or dissent through e-Voting only. Some of the important details regarding the e-voting are provided below:

Commencement of E-voting period	<b>Tuesday, 01<sup>st</sup> April 2025 at 9:00 am (IST)</b>
End of E-voting	<b>Wednesday, 30<sup>th</sup> April 2025 at 5:00 pm (IST)</b>
Scrutinizer's detail	<b>Mr. Jayavant Bhave</b> (Membership No. FCS 4266 /CP 3068) of M/s. J.B. Bhave & Co, Practicing Company Secretaries

The Postal Ballot Notice is available on the Company's website at <https://www.skf.com/in/investors> and on NSDL [website \(www.evoting.nsdl.com\)](http://www.evoting.nsdl.com).

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**

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**Ranjan Kumar**  
**Company Secretary & Compliance Officer**

**SKF India Limited**

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**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time)

**To,  
Members**

**Subject: Passing of Resolutions through Remote E-Voting only.**

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, read with the General Circular Nos. 14/2020 dated 08<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 05<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 08<sup>th</sup> December 2021, 3/2022 dated 05<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022 and 09/2023 dated 25<sup>th</sup> September 2023, General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and pursuant to relevant circulars, issued by the Securities and Exchange Board of India ("SEBI Circulars"), and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force, SKF India Limited (the "Company") is seeking approval from its members for passing of the resolutions as set out in the Postal Ballot Notice dated 20<sup>th</sup> March 2025 by way of remote e-voting process only ("remote e-voting").

Pursuant to and in compliance with Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, the Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("Postal Ballot Notice").

In compliance with the aforesaid MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent by the Company only through Electronic means to those members whose e-mail addresses are registered with the Company, Register and Transfer Agent ("RTA") or the Depository Participant(s) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 21<sup>st</sup> March 2025 ("cut-off date"). Hence, a hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent only through the remote e-voting facility.

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Further, in terms of Sections 108, 110 and other applicable provisions of the Act, as amended from time to time, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the remote e-voting facility to its members as on the cut-off date, Friday 21<sup>st</sup> March 2025 to exercise their right to vote by electronic means on the businesses specified in the Notice. Accordingly, for downloading the Postal Ballot Notice including the instructions for e-Voting, please click on <https://www.skf.com/in/investors>

Further, please note that the Notice of Postal Ballot along with the instructions for voting is also placed on the Company's website at <https://www.skf.com/in/investors> and on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the same is available on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com)

The Company is providing e-voting facility through NSDL.

The Board of Directors of your Company has appointed, Mr. Jayavant Bhawe (Membership No. FCS 4266/CP 3068) of M/s. J.B. Bhawe & Co, Practicing Company Secretaries as the scrutinizer through circular resolution dated 20<sup>th</sup> March 2025 to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

**The remote e-voting period commences on Tuesday, 01<sup>st</sup> April 2025 at 9:00 am (IST) and ends on Wednesday, 30<sup>th</sup> April 2025 at 5:00 pm (IST).**

Accordingly, the members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting on the businesses specified in the Postal Ballot Notice not later than 5:00 P.M. (IST) on Wednesday, 30<sup>th</sup> April 2025. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Wednesday, 30<sup>th</sup> April 2025. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results along with the Scrutinizer's Report would be intimated to BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) where the Equity Shares of the Company are listed. Additionally, the results will be uploaded on the Company's website, website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be displayed at the registered office and corporate office of the Company.

We request the members to exercise their votes electronically during the remote e-voting period as mentioned above. Further, please note that pursuant to the MCA Circulars voting by members can only be through remote e-voting.

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As the voting on resolution(s) will take place only through remote e-voting, therefore, to enable participation in the remote e-voting process by those members, to whom Postal Ballot Notice could not be sent due to non-availability of valid email address, the Company has made appropriate arrangements with its Registrar and Share Transfer Agent for registration of email addresses in terms of the above-mentioned Circular, please refer the Postal Ballot Notice for the same.

**The proposed resolution/s requiring the consent of members through Postal Ballot are as under;**

**Special Business(s)**

**1) Appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 & other applicable provision of the Companies Act 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 129 of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and on recommendations of the Nomination and Remuneration Committee & the Board of Directors of the Company, Mr. Shailesh Kumar Sharma (DIN: 09493881), who was appointed as an Additional Director of the Company with effect from 13<sup>th</sup> February 2025 and is not debarred from holding the office of Director pursuant to any SEBI orders or any other such statutory authority(ies), and in respect of whom the Company has received a notice in writing from members under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned Director and to do all such acts, deed and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution.”

**2) Appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as Whole-time Director of the Company for a term of 5 consecutive years.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V thereto; the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014; pursuant to the Articles of Association of the Company; the Nomination and Remuneration Policy of the Company; SEBI (Listing and Obligation Disclosures Requirement) Regulation 2015 (including any amendment(s)); other statutory

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modifications or re-enactment(s) thereof for the time being in force), and as per recommendations of the Nomination and Remuneration Committee & Board and any other approvals, consents, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded to appoint Mr. Shailesh Kumar Sharma (DIN: 09493881) as a Whole-time Director (WTD) of the Company, liable to retire by rotation, for a consecutive period of five (5) years with effect from 13<sup>th</sup> February 2025 on the terms and conditions as approved by the Nomination and Remuneration Committee, Board and as contained in the agreement between Mr. Shailesh Kumar Sharma and the Company, copy whereof initialed by the Chairman for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit in any financial year the remuneration payable to Whole-time Director shall be governed by Section II, Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof or re-enactments thereof, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and Board of Directors of the Company be and are hereby authorized to increase, alter and vary the aforesaid terms as to remuneration including perquisites without further reference to the Members, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013, as in force from time to time and to do all such acts, matters, deeds and things as are usual or expedient to implement this resolution.

**RESOLVED FURTHER THAT** Mr. Ranjan Kumar, Company Secretary be and is hereby authorized to file the requisite documents/form with Registrar of Companies and Stock Exchanges for the same and to do all such acts, deeds and things as may be required to give effect to this resolution.”

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

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**Ranjan Kumar**  
**Company Secretary & Compliance Officer**  
**Membership no.: A16192**  
**Date: 20<sup>th</sup> March 2025**  
**Place: Pune**

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## NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 20 and 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto. It also contains all the requisite disclosures as specified in the applicable provisions of the Companies Act, 2013 read with the rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via remote e-voting, shall be deemed to have been passed as if the same has been passed at a General Meeting of the members convened in this regard.
3. Mr. Jayavant Bhawe (Membership No. FCS 4266/CP 3068) of M/s. J.B. Bhawe & Co. Practicing Company Secretaries have been appointed as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting in a fair and transparent manner.
4. In compliance with the MCA and SEBI Circulars, the Notice of the Postal Ballot is being sent by electronic mode only to those members whose names appears in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories respectively as at close of business hours on **Friday 21<sup>st</sup> March 2025**, (the 'Cut-off date') and whose e-mail addresses are registered with the Company / Depositories. Any person who is not a member as on cut-off date should treat this notice as for information purpose only.
5. As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and having a wide circulation in that district, and at least one in English language in an English newspaper having country-wide circulation.
6. Members whose names appears in the Register of Members/List of Beneficial Owners as on the Cut-off date are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice for information purpose only. Members who have not registered their e-mail addresses with the Company/Depositories are requested to register the same with the Company or the Depositories in accordance with the instructions given under **Note no.17**.
7. Members may please note that the Postal Ballot Notice is also available on the Company's website at <https://www.skf.com/in/investors>, websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of National Securities and Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In compliance with the MCA Circulars and SEBI circulars in relation to e-voting facility

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provided by listed entities, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the SEBI LODR, the Company is offering remote e-voting facility to seek the approval of members of the Company for the resolution contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically.

9. Voting rights of the members shall be reckoned in proportion to the paid-up equity shares registered in the name of the member/beneficial owner as on the Cut-off date Friday, 21<sup>st</sup> March 2025.
10. The facility to exercise voting through electronic means will **commence on Tuesday, 01<sup>st</sup> April 2025 at 9:00 am (IST) and end on Wednesday, 30<sup>th</sup> April 2025 at 5:00 pm (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is casted by the member, such member shall not be allowed to change it subsequently or cast the vote again.
11. In order to facilitate members to receive this Notice electronically and cast their vote, the Company has made special arrangement with its Registrar and Share Transfer Agent ('RTA') for temporary registration of e-mail addresses to receive this Postal Ballot Notice via e-mail. The process for temporary registration of e-mail address is mentioned in Note no 17.
12. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson) after the completion of scrutiny of e-voting on or before 02<sup>nd</sup> May 2025 as per Regulation 44 of SEBI LODR. The result of voting will be announced by the Chairperson, or any other person duly authorized by Chairperson. Such results will also be displayed on the notice board of the Company at its Registered and Corporate Office. The results will also be posted on the website of the Company and website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be intimated to the NSE and the BSE in accordance with the provisions of the SEBI LODR.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date i.e. 30<sup>th</sup> April 2025 specified for receipt of votes through the remote e-voting process.
14. All the documents referred to in this Notice and Explanatory Statement thereto shall be available for inspection electronically from 10:00 a.m. to 5:00 p.m. (IST) on all working days from the date of circulation of the Notice and up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [investorIndia@skf.com](mailto:investorIndia@skf.com)
15. Brief profile of the Directors to be appointed including nature of their expertise, names of Companies in which they hold directorships and committee memberships, shareholding in the Company and relationships with other Directors etc., are provided under **Annexure - A** of this Notice.
16. In case of any queries, you may contact the Company at [investorIndia@skf.com](mailto:investorIndia@skf.com) or on contact details as mentioned in Note no. 17.

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## 17. Voting Through electronic means

### 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 in order to access e-Voting facility.

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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>

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	<p>see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and</li></ol>

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	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.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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**B) Login Method 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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.

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- 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 8digit 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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.

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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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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 respect of shares held in physical form, Shareholders who want to register their email id, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR - 1, Form ISR - 2 and Form No. SH 13 (Nomination Form) or Form ISR- 3 (opting out of Nomination), for registering/ changing KYC details from our RTA website at <https://in.mpms.mufig.com/è Investor Services Resources è Downloads è KYC>. The above-mentioned forms along with the details viz, PAN of all the holders, Address with PIN code, Email address, Mobile No, Bank Account details of the first holder, Specimen Signature and Nomination details by all holders of physical securities along with supporting documents can be sent to [kyc1@linkintime.co.in](mailto:kyc1@linkintime.co.in). In case such forms are sent through soft copy, e-signed documents would be required to be uploaded on our RTA's web portal, as per directions given on the portal.
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](mailto:investorIndia@skf.com) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login

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method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**Item No 1 and 2:**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shailesh Kumar Sharma (DIN: 09493881) as an Additional Director of the Company with effect from 13<sup>th</sup> February 2025 at its meeting held on 12<sup>th</sup> February 2025, subject to the approval of members of the Company.

Pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 129 of the Articles of Association of the Company, the appointment of Additional Director is valid up to next Annual General Meeting, however, in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval from Members at the next general meeting or within three months from the date of appointment of Director, whichever is earlier. Hence, the resolution no. 1 and 2 is proposed to the members for their approval.

With respect to appointment of Mr. Shailesh Kumar Sharma as a Director, the Company has received from him:

- a. A notice in terms of Section 160 of the Companies Act, 2013;
- b. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- c. Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act;
- d. declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated 20<sup>th</sup> June 2018 stating that he is not debarred/restrained for being appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

Thereafter, the Board on the recommendation of the Nomination and Remuneration Committee approved the appointment of Mr. Shailesh Kumar Sharma as Whole-Time Director of the Company with effect from 13<sup>th</sup> February 2025 for a period of five (5) years, subject to the approval of shareholders of the Company for a consecutive period of five (5) years on the terms and conditions and remuneration as contained in the draft agreement, hence, the resolution no. 2 is proposed to the members for their approval.

**1. Remuneration**

The Board on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shailesh Kumar Sharma (DIN: 09493881) as a Whole-Time Director of the Company with effect from 13<sup>th</sup> February 2025 at its meeting held on 12<sup>th</sup> February 2025 on the terms and conditions including remuneration as set out in the agreement dated 13<sup>th</sup> February 2025 which are as under:

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A. **Salary:**

The Whole-time Director shall be entitled to a basic salary of INR 53,75,584 per annum which shall be revised annually as of 1<sup>st</sup> April 2025. The increase shall be at the discretion of the Nomination & Remuneration Committee / Board of Directors of the Company.

In addition to the basic salary, the Whole-time Director shall be entitled to a flexible Pay Plan (“FPP”) equivalent to a sum of INR 93,63,269 per annum. The Whole-time Director shall be allowed to select from amongst the various Heads that are offered under this scheme based upon his preference. The scheme shall be revised annually 1<sup>st</sup> April 2025.

B. **Retirement Benefits:**

**Provident Fund:** SKF will contribute 12% of Annual Basic Salary towards Provident Fund.

**Superannuation:** SKF will contribute 15% of Annual Basic Salary towards Superannuation Fund.

**Gratuity :** Gratuity at 4.81% of Annual Basic Salary (as per law).

- C. Basic salary and FPP according to paragraph A above together with retirement benefits according to paragraph B above will form the Gross annual salary which will be revised annually beginning 1<sup>st</sup> April 2025. The increase shall be at the discretion of the Nomination & Remuneration Committee / Board of Directors of the Company.

D. **Incentives:**

**Short-Term Variable Salary (STVS):** The Whole-time Director shall be entitled to STVS incentive as per the Group Bonus Plan.

**Long Term Scheme (LTVS):** The Whole-time Director shall be entitled to participate in the Group LTVS program.

**Note:** STVS & LTVS payment shall always be subject to the Group policy/program prevailing at the time of pay-out.

E. **Perquisites:**

In addition to the above remuneration, the Whole-time Director shall also be entitled to the following perquisites as per the policy of the company:

- a) Car – The Company shall provide one Car and driver with fuel, insurance, and maintenance borne by the Company as per the Company policy.
- b) Club Membership of one club.
- c) Mobile reimbursement.

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- d) Medical reimbursement to self and family (spouse and children) for outpatient medical care, shall be provided.
- e) Group Medical Insurance for Self, Spouse, and dependent children.
- f) Group Medical Insurance for Parents/Parents-in-Law (50% (fifty percent) premium borne by the Company).
- g) Group Personal Accident and Term life coverage.
- h) Joining Expenses as per the mutual agreement between the Company and Whole-time Director.

Provision for the use of company car & telephone(s) at residence and mobile including payment for local calls & long-distance official calls shall not be included in the computation of perquisites for the purpose of calculating such ceilings.

Leave – Entitlement for leave as per the rules of the Company. Encashment of unutilized leave at the end of tenure shall not be considered as a prerequisite for purposes of ceiling on remuneration prescribed in the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual costs.

The total remuneration and perquisites payable to the Whole-Time Director shall be within the ceiling limits prescribed in Sections 197 to 200 of the Companies Act, 2013. In case of absence or inadequacy of profits in any financial year, the Company shall, subject to the provisions of Section II, Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof and/or the approval of the Central Government where necessary, pay the remuneration mentioned above as minimum remuneration to Mr. Shailesh Kumar Sharma.

The Board of Directors will be authorized to alter, increase and vary the remuneration and perquisites provided that total remuneration by way of salary and perquisites and other allowances shall be within the maximum limits as laid down under Sections 196 to 200 and all other applicable provisions, if any of the Act read with Section II, Part II of Schedule V of the Companies Act, 2013, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

## **2. Other material terms of appointment:**

- A. Mr. Shailesh Kumar Sharma , while acting as Whole-time Director of the Company, shall exercise and perform such powers and duties as the Board of Directors of the Company (“the Board”) may from time to time determine. Subject to the directions and restrictions as may be imposed by the Board from time to time, he shall be responsible for general governance, risk and compliances of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary

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course of business he may consider necessary, expedient or proper towards the assigned areas in the interests of the Company.

- B. Mr. Shailesh Kumar Sharma shall not, during the period of his employment and without the previous consent in writing of the Board engage or interest himself, either directly or indirectly in the business or affairs of any other Person, Firm, Company, Body Corporate or Concern or in any undertaking or business of a nature similar to or competing with the Company's business.
- C. Mr. Shailesh Kumar Sharma shall not be paid any fees for attending meetings of the Board of Directors or any Committee thereof
- D. Mr. Shailesh Kumar Sharma undertakes that as long as he functions as Whole-time Director , he will not become interested or otherwise concerned directly or through his relative(s) in any buying/selling agency of the Company.
- E. The Company shall be entitled to forthwith determine this Agreement in the event of Mr. Shailesh Kumar Sharma being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or to any other act or commission inconsistent with his duties as Whole-time Director or any breach of this Agreement/ employment terms which in the opinion of the Board requires his termination from the office of Whole-time Director.
- F. The terms and conditions of appointment of Whole-time Director also include clauses pertaining, to confidentiality, strictly observe the provisions of SKF code of conduct and other applicable policy of the Company.

A copy of the agreement entered into between Mr. Shailesh Kumar Sharma and the Company in terms of Section 190 of the Companies Act, 2013 is available at the Registered Office of the Company for inspection on any working day (except Saturday) during normal working hours of the Company.

A brief profile and other information of Mr. Shailesh Kumar Sharma, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, is provided in the Annexure - A to this Notice.

Mr. Shailesh Kumar Sharma ceased to be the Director of the Company without any further act or deed if he ceases as Whole-time Director/Executive Director of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Shailesh Kumar Sharma is in any way concerned or interested, financially or otherwise, in this resolution. He does not hold any shares in the Company. Mr. Shailesh Kumar Sharma is not related to any of the Directors of the Company

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 and 2 of this Postal Ballot Notice for approval by the members.

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**Annexure - A**

Information Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed.

<b>Name of the Director</b>	<b>Mr. Shailesh Kumar Sharma</b>
<b>Director Identification Number</b>	09493881
<b>Date of Birth (age)</b>	04 <sup>th</sup> September 1969 (55 years old)
<b>Nationality</b>	Indian
<b>Date of first Appointment on Board of the Company</b>	09 <sup>th</sup> February 2022 (He was appointed as WTD on 9 <sup>th</sup> February 2022 and resigned from the Board w.e.f. 08 <sup>th</sup> April 2024 due to organizational changes.)
<b>Date of New Appointment</b>	With effect from 13 <sup>th</sup> February 2025 for a period of five (5) years consecutive years subject to the approval of Members of the Company.
<b>Qualification</b>	Mechanical Engineering degree from Government Engineering College, Jabalpur, and an MBA from Symbiosis International University, Pune.
<b>Experience (including Expertise in Specific area/ Brief Resume)</b>	<b>Overall Experience:</b> Mr. Shailesh Kumar Sharma leads manufacturing, sourcing, and logistics at SKF in India and Southeast Asia and provides oversight for the robust performance of the operational processes. With over 32 years of experience in precision engineering industries in the fields of manufacturing, engineering, product development, project management, and operations, he provides strategic and tactical leadership at SKF.  Before his current role, he managed the Bengaluru and Pune factories with overall responsibility for plant operations.  Previously associated with the following organization: <ul style="list-style-type: none"> <li>• National Engineering Industrial Limited as Assistant Engineer.</li> </ul>
<b>Terms &amp; conditions of appointment/ re-appointment</b>	As per the appointment letter, aforesaid agreement, resolution and explanatory statement to this notice.
<b>Remuneration sought</b>	As mentioned in the explanatory statement
<b>Remuneration last drawn</b>	INR 13,70,735.50 (p.m.) subject to tax deduction.

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Number of Board Meeting attended during the FY 2024-25 (up to the date of the Postal Ballot notice)	NIL (as appointed w.e.f. 13 <sup>th</sup> February 2025)
Shareholding in the Company as on the date of Postal Ballot Notice (self and beneficial basis)	NIL
List of directorships held in other Companies	1 (SKF India (Industrial) Limited, wholly owned subsidiary of SKF India Limited)
Listed companies from which the person has resigned in the past three years	1 (had resigned from the Board of SKF India Limited w.e.f. 08 <sup>th</sup> April 2024 due to organizational changes)
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	NIL
Chairmanships / Memberships of the Committees of Boards of other Companies	NIL
Inter-se Relationship between the Directors and other Key Managerial personnel of the Company	Nil (Mr. Shailesh Kumar Sharma is not related to any of the Directors or Key Managerial Personnel or Promoters of the Company)

**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.

With warm regards,

**By order of the BOARD OF DIRECTORS  
For SKF India Limited**

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**Ranjan Kumar**  
**Company Secretary & Compliance Officer**  
**Membership no.: A16192**  
**Date: 20<sup>th</sup> March 2025**  
**Place: Pune**

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