

Date: 13th October 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: Submission of Postal Ballot Notice dated 30th September 2025 - Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR**”), please find enclosed a copy of Notice of Postal Ballot dated 30th September 2025 (the “**Notice**”) together with an explanatory Statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 (the “**Act**”) for seeking approval from the members on the following agenda items through remote e-voting:

Sr. No.	Particulars	Type of Resolution
1.	To consider and approve Material Related Party Transactions with SKF India (Industrial) Limited (“Resulting Company”).	Ordinary Resolution
2.	To consider and approve the appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as new Managing Director of the Company for a term of 5 (five) years along with remuneration payable to him w.e.f. 1st October 2025.	Ordinary Resolution
3.	To consider and approve the appointment of Mr. Mukund Vasudevan (DIN: 05146681) as a Non-Executive Director of the Company.	Ordinary Resolution

Further, this is to inform you that in compliance with the provisions of the Section 108, 110 and other applicable provisions of the 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 SEBI LODR and the applicable circulars issued by the Ministry of Corporate Affairs (the “**MCA**”) and the Securities and Exchange Board of India (the “**SEBI**”), the Company has completed dispatch of the Postal Ballot Notice through electronic mode only, on **Monday, 13th October 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, 03rd October 2025** (the “**cut-off date**”) and whose e-mail addresses are registered with the Company/ Depositories.

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

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Postal Ballot Notice dated 30th September 2025 as **Annexure – 1**.

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 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	Friday, 17th October 2025 at 9:00 am (IST)
End of E-voting	Saturday, 15th November 2025 at 5:00 pm (IST)
Scrutinizer's detail	Mr. Jayavant B Bhave (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

Mayuri Kulkarni
Company Secretary & Compliance Officer

Encl.: As above

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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 08th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 05th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (“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 30th September 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, 03rd October 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 03rd October 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 and the same is available on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com

The Company is providing e-voting facility through NSDL.

The Board of Directors of your Company has **appointed, Mr. Jayavant B Bhawe (Membership No. FCS 4266/CP 3068) of M/s. J.B. Bhawe & Co, Practicing Company Secretaries as the scrutinizer** vide resolution dated 30th September 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 Friday, 17th October 2025 at 9:00 am (IST) and ends on Saturday, 15th November 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 Saturday 15th November 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 Saturday, 15th November 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 and National Stock Exchange of India Limited at 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 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) To consider and approve Material Related Party Transactions with SKF India (Industrial) Limited (“Resulting Company”).

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

“RESOLVED THAT pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 (“the Act”) read with 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 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“SEBI LODR”), including any statutory modifications or re-enactments thereof and the Company’s policy on Related Party transaction(s), based on recommendation Audit Committee and the Board of Directors, consent of the members of the company be and is granted to the Company to enter/ continue to enter into the Material Related Party Transaction(s)/ Contracts/ Arrangement(s)/ Agreement(s)/ transactions with **SKF India (Industrial) Limited**, a ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR in pursuance to the demerger keeping in view the interim support needed by each of the entities (Demerged and Resulting Company), for entering into transactions (whether by way of an individual transaction or a series of transactions taken together) including availing / providing functional support / shared service transactions, availing / providing manufacturing support service transactions, purchase / sale of goods / materials, reimbursement/ recovery of expenses, or other transactions, not limited to to Reimbursements of expenses paid, services provided under the Interim Service Agreement (“ISA”), Service provided in respect of non-consenting customers, Sales of trading goods and services, Reimbursements paid by SKF Industrial, services received under ISA, Purchase of products for non-consenting customers, Refund of deposit received from non-consenting customer, Purchase of trading goods and services, other services received/given on continuous basis as detailed in the Explanatory Statement to this resolution for an aggregate amount up to **MINR 19,355** (“Material Related Party Transactions”), such terms as may be mutually agreed between SKF India and the SKF India (Industrial) Limited, for the financial year 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 India (Industrial) Limited in aggregate, does not exceed **MINR 19,355** during the aforesaid period.”

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- 2) To consider and approve the appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as Managing Director of the Company for a term of 5 (five) years along with remuneration payable to him w.e.f. 1st October 2025.

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, and the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and pursuant to the relevant articles of the Articles of Association of the Company, the Nomination and Remuneration Policy of the Company and SEBI (Listing and Obligation Disclosures Requirement) Regulation 2015 (including any amendment(s), other statutory modifications or re-enactment(s) thereof for the time being in force) and as per recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors 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 the Managing Director of the Company, not liable to retire by rotation for a period of five (5) years with effect from 01st October 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 Managing 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 any one of the Directors or Company Secretary of the Company be and is hereby authorized to file the requisite documents/Form with Registrar of Companies, Stock Exchanges for the same and to do all such acts, deeds and things as may be required to give effect to this resolution.”

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3) **To consider and approve the Appointment of Mr. Mukund Vasudevan (DIN: 05146681) as a Non-Executive Director of the Company.**

To consider and if thought fit to pass the following resolution(s) with or without modification(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force); in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time; Articles of Association of the Company; and on recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, consent of the members of the company be and is hereby accorded for the continuance of Mr. Mukund Vasudevan as Non-Executive Director of the Company w.e.f. 01st October 2025 and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the company be and are 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 & things as may be required to give effect to this resolution.”

By Order of the Board of Board of SKF India Limited

Ranjan Kumar
Company Secretary & Compliance Officer
Membership no.: A16192
Address: Chinchwad, Pune 411033

Date: 30th September 2025
Place: Pune

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

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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 Bhave (Membership No. FCS 4266/CP 3068) of M/s. J.B. Bhave & 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 latest 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 03rd October 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 SEBISEBI LODR , 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 and www.nseindia.com respectively, and on the website of National Securities and Depository Limited ('NSDL') at www.evoting.nsdl.com.
8. In compliance with the MCA Circulars and SEBI circulars in relation to e-voting facility 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 03rd October 2025**.

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10. The facility to exercise voting through electronic means will **commence on Friday, 17th October 2025 at 9:00 am (IST) and end on Saturday, 15th November 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 arrangements 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 18th November 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, 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. 15th November 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
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 – B** of this Notice.
16. In case of any queries, you may contact the Company at 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"> For OTP based login you can click on https://eservices.nsdl.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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

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	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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

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	<p>icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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. 3. 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. 4. 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, user 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

SKF India Limited

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

CIN: L29130PN1961PLC213113

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

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 :

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

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	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.
- 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**

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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.
 - 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 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.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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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 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 Ms. Pallavi Mhatre 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 (Company email id). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.

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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.
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.

Process/ Manner of registering/updating e-mail address with the RTA:

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, ISR-2, ISR-3, SH-13, SH-14, for registering/ changing KYC details from our RTA website at <https://in.mpms.mufg.com/home.html/> => **Resources** => **Downloads** => **KYC** => **Format for 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@in.mpms.mufg.com . 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.

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

Item No 1:

SKF India (Industrial) Limited is and will be a related party of the Company falling within the definition of 'Related Party' under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').

The Scheme of Arrangement ("Scheme") between SKF India Limited ("Demerged Company" or "Company" or "SKF India") and SKF India (Industrial) Limited ("Resulting Company" or "SKF Industrial") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, providing for the demerger of the Company's Industrial Business (as defined in the Scheme) to SKF India (Industrial) Limited was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (Hon'ble Tribunal') vide its Order dated 26th September, 2025. The Scheme of Arrangement became effective from 1st October, 2025 and Appointed Date of the Scheme is 1st October, 2025.

Following the demerger, there may be a requirement for entering into sale and purchase transactions between the two companies for raw materials, stores, spares and other finished goods and other services including availing / providing functional support / shared service transactions, availing / providing manufacturing support service transactions, purchase / sale of goods / materials, reimbursement/ recovery of expenses, or other transactions, not limited to reimbursements of expenses paid, services provided under the Interim Services Agreement ("ISA"), service provided in respect of non-consenting customers, sales of traded goods and services, reimbursements paid by SKF Industrial, services received under ISA, purchase of products for non-consenting customers, refund of deposit received from non-consenting customer, purchase of traded goods and services, trading arrangements for finished goods, other services received/given on a continuous basis. This arrangement will enable both entities to maintain seamless operations while leveraging each other's strengths and resources, thereby enhancing overall operational & cost efficiency and to ensure seamless functioning of their respective businesses.

For the above-mentioned reasons, key agreements were executed between SKF India Limited and SKF India (Industrial) Limited to facilitate the post-demerger transition and , operational continuity to give effect to transitional arrangements contemplated under the Scheme. These agreements are as follows:

- (i) The **Manufacturing Support Services Agreement** formalizes post-demerger operational collaboration **between** SKF India & SKF Industrial and governs the use of residual assets and provision of Manufacturing Support Services. It includes provisions for job work services, toll

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manufacturing, bailment of equipment, and deputation of personnel. The agreement ensures that both entities can utilize each other's manufacturing infrastructure and resources efficiently. It shall be effective from October 1, 2025 and remains in force for initial term of 11 months.

- (ii) The **Interim Services Agreement** governs the provision of various transitional services including provision of leasehold premises on a lease/ license basis and shall be effective from 1st October, 2025, for an initial term of 11 months. It provides for establishment of a Transition Committee (consisting of members nominated by both SKF India and SKF Industrial) formed for operational oversight to ensure smooth operations for both entities.
- (iii) The **IT Services Agreement** sets out the terms for shared IT infrastructure and applications, ensuring continuity of digital operations between the parties for an initial term of 11 months. The terms relating confidentiality, audit rights, and compliance with IT policies and licensing terms are emphasized to ensure compliance with all applicable laws and agreements.
- (iv) The **Other Services Agreement** covers the sale of indirect materials and provision of shared support services such as utilities, security, canteen, medical, logistics etc. with an initial term of 11 months. The agreement ensures seamless operational support across both entities.

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 1,000 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 sale and purchase transactions between the two companies for raw materials, stores, spares and other finished goods and other services including availing / providing functional support / shared service transactions, availing / providing manufacturing support service transactions, purchase / sale of goods / materials, reimbursement/ recovery of expenses, or other transactions reimbursements of expenses paid, services provided under the ISA, service provided in respect of non-consenting customers, sales of traded goods and services, reimbursements paid by SKF Industrial, services received under the ISA, purchase of products for non-consenting customers, refund of deposit received from non-consenting customer, purchase of traded goods and services, trading arrangements for finished goods, other services received/given on a continuous basis for business profitability with SKF India (Industrial) Limited such that the amount of the proposed RPTs in aggregate does not exceed MINR 19,355 as mentioned in the resolution.

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Based on the estimate of MINR 19,355, the total value of the aforementioned RPTs between the Company and SKF Industrial during the Financial Year 2025-26 may exceed the materiality threshold, as aforesaid. These transactions are originating out of demerger and would be needed by the Demerged Company and the Resulting Company to support each other during interim period and thereafter.

In compliance to the aforesaid provision of the Act and the 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 India (Industrial) Limited 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 latest Industry Standards on Related Party Transactions dated 26th June 2025, as amended from time to time, particulars of the transactions with SKF India (Industrial) Limited are 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 - A** to this notice.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business and also play significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 1 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 - A**, 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

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Policy on Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI LODR.

As per the certificate received from the Managing Director and the Chief Financial Officer of the company which was placed before the audit committee and the board of directors for their approval, 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 30th September 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. 1 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 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. 1 for the approval of the Members of the Company.

As per Industry Standards dated 26th June, 2025 under Minimum Information to be provided to the shareholders for approval of Material RPTs.

S. No.	Particulars of the information	Information provided by the management
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards & SEBI Master Circular dated November 11, 2024, to the extent applicable.	Please refer to Annexure A.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed RPTs between SKF India Limited and SKF India (Industrial) Limited, following the demerger of its Industrial Business, are strategic in nature and crucial for maintaining operational efficiency and maximizing shareholder value. Post-

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		<p>demerger, both entities will have interdependencies in terms of their processes and operations, necessitating cooperation through RPTs to ensure seamless supply chains, shared technological expertise, and coordinated market strategies. These transactions will not only enhance operational efficiency and optimize costs but also foster strategic synergies, allowing both entities to leverage their strengths for innovation and competitive advantage. By ensuring consistent product quality and standards, the proposed RPTs will preserve the brand reputation while adhering to stringent compliance and transparency standards. Overall, the proposed RPTs are structured to benefit both entities and align with the broader strategic objectives of SKF India Limited, thereby contributing to long-term shareholder value and business sustainability.</p> <p>We have taken external expert assistance in determining the arm's length mark-up for the transactions entered.</p> <p>The Audit Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.</p>
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		These transactions originated out of demerger and would be needed by the Demerged Company and the Resulting Company to support each other during interim period and thereafter.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificates issued by the CEO and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The material RPT has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction(s) to the Members for approval.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	All such information as is necessary for shareholders to make informed decisions has been provided to them.
7.	Any other information that may be relevant	No other information is considered relevant.

Item No. 2:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee in their meeting held on 30th September 2025, appointed Mr. Shailesh Kumar

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Sharma (DIN: 09493881) as the new Managing Director of the Company with effect from 01st October 2025, subject to the approval of members of the Company for a period of five (5) years, subject to the approval of shareholders of the Company.

1. Remuneration:

The Board on the recommendation of the Nomination and Remuneration Committee appointed Mr. Shailesh Kumar Sharma as the new Managing Director of the Company effective from 01st April 2026 for a period of 5 (five) years at its meeting held on 30th September 2025 on the terms and conditions including remuneration as set out in the agreement dated 01st October 2025 which are as under:

A. Salary:

The Managing Director shall be entitled to the basic salary of INR 58,59,387 /- per annum which shall be revised annually as of 1st April 2026. The increase shall be at the discretion of the Nomination and Remuneration Committee/Board of Directors and of the Company.

In addition to the basic salary, the Managing Director shall be entitled to a Flexible Pay Plan (“FPP”) equivalent to a sum of INR 1,02,05,963/-per annum. The Managing Director shall be allowed to select amongst the various Heads that are offered under this scheme based upon his preference. The scheme shall be revised annually beginning 1st April 2026.

B. Retirement Benefits:

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

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

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

C. Basic salary and Flexible Pay Plan 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 1st April 2026. The increase shall be at the discretion of the Nomination and Remuneration Committee/Board of Directors of the Company.

D. Incentives:

- i. **Short-Term Variable Salary (STVS):** The Managing Director shall be entitled to STVS incentive as per the Group Bonus Plan.
- ii. **Long Term Scheme (LTVS):** The Managing Director shall be entitled to participate in the Group LTVS program.

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Note: STVS and 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 Managing 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.
- 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 the Managing Director.

Provision for the use of Company car and telephone(s) at residence and mobile including payment for local calls and 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 perquisite for the purpose 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 Managing 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

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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 Managing 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 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 Managing 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 Managing Director or any breach of this Agreement/ employment terms which in the opinion of the Board requires his termination from the office of Managing Director.
- F. The terms and conditions of appointment of MD 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 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.

SKF India Limited

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

CIN: L29130PN1961PLC213113

The Board of Directors recommends resolution set out at Item No. 2 of this Notice for your approval as Ordinary Resolution.

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 - B** to this Notice.

Mr. Shailesh Kumar Sharma is not related to any of the Directors of the Company. None of the Directors, Key Managerial Personnel or other relative except he is interested in the resolution set out at and 2 of this Notice. He does not hold any shares in the company.

As per the circular issued by BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders' regarding the appointment of Directors by the listed Companies dated 20th June 2018, Mr. Shailesh Kumar Sharma is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

Item No. 3:

In pursuance to the change of role in the organization due to demerger, Mr. Mukund Vasudevan (DIN: 05146681), Managing Director of the Company has submitted his letter of resignation from the position of Managing Director of the Company with effect from 30th September 2025 and will continue to act as Non-Executive Director on the Board of the Company.

Mr. Mukund Vasudevan was appointed as a Managing Director of the Company with effect from 8th April 2024 for a term of 5 (five) year, necessary shareholders approval was obtained through postal ballot notice dated 08th May 2024 and shareholders had approved his appointment as Managing Director through postal ballot

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

As per the circular issued by BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders' regarding the appointment of Directors by the listed Companies dated 20th June 2018, Mr. Mukund Vasudevan is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee recommends the resolution as set forth in Item No. 3 in relation to the continuation of the appointment of Mr. Mukund Vasudevan as a Non – Executive, Non-Independent Director of the Company, for approval by the members of the Company, by way of Ordinary Resolution.

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

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Annexure – A

A(1): Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	SKF India (Industrial) Limited ('SKF Industrial')
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	SKF India (Industrial) Limited is engaged in manufacturing, trading, and servicing industrial solutions like bearings, seals, and motion technologies across sectors such as railways, defence, and wind energy, metal industry.

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

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	<p>SKF Industrial was incorporated as a wholly owned subsidiary of SKF India Limited.</p> <p>The existing 10,000 shares of SKF Industrial held by the Company (along with its nominees) will get canceled, and the shareholding pattern of SKF Industrial, following the allotment of shares pursuant to the demerger, will mirror the shareholding pattern of the Company as of the record date (i.e. October 15, 2025) and it shall cease to be the wholly owned subsidiary of the Company.</p>

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	<ul style="list-style-type: none"> • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p> <p><i>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>Not applicable</p> <p>SKF India (Industrial) Limited does not hold any shares in SKF India Limited.</p>
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A(3): Details of previous transactions with the related party:

S. No.	Particulars of the information	Information provided by the management									
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1" data-bbox="268 1440 932 1648"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024 – 2025 (MINR)</th> </tr> </thead> <tbody> <tr> <td></td> <td>Reimbursement received</td> <td>0.30</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024 – 2025 (MINR)		Reimbursement received	0.30				<p>SKF India (Industrial) Limited was incorporated on December 26, 2024. SKF India had incurred some incorporation and setting up expenses and other administration expenses, which were recoverable from SKF India (Industrial) Limited. The detailed break up of those expenses:</p> <ol style="list-style-type: none"> 1. Rent expense – 0.03 MINR 2. Legal and professional fees – 0.06 MINR 3. Rates and taxes – 0.20 MINR
S. No.	Nature of Transactions	FY 2024 – 2025 (MINR)									
	Reimbursement received	0.30									
2.	Total amount of all the transactions undertaken by the	4.87 MINR									

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	listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
3.	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 financial year.	No

A(4): Amount of the proposed transaction(s):

S. No.	Particulars of the Information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	19,355 MINR*
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	39%
4.	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)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	SKF India (Industrial) Limited was incorporated on 17 December 2024. As the company is in the initial phase of setup and has not commenced full-scale operations,. Turnover for the financial year 2024-25 was Nil.

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6.	Financial performance of the related party for the immediately preceding financial year:		Refer above comment
	Particulars	For the period 17 Dec'2024 to 31 March 2025 (TINR)	
	Turnover	-	
	Profit/ (Loss) After Tax	(687.9)	
	Net worth	(587.3)	

A(5): Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>*Transactions related to:</p> <ol style="list-style-type: none"> 1. Reimbursements of expenses paid 2. Services provided under ISA 3. * Service provided in respect of non-consenting customers 4. Sales of trading goods and services 5. Reimbursements paid by SKF Industrial 6. Services received under ISA 7. * Purchase of products for non-consenting customers 8. Refund of deposit received from non-consenting customer 9. Purchase of trading goods and services 10. Other services received/ given. <p>*Note: Transactions in relation to customers/vendors whose contracts or agreements are pending to be transitioned to the Resulting Company post-demerger Service to provided in respect of contracts with certain customers, in relation to the demerged undertaking, cannot be transferred or vested in the Resulting</p>

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		Company, due to legal, contractual, regulatory or commercial considerations. In such cases, the Demerged Company shall continue to act as an intermediary/ facilitator / service provider, in coordination with the Resulting Company, to ensure uninterrupted servicing of obligations and continuation of customer/vendor relationships.
2.	Details of each type of the proposed transaction	Refer above comment
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	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 64 th Annual General Meeting, whichever is earlier.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	19,355 MINR
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed RPTs between SKF India Limited and SKF India (Industrial) Limited , following the demerger of its Industrial Business, are strategic in nature and crucial for maintaining operational efficiency and maximizing shareholder value. Post-demerger, both entities will have interdependencies in terms of their processes and operations, necessitating cooperation through RPTs to ensure seamless supply chains, shared technological expertise, and coordinated market strategies. These transactions will not only enhance operational efficiency and optimize costs but also foster strategic synergies, allowing both entities to leverage their strengths for innovation and competitive advantage. By ensuring consistent product quality and standards, the proposed RPTs

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		<p>will preserve the brand reputation while adhering to stringent compliance and transparency standards. Overall, the proposed RPTs are structured to benefit both entities and align with the broader strategic objectives of SKF India Limited, thereby contributing to long-term shareholder value and business sustainability.</p> <p>These transactions originated out of demerger and would be needed by the Demerged Company and the Resulting Company to support each other during interim period and thereafter.</p>
7.	<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.</p> <p><u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>Not Applicable - the Company was incorporated as a subsidiary of SKF India Limited and post allotment of shares to the shareholders of SKF India pursuant to demerger, SKF Industrial will become subsidiary of AB SKF which is a Promoter company of SKF India Limited.</p> <p>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	Not applicable, as mentioned in item no. 7
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable - as none of the Directors / KMPs hold shares in the SKF Industrial (except in the capacity of nominee shareholder, on behalf of the Company, which will get cancelled pursuant to the Scheme).
8.	A copy of the valuation or other external party report, if any, shall be placed before	Not applicable

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	the Audit Committee.	
9.	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.

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	<p>Given the substantial business alignment between SKF India Limited and SKF Industrial (India) Limited 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 Industrial (India) Limited.</p> <p>We have taken external expert assistance in determining the arm's length mark-up for the transactions entered.</p> <p>The Audit Committee has also noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.</p>
2.	Basis of determination of price.	Refer above comment
3.	In case of Trade advance (<i>of up to 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the	Not applicable

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	following:	
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

***Additional Information w.r.t proposed Related Party Transactions**

Nature of Transaction	Approval sought (in ₹ millions)
Reimbursements of expenses paid by SKF India Limited for SKF India (Industrial) Limited	₹9,625.00
Services provided under ISA*	₹813.00
Service provided (In respect of non-consenting customer)	₹180.00
Sales of trading goods and services	₹1,038.00
Reimbursements paid by SKF India (Industrial) Limited	₹1,000.00
Services received under ISA*	₹142.00
Purchase of products for non-consenting customers	₹3,047.40
Refund of deposit received from non-consenting customer	₹150.30
Purchase of trading goods and services	₹3,359.30

***Includes Technical services, shared support services, Job work, Deputation services, Toll manufacturing, leasing of space and assets etc.**

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Annexure - B

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.

Name of the Director	Mr. Shailesh Kumar Sharma	Mr. Mukund Vasudevan
Director Identification Number	09493881	05146681
Date of Birth (age)	04 th September 1969 (56 years old)	24 th October 1969 (56 years old)
Nationality	Indian	Indian
Date of first Appointment on Board of the Company	09 th February 2022 (He was appointed as WTD on 9 th February 2022 and resigned from the Board w.e.f. 08 th April 2024 due to organizational changes.) He was appointed on Board of the Company as Whole-time Director w.e.f 13 th February 2025 for a period of five (5) years consecutive for which necessary approval was obtained from members of the Company.	08 th April 2024 Appointed as the Managing Director of the company for a period of five (5) years.
Date of New Appointment	With effect from 01 st October 2025 for a period of five (5) years consecutive years subject to the approval of Members of the Company.	With effect from 01 st October 2025 subject to the approval of the members of the company.
Qualification	Mechanical Engineering degree from Government Engineering College, Jabalpur, and an MBA from Symbiosis International University , Pune.	Bachelor of Technology, IIT Mumbai MBA in Finance and Strategy, Highest Honor List form University of Chicago, Graduate School of Business Chicago.
Experience	<u>Overall Experience:</u> Mr. Shailesh	<u>Overall Experience:</u> Entrepreneurial

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<p>(including Expertise in Specific area/ Brief Resume)</p>	<p>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.</p> <p>Before his current role, he managed the Bengaluru and Pune factories with overall responsibility for plant operations.</p> <p>Previously associated with the following organization:</p> <ul style="list-style-type: none"> • National Engineering Industrial Limited as Assistant Engineer. 	<p>and result-oriented executive, with 25+ years of experience in P&L management, strategy development, sales and M&A in India, the Middle East and USA. Strong commercial and operational skills. Collaborative leader with a track record of building high performance teams. Previously associated with the following organizations:</p> <ul style="list-style-type: none"> - Moglix as Managing Director for 3 plus year. - ECOLAB as Managing Director for 6 Years. - Pentair Valves and Controls as Managing Director - IMEA for 2 years. - Pentair Water as Vice President and Country Head for 5 years. - PENTAIR INC - Director Strategic Marketing & BU Head Pentair Industrial Filtration for 3 years. - MCKINSEY & COMPANY, INC for 3 years. - SCHLUMBERGER WIRELINE AND TESTING for 6 years.
<p>Terms & conditions of appointment/ re-appointment</p>	<p>As per the appointment letter, aforesaid agreement, resolution and explanatory statement to this notice.</p>	<p>As per the appointment letter</p>
<p>Remuneration sought</p>	<p>As mentioned in the explanatory statement</p>	<p>NA</p>

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Remuneration last drawn	* INR 18,95,735 (p.m.) subject to tax deduction. * considered retirals and variable STVS 100% along with the monthly fixed salary.	*INR 47,38,857 (p.m.) subject to tax deduction . *Considered retirals and variable STVS 100% along with the monthly fixed salary.
Number of Board Meeting attended during the FY 2025-26 (up to the date of the Postal Ballot notice)	3 Board Meetings dated 15 th May, 2025 06 th August, 2025, 30 th September 2025	3 Board Meetings dated 15 th May, 2025 06 th August, 2025,30 th September 2025.
Shareholding in the Company as on the date of Postal Ballot Notice (self and beneficial basis)	NIL	Nil
List of directorships held in other Companies	NIL (Resigned from SKF India (Industrial) Limited w.e.f 30 th September 2025.	1 as Director of SKF India (Industrial) Limited, wholly owned subsidiary of SKF India Limited) till 30 th September 2025.
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 th April 2024 due to due to organizational changes) and reappointed on the Board as whole-time Director w.e.f 13 th February 2025.	Nil (resigned as Managing Director of SKF India Limited and continue as Non-Executive , Non- Independent Director on the Board of SKF India Limited w.e.f 1 st October 2025.
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	NIL as on 30 th September 2025	<u>Chairperson</u> : CSR Committee- w.e.f. 8 th May 2024 till 30 th September 2025 <u>Member</u> : Stakeholder Relationship Committee w.e.f. 8 th May 2024 till 30 th September 2025.

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Chairmanships / Memberships of the Committees of Boards of other Companies	Member of the Risk Management Committee of SKF India Limited.	<u>Member</u> : Risk Management Committee w.e.f. 8 th May 2024 till 30 th September 2025.
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)	Nil (Mr. Mukund Vasudevan 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

Ranjan Kumar
Company Secretary & Compliance Officer
Membership no.: A16192
Address: Chinchwad, Pune 411033

Date: 30th September 2025

Place: Pune

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