

StkEX /PB /2022-23

Date: April 18, 2022

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400001 Scrip Code: 500472	To, National Stock Exchange 'Exchange Plaza', C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Scrip Code: SKFINDIA
--	--

Dear Sir/Madam,

Subject : Submission of Postal Ballot Notice dated April 16, 2022

Reference : Regulation 30 SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 ('SEBI LODR')

Dear Sir/Ma'am,

Pursuant to the Regulation 30 of the SEBI LODR, this is to inform that Pursuant to and in compliance with the provisions of the Section 110 and other applicable provisions of the Companies Act, 2013 if any, as amended ("Act"), 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 sent the Postal Ballot Notice through e-mail on April 18, 2022, to the Members of the Company as on Friday, 15th April 2022 (cut-off date). Please find enclosed copy of postal ballot notice together with explanatory Statement for seeking approval of the members for following: -

1. Appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as a Director of the Company
2. Appointment of Mr. Shailesh Kumar Sharma (DIN: 09493881) as Whole Time Director of the Company

The Company has provided the facility to vote on the proposed resolutions by remote e-voting only. For this purpose, Company has appointed NSDL for facilitating remote-E voting process to enable the members to cast their votes electronically.

SKF India LimitedChinchwad, Pune 411 033, Maharashtra, India
Tel: +91 (20) 6611 2500. Web: www.skf.com, www.skfindia.comRegistered Office: Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400 002, Maharashtra, India
Tel +91 (22) 6633 7777. Fax +91 (22) 2281 9074. Web www.skf.com, www.skfindia.com
CIN: L29130MH1961PLC011980

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 remote E-voting period	Wednesday, April 20, 2022, at 9:00 AM (IST)
End of remote E-voting	Thursday, May 19, 2022, at 5:00 PM (IST)
Scrutinizer's detail	Mr. P. N. Parikh (Membership No. FCS 327 /CP 1228) of M/s. Parikh & Associates, Practicing Company Secretaries

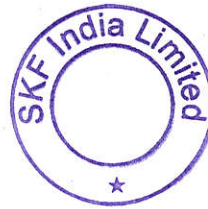
The Postal Ballot Notice is available on Company's website at <https://www.skf.com/in/investors>

You are kindly requested to take the same on record.

Thanking You
SKF India Limited



Ranjan Kumar
Company Secretary & Compliance Officer



SKF India Limited
Registered Office: Chinchwad, Pune 411 033, Maharashtra, India
Tel: +91 (20) 6611 2500.
Web: www.skf.com, www.skfindia.com
CIN: L29130MH1961PLC011980



SKF INDIA LIMITED

[CIN: L29130MH1961PLC011980]

Registered Office: Chinchwad, Pune -411033, Maharashtra India

Website: <https://www.skf.com/in> ; **Email:** investors@skf.com

POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014)

**To,
The Members,**

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

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 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 No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, the General Circular No 10/2021 dated June 23 2021 and General Circular No 20/2021 dated December 8 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 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 April 16 2022 by way of remote e-voting process only (“remote e-voting”).

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only to members whose e-mail address is registered with the Company or the Depository Participant(s) as on the cut-off date. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting facility only.

Further, in terms of Sections 108 and 110 and other applicable provisions of the Act, as amended, 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 e-voting facility to its members as on the cut-off date, being **Friday, April 15, 2022**, to exercise their right to vote by electronic means on the businesses specified in this Notice. Pursuant to the MCA Circulars, you are requested to communicate your assent or dissent through the remote e-voting system only.

Accordingly, for downloading the Postal Ballot Notice including the instructions for e-Voting, please click the web links : <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 the website of National Securities Depository Limited i.e. www.evoting.nsdl.com, and the same is also available on the website of BSE Limited - www.bseindia.com and National Stock Exchange of India Limited — www.nseindia.com

The Company has appointed National Securities Depository Limited (NSDL) for facilitating remote e-voting process to enable the members to cast their votes electronically.

The cut-off date for the purpose of remote e-voting is Friday, April 15, 2022.

The remote e-voting period commences on Wednesday, April 20, 2022 at 9:00 am (IST) and ends on Thursday, May 19, 2022 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 Notice. 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.

The said 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 of the Company, website of NSDL www.evoting.nsdl.com and will also be displayed at the registered office and/or 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.

As the voting on resolution(s) will take place only through remote e-voting, the Company therefore, to enable participation of those members to whom Postal Ballot Notice could no

be sent due to non-availability of valid email addresses, has made appropriate arrangements with its Registrar & Share Transfer Agent for registration of their valid email addresses in terms of the above-mentioned Circular. Please refer the Postal Ballot Notice for the detailed process of the same.

Members are requested to follow the procedure & Instructions stated in the Postal Ballot Notice. *Detailed procedure and instructions for remote e-voting has been included in the Postal Ballot Notice.*

**With warm regards,
By order of the Board of Directors of SKF India Limited
Sd/-
Ranjan Kumar
Company Secretary & Compliance Officer**

**Date: April 16, 2022
Place: Pune**

SKF INDIA LIMITED
[CIN: L29130MH1961PLC011980]
Registered Office: Chinchwad, Pune -411033, Maharashtra India
Website: <https://www.skf.com/in> ; **Email:** investors@skf.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('Act'), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('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 No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No.20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars"), SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circulars"), that the Resolutions appended below seeking approval(s) for respective corporate actions are proposed to be passed by the Members of SKF India Limited (the "Company") through Postal Ballot, only by voting through electronic means (remote e-voting'). Communication of assent or dissent of the members would take place only through the remote e-voting system, instead of physical postal ballot forms, in accordance with MCA Circulars.

Explanatory statements pursuant to Sections 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, are appended to this Postal Ballot Notice. You are requested to peruse the proposed Resolutions, along with the explanatory statements and thereafter accord your assent or dissent by remote e-voting facility provided by the Company. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company by passing a Resolution by circulation on April 16 2022 has appointed Mr. P. N. Parikh (Membership No. FCS 327 /CP 1228) of M/s. Parikh & Associates, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on **Friday, April 15, 2022**. If your valid e-mail address is not

registered with the Company/Depositories, please follow the process provided in the Notes to receive user Id and password for remote e-voting as the communication of the assent or dissent of the Members would only take place through the remote e-voting.

In compliance with the provisions of Section 110 of the Act read with the Rules and the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), the Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its members and to e-mail Postal Ballot Notice to members of the Company.

The remote e-voting period commences from **on Wednesday, April 20, 2022 at 9:00 am (IST) and ends on Thursday, May 19, 2022 at 5:00 pm (IST)**. The remote e-voting would be disabled after the end of the said period. Once the vote on a resolution is casted by the Members, the Members shall not be allowed to change it subsequently.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion (and as & when requested) of the scrutiny of the votes casted through remote e-voting. The results of the Postal Ballot will be announced as per time limit prescribed in SEBI LODR.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will be uploaded on the website of Company and will also be displayed at the registered office and/or corporate office of the Company.

Special Business(s):

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable laws, Articles of Association of the Company, on recommendation of Nomination and Remuneration Committee & the Board of Directors of the Company, the Nomination and Remuneration Policy of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shailesh Sharma (DIN: 09493881) who was appointed as an Additional Director of the Company with effect from February 10, 2022 by the Board of Directors and who holds office up to the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution”

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 190, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in terms of the Article of Association of the Company, upon the recommendation of the Nomination and Remuneration Committee & the Board of Directors of the Company, in accordance with the Nomination and Remuneration Policy and subject to such other approvals as may be necessary, the consent of the members of the Company be and are hereby accorded for the appointment of Mr. Shailesh Sharma as Whole Time Director of the Company, not liable to retire by rotation, for a period of five years with effect from February 10, 2022 to February 9, 2027.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to pay remuneration upto a maximum of Rs 2,00,00,000/- p.a. (Rupees Two Crore only) including the allowances, incentives, retirement benefits and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time on recommendation of Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

With warm regards,
By order of the Board of Directors of SKF India Limited
Sd/-
Ranjan Kumar
Company Secretary & Compliance Officer

Date: April 16, 2022
Place: Pune

NOTES:

1. The Explanatory Statement pursuant to Section 102 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 with the 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, it 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. As per the MCA Circulars on account of the COVID-19 pandemic, physical copies of this Notice, are not being sent to members. Members are requested to provide their assent or dissent through remote e-voting only.
4. Mr. P. N. Parikh (Membership No. FCS 327 /CP 1228) of M/s. Parikh & Associates 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.
5. In compliance with the MCA 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, April 15, 2022**, (the 'Cut-off date') and whose e-mail addresses are registered with the Company / Depositories.
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 nos. 15.
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, Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of the SEBI LODR MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, 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, April 15, 2022.**
10. Facility to exercise vote through electronic means will be available during the following period **commences on Wednesday, April 20, 2022 at 9:00 am (IST) and ends on Thursday, May 19, 2022 at 5:00 pm (IST).** The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the member, such member shall not be allowed to change it subsequently or cast the vote again.
11. In order to facilitate its 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 point no 16.
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 21st May 2022. 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 Office and its 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 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 a.m. to 5 p.m. (IST) on all working days from the date of circulation of the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an e-mail to investors@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. Voting Through electronic means

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"> 1. 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. 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. 2. 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 3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <p>   </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 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**
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.co.in 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.

General Guidelines for Members

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 skf.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Pallavi Mhatre- Manager) at evoting@nsdl.co.in

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 investors@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 investors@skf.com 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

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

Item No 1 and 2

The Board of Directors appointed Mr. Shailesh Kumar Sharma (DIN 09493881) as an Additional Director of the Company with effect from February 10, 2022 on the recommendation of the Nomination and Remuneration Committee subject to 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, Mr. Shailesh Kumar Sharma holds office of the Director up to the date of ensuing Annual General Meeting.

Thereafter, the Board on the recommendation of the Nomination and Remuneration Committee designated him as Whole Time Director of the Company effective from February 10, 2022 for a period of 5 (five) years at its meeting held on February 9, 2022.

1. Remuneration:

The Company shall pay remuneration to Mr. Shailesh Kumar Sharma in consideration of performance of his duties upto a maximum of Rs 2,00,00,000/- p.a. (Rupees Two Crore only) which includes the allowances, incentives, retirement benefits, and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time on recommendation of Nomination and Remuneration Committee.

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 196 to 201 of the Companies Act, 2013.

2. Other material terms of appointment

Mr. Shailesh Kumar Sharma ("Mr. Sharma") acting as the 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 any directions and restrictions as may be imposed by the board from time to time, he shall be responsible for the general governance, risk & compliance and with powers to enter into any 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 in the interests of the Company.

He shall not, during the period of his employment and without 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 companies Business.

He shall not be paid any fees for attending meetings of the Board of Directors or any committee thereof.

He shall undertake 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.

The Agreement may be terminated by either party by giving a notice in writing of three months to the other party.

The Company shall be entitled to forthwith determine this Agreement in the event of Mr. 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.

If, before the expiration of this Agreement, the tenure of office of Mr. Sharma shall be determined by reason of reconstruction or amalgamation, whether by winding up of the Company or otherwise, Mr. Sharma shall have no claim against the Company for damages or otherwise whatsoever.

The detailed terms are included in the agreement dated 09th February 2022 executed between Mr. Sharma and the Company. A copy of the agreement is available at the Registered Office of the Company for inspection on any working day (except Saturday) during normal working hours of the Company. Further, the terms as set out in the said agreement, resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013

The Board of Directors is confident that his vast knowledge and varied experience will be of great value to the Company.

Mr. Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has received all necessary declarations and confirmations including (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii). he has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any other statutory authority from being appointed or continuing as director, from Mr. Sharma.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

The Board of Directors recommends ordinary resolutions as set out at Item No. 1 and 2 of this Notice for your approval.

Save and except Mr. Shailesh Kumar Sharma and their relatives to the extent of their shareholding in the Company, if any, none of the other Directors, Key Managerial Personnel or other relative are in any way, concerned or interested, financially or otherwise in the resolutions as set out at Item No. 1 and 2 of this Notice.

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, following information is furnished about the Directors proposed to be appointed.

Name of the Director	Mr. Shailesh Kumar Sharma
Director Identification Number	09493881
Date of Birth (age)	04.09.1969 (54 years old)
Nationality	Indian
Date of first Appointment on Board of the Company	February 10, 2022
Qualification	<ul style="list-style-type: none">• B.E. (Mechanical), Government Engg. College Jabalpur, MP.• MBA, Symbiosis International University (covering - general management, operation, Finance, HR & marketing).• Six Sigma Green Belt (United Latino Students Association)
Experience (including Expertise in Specific area/ Brief Resume)	<p>He is having an overall experience of above 30 years. His last employment was with National Engineering Industrial Limited as Assistant Engineer</p> <p><u>Journey in SKF:</u></p> <ul style="list-style-type: none">• Factory Manager - Pune Factory• Factory Manager - Bangalore Factory• Manufacturing Engineering Manager - Bangalore Factory• Project Manager - Pune TRB Factory• Process Engineer - TRB Pune Factory
Terms & conditions of appointment/ re-appointment	As per the appointment letter, aforesaid agreement, resolution and explanatory statement to this notice.
Remuneration sought	as mentioned in the explanatory statement
Remuneration last drawn	Remuneration withdrawn as an employee.
Number of Board Meeting attended during the FY 2021-22	0/1 (Appointed as Additional Director on February 10, 2022)

Shareholding in SKF India Ltd	Nil
List of Directorship held in other Companies	N.A.
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

Note: Other directorship does not include directorships of foreign companies.

S

Brief Profile of Shailesh Kumar Sharma

Shailesh is responsible for SKF India's manufacturing operations. He manages all manufacturing facilities of the Company while ensuring a safe and healthy work environment for all. He is an operations management professional with nearly three decades of diversified experience in engineering industries.

With warm regards,

By order of the Board of Directors of SKF India Limited

Sd/-

Ranjan Kumar

Company Secretary & Compliance Officer

Date: April 16, 2022