

Date: November 7, 2022

National Stock Exchange of India Limited, "Exchange Plaza" 5 th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Scrip Code – SKFINDIA	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code -500472
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Subject : Submission of Postal Ballot Notice dated November 3, 2022 - Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI LODR, this is to inform you that in compliance with the provisions of the Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), if any, as amended from time to time, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR") and MCA Circulars, the Company has completed dispatch of the Postal Ballot Notice through electronic mode only, on Monday, November 7 2022 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 hour of Friday, November 4, 2022 ("the cut-off date") and whose e-mail addresses are registered with the Company/Depositories.

Please find enclosed copy of postal ballot notice together with explanatory Statement for seeking approval of the members for following resolution: -

1. To consider and approve material related party transaction(s) with m/s SKF Engineering and Lubrication India Private Limited (a "Fellow Subsidiary").

SKF India Limited

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

Tel: +91 (20) 6611 2500. Web: www.skf.com, www.skfindia.com email id: investors@skf.com

CIN: L29130PN1961PLC213113



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, Company has appointed NSDL for facilitating 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	Thursday, November 10, 2022, at 9:00 am (IST)
End of E-voting	Friday, December 9, 2022, at 5:00 pm (IST)
Scrutinizer's detail	Mr. Jayavant Bhave (Membership No. FCS 4266 /CP 3068) of M/s. J.B. Bhave & Co, Company Secretaries 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

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CIN: L29130PN1961PLC213113

POSTAL BALLOT NOTICE

(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 ("Postal Ballot").

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 & 108 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 Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No 10/2021 dated June 23 2021, No 21/2021 dated December 8 2021 and No.2/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("hereinafter collectively referred to as 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") hereby seeks your approval for the special businesses as considered in the resolutions appended below through postal ballot only by way of remote e-voting ("Postal Ballot").

As permitted under the MCA Circulars, the Company is sending the Postal Ballot Notice ("Notice") in electronic form only by email to all its members who have registered their email addresses with the Company or depository(ies) / Depository Participant(s) and the communication of assent / dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. 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 during this Postal Ballot process.

Further, in terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read with Rules made thereunder and in compliance with Regulation 44 of SEBI LODR, the Company is providing the e-voting facility to its members as on the cut-off date, being Friday, November 4, 2022, to exercise their right to vote by electronic means on the businesses specified in the Notice.

Accordingly, for downloading the Notice including the instructions for remote e-Voting, please click the web links given below: <https://www.skf.com/in/investors>

Further, please note that the Notice 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 to enable the members to cast their votes electronically.

The cut-off date for voting eligibility of Members for the purpose of remote e-voting is Friday, November 4, 2022.

The remote e-voting period commences on Thursday, November 10, 2022, at 9:00 am (IST) and ends on Friday, December 09, 2022 at 5:00 pm (IST). The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is casted by a member, the member shall not be allowed to change it subsequently.

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.

Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman of the Company, or any person authorized by him in writing. The Chairman or the authorized person will announce the results as per time limit prescribed in SEBI LODR. The said results along with the Scrutinizer's Report shall 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 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.

As the voting on resolution(s) will take place only through remote e-voting, the Company therefore, to enable participation by those members to whom Postal Ballot Notice could not be sent due to non-availability of valid email address, has made appropriate arrangements with its Registrar & Share Transfer Agent for registration of their email

addresses in terms of the above-mentioned Circular. Please refer the Postal Ballot Notice for the same.

Members are requested to follow the procedure stated in the Notes and Instructions for Members for Remote E-Voting, as included in the Notice.

For detailed procedure and instructions refer to the Notice.

With warm regards,
By order of the BOARD OF DIRECTORS
For SKF India Limited

Ranjan Kumar
Company Secretary & Compliance Officer
Membership No: ACS 16192
Address: Chinchwad, Pune 411033, Maharashtra, India

Date: November 3, 2022
Place: Pune

Registered Office: Chinchwad, Pune 411033, Maharashtra, India
CIN No: L29130PN1961PLC213113
E-mail: investors@skf.com
Website: www.skf.com/in
Telephone No.: 020 66112500

SKF INDIA LIMITED

[CIN: L29130PN1961PLC213113]

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 that pursuant to the provisions of Section 110 & 108 and other applicable provisions of the Companies Act, 2013 ('the Act'), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and Regulation 44 of the SEBI (Listing Obligations 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, General Circular No 21/2021 dated December 8 2021 and General Circular no.2/2022 dated May 5 2022 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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") hereby seeks your approval for the special businesses as considered in the resolutions appended below through postal ballot only by way of remote e-voting ("Postal Ballot").

Explanatory statements pursuant to Sections 102 and other applicable provisions of the Act setting out the material facts and reasons of the proposed resolution, are appended to this Postal Ballot Notice. You are requested to peruse the proposed Resolution(s) along with the explanatory statement(s) and 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 at Board Meeting held on November 3, 2022, has appointed Mr. Jayavant Bhave (Membership No. FCS 4266 /CP 3068) of M/s. J.B. Bhave & Co, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

As permitted under the MCA Circulars, the Company has sent this Postal Ballot Notice in electronic form only by email to those Members whose e-mail addresses are registered with the Company or depository(ies)/ Depositories as on Friday, November 4, 2022 and the communication of assent / dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. 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 process.

If your 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 made thereunder and the SEBI LODR (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 on Thursday, November 10, 2022 at 9:00 am (IST) and ends on Friday, December 9 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, they shall not be allowed to change it subsequently.

Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman of the Company, or to any other person authorized by him in writing. The Chairman or the authorized person, upon completion of the scrutiny of the votes cast through remote e-voting, will announce the results as per time limit prescribed in SEBI LODR.

The said results along with the Scrutinizer's Report shall be simultaneously 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):

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/s SKF ENGINEERING AND LUBRICATION INDIA PRIVATE LIMITED (a "FELLOW SUBSIDIARY").

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with 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, including any statutory modifications or re-enactments thereof, the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation / approval of the Audit Committee & Board of Directors, approval of the Members of the Company be and is hereby accorded to Board of Directors of the Company, if required to enter/ continue to enter into the Material Related Party Transaction(s)/ contracts / arrangement(s)/ Agreement(s) with M/s SKF Engineering and Lubrication India Private Limited (“SKF Engineering”), Fellow Subsidiary and a ‘Related Party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of purchase of raw material, components, spares & finished goods, reimbursements of expenses, purchase of capital goods & services, interest income on loan to related party, rent income on leased property, sale of goods and services, technical & service income, grant of loan of upto INR 2,500 MINR (in one or more tranche(s)) and extension of existing loan of INR 676 MINR (“Related Party Transactions”) on such terms as may be mutually agreed between the company and SKF Engineering, for the financial year 2022-23 such that the maximum value of the Material Related Party Transactions , in aggregate, does not exceed INR 6,300 MINR during the aforesaid period, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

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

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

By Order of the Board SKF India Limited

Ranjan Kumar
Company Secretary & Compliance Officer
Membership No: 16192
Add: Chinchwad, Pune 411033, Maharashtra, India
Date: November 3, 2022
Place: Pune
Registered Office: Chinchwad, Pune 411033, Maharashtra, India
CIN No: L29130PN1961PLC213113
E-mail: investors@skf.com
Website: www.skf.com/in
Telephone No.: 020 66112500

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Rules made thereunder and the Secretarial Standard – 2 on General Meetings, 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 108, 110 of the Companies Act, 2013, Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time read with Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (LODR) 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 and Secretarial Standard-2 issued by the ICSI read with 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. 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.
4. 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.
5. The Board of Directors of the Company in its meeting held on November 3, 2022 has appointed Mr. Jayavant Bhawe (Membership No. FCS 4266 /CP 3068) of M/s. J.B. Bhawe & Co, Company Secretaries Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot only through the remote e-voting in a fair and transparent manner.
6. In compliance with the MCA Circulars and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Notice of the Postal Ballot is being sent on November 7, 2022 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, November 4, 2022, (the 'Cut-off date') and whose e-mail addresses are registered with the Company / Depositories.
7. 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.
8. 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.

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, November 4, 2022. Facility to exercise vote through electronic means will be available during the following period commences on Thursday, November 10, 2022 at 9:00 am (IST) and ends on Friday, December 9, 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 casted by the members, the members shall not be allowed to change it subsequently or cast the vote again.
10. 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 15.
11. The report of the Scrutinizer shall be submitted to the Chairperson (or to such other person authorized by the Chairperson in writing) after the completion of scrutiny of e-voting on or before 11th December 2022. The result of voting will be announced by the Chairperson, or any other person duly authorized by Chairperson on receipt of Scrutinizer's Report. 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.
12. 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.
13. 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 upto the closure of the voting period. Members seeking to inspect such documents can send an e-mail to investors@skf.com.
14. In case of joint holders, the members whose name appears first holder in the order of names as per the Register of Members of the Company will be entitled to vote for the Postal Ballot.
15. Voting Through electronic means

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period commences on Thursday, November 10, 2022 at 9:00 am (IST) and ends on Friday, December 9, 2022 at 5:00 pm (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the cutoff date as on Friday, November 4, 2022, may cast their vote electronically.

The voting right of members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being Friday November 4, 2022.

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.	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 redirected 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.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 a 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.
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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.
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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 toll free no. 1800 22 55 33

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. 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 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.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Sanjeev Yadav, Assistant 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 resolution set out in this notice:

1. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
2. 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 ie Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details 14 from our RTA website at <https://www.tcplindia.co.in> -> Investor Services > Downloads -> KYC Formats. The following 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. The above forms with supporting documents can be sent through hard copy or can be emailed to csg-kyc@tcplindia.co.in

In case such forms are sent through soft copy, e-signed documents would be required to be uploaded on our RTAs web portal, as per directions given on the portal.

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

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). M/s SKF Engineering and Lubrication India Private Limited ("SELIPL") is also a subsidiary of AB SKF and is a 'Related Party' as per the definition given under Section 2(76) of the Companies Act, 2013 and Regulation-2(1)(zb) of Listing Regulations.

As per the provisions of Section 188 (1) of the Companies Act, 2013 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 require prior approval of the Shareholders by Ordinary Resolution where the value of the transactions proposed to be executed individually or taken together with previous transactions during a financial year exceeds the threshold limit i.e., Rs. 1000 crore 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.

SELIPL being a strong supply-chain partner of the company, it is proposed to carry-out various transactions (including but not limited to the purchase of capital goods, raw material, components, spares & finished goods, reimbursements of expenses, grant of loan including extension of existing loan, interest on loan, rent on leased property, sale of goods and services) with it in excess of the aforesaid limit during the financial year 2022-23 such that the maximum value of the related party transactions with SELIPL, in aggregate, does not exceed 6,300 MINR during the aforesaid period. This makes it a material related party transaction, hence the proposal to the shareholders for approval. Currently, the company (in its regular business course) executes various transactions with SELIPL within the aforesaid prescribed limits with due approval of the Board / Audit Committee / Independent Directors.

It is further proposed that the said contract(s)/ arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

It is further informed to the Shareholders that the aforesaid material related party transaction includes grant of fresh loan by the Company to SELIPL of upto 2500 MINR and extension of existing Loan of 676 MINR, which is well within the limit of Section 186 of the Companies Act 2013. The said loan (including extension) will be utilized by SELIPL for its principal business activities to strengthen the supply chain of the Company.

The Board & Audit Committee (including Independent Directors) have reviewed & approved this proposal considering the following benefits of the same to the company:

- a) Better utilization of existing funds. Earn higher rate of Interest
- b) Secured liability – First Charge on existing assets of SELIPL, SKF Group Guarantee in case of SELIPL Default
- c) Higher Sales with assured margins
- d) Reduces Supply Chain Constraints and improves lead times for deliveries
- e) Creates a competitive edge in Indian Market

While evaluating this proposal, the Board / Audit Committee / Independent Directors of the company also evaluated the intended purpose / use of the aforesaid loan, which was largely for the capex & working capital needs of SELIPL. A detailed assessment on the sustenance, need & benefits were also conducted. The Board / Audit Committee / Independent Directors of the Company noted that the Capex decision of SELIPL for mDGBB & other projects in Ahmedabad Plant was based on below considerations:

- ✚ Heat Treatment Furnace: the existing compatibility of Heat Treatment Furnace through Hardening (Flexibility – Martensitic & Xbite),
- ✚ People: Existing People competence.
- ✚ Cost – No additional infrastructure cost, Lower utility Cost
- ✚ Supply Chain – Existing Supplier relationship for Steel Grade, Cage and Ring Supplier common and situated close-by.
- ✚ Customer – Site approved by major OEM – ABB, L&T, Tata & Railways. Surface treatment facilities like black oxidation, Phosphating available to provide differentiation.

The Board / Audit Committee / Independent Directors of the Company further noted that the Capex decision of SELIPL for Mysuru Plant was based on non-availability required competence in other factories in India region to support manufacturing of SEALS and Lubrication Products.

In compliance to the applicable provision of the Companies Act 2013 (including rules made thereunder) and SEBI Regulations, the company sought approval of the members for the aforesaid Resolution included in the Notice by way of an ordinary resolution for transactions exceeding threshold limits.

Related Party Transactions which are under threshold limit can be entered by Company in compliance with the applicable provisions of the Companies Act 2013 (including rules made thereunder) and SEBI Regulations without approval of Shareholders.

All the transactions carried out by the Company with SELIPL are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for FY 2022-23.

Pursuant to Section 188 of the Companies Act 2013 including Rules made thereunder and SEBI circular no. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, as amended from time to time, particulars of the transactions with SELIPL enclosed herewith for perusal of shareholders. The same was also presented before Audit Committee/ Independent Directors and Board of Directors for its approval (which has been duly approved & recommended to the Shareholders for approval):

Sr. No	Particulars	Remarks
1.	Name of Related Party	SKF Engineering and Lubrication India Private Limited (SELIPL).
2.	Nature of relationship with the Company (SKF India Limited). Nature of its concern or interest (financial or otherwise)	SKF Group entity and a 'Related Party' of the Company as defined under Regulation 2(1) (zb) of SEBI LODR. Fellow subsidiary.
3.	Name of the Director or Key managerial personnel who is related, if any.	None of the Directors and Key Managerial Personnel or their relatives except Mr. David Leif Henning Johansson and Mr. Karl Robin Joakim Landholm (being employed by AB SKF / SKF Group) are concerned or interested in this resolution.
4.	Value of the proposed transaction;	6,300 MINR (including Loan of 2,500 MINR and extension of existing Loan of 676 MINR).
5.	Type, material terms, particulars of proposed transaction	<ul style="list-style-type: none"> • Purchase of capital goods & services, purchase of raw material, components, spares & finished Goods, Reimbursements of expenses, Interest Income on Loan to related party, Rent Income on leased property, Sale of goods and services, Technical & Service Income on continuous basis. • Granting Loan of upto 2,500 MINR, Extension of existing Loan of 676 MINR. • Terms of the fresh loan & extension of existing loan: <ul style="list-style-type: none"> ➤ Interest rate will be equivalent to 7 years government security rate (7.5%)

		<p>GS rate currently) or, FD/Term deposits rate, whichever is higher + 150 bps (to be reviewed every 6 months).</p> <ul style="list-style-type: none"> ➤ Entire loan will be secured by creation of charge on the assets of SELIPL. ➤ Additionally, Corporate Guarantee from AB SKF (Holding Company) will be obtained in security of these loans. <ul style="list-style-type: none"> • Monetary value of proposed aggregate transactions (including Loans) during financial year 2022-23, is expected to be upto INR 6,300 MINR.
6.	Tenure of the proposed transactions (particulars & tenure);	<ul style="list-style-type: none"> • The Related Party Transactions as aforesaid are necessary and incidental to the business of the company which play significant role in its business plan. • Tenure of aforesaid transactions is during financial year 2022-2023, on such terms and conditions as may be mutually agreed between the Company and SELIPL wherein the value of proposed transaction is disclosed in the Annual Financial Statement. • Grant of fresh Loan of 2,500 MINR; Tenure: 7 Years i.e., upto 2029. • Extension of existing Loan of 676 MINR; Tenure: 7 Years i.e., upto 2029.
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (Turn over 36,658.90 MINR).	17.19 %
8.	If the transaction relates to any loans, inter-corporate deposits,	The Company, being a fellow subsidiary, provides financial assistance/ support to its vendors & suppliers (in existing proposal to

	advances or investments made or given by the listed entity.	SELIPL) in the form of loan/advance from time to time ('financial assistance') in order to meet their cash flow needs. Such financial assistance by the Company ensures continuity of its supplies & strengthen its supply chain. The current proposal of material related party transaction is taken forward with the prior approval of the Audit Committee, Board of Directors and shareholders of the company.
8(i)	Details of the source of funds in connection with the proposed transaction.	Company's own fund.
8(ii)	Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments: <ul style="list-style-type: none"> • nature of indebtedness. • cost of funds; and • tenure; 	Not Applicable, since no financial indebtedness shall be incurred by the Company to provide such financial assistance. The transactions will be carried out of Company's own fund.
8(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule of loans, whether secured or unsecured; if secured, the nature of security; and	<p><u>Fresh Loan: Amount 2500 MINR (as per Loan agreement):</u></p> <ul style="list-style-type: none"> ➤ Interest rate: Interest rate will be equivalent to 7 Years Government security rate (7.5% GS rate currently) or, FD/Term deposits rate, whichever is higher + 150 bps (To be reviewed every 6 months). ➤ Tenure: 7 Years i.e., upto 2029. ➤ Repayment Schedule: as per Loan Agreement. ➤ Security: Creation of Charge on assets of the SELIPL (Fellow Subsidiary) and, Corporate Guarantee from AB SKF (Holding Company). <p><u>Extension of existing Loan: Amount 676 MINR (as per modified loan agreement):</u></p>

		<ul style="list-style-type: none"> ➤ Interest rate: Interest rate will be equivalent to 7 Years Government security rate (7.5% GS rate currently) or, FD/Term deposits rate, whichever is higher + 150 bps (To be reviewed every 6 months). ➤ Tenure: 7 Years i.e., upto 2029. ➤ Repayment Schedule: as per Loan Agreement. ➤ Security: Creation of Charge on assets of the SELIPL (Fellow Subsidiary) and, Corporate Guarantee from AB SKF (Holding Company).
8(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilized by SELIPL for its Capex and Working Capital needs to support its principal business activities in India.
9 (a)	Justification as to why the RPT is in the interest of the listed entity (i.e Other than Loan and Extension of Loan)	<ul style="list-style-type: none"> • Considering the dynamic business environment where demand cannot be predicted in advance, the Company expects the level of transactions to be above the materiality threshold as prescribed under the SEBI Regulations, for the period for which the approval of Members is sought as stated above. • This transaction will help meeting its customer's needs timely & without any disruption. • To sustain quality standards of SKF and to ensure quantitative benefits to enable operational efficiency, this needs to be considered as an enabling resolution. The details of the Related Party Transactions will continue to be disclosed in the Annual Financial Statements.
9 (b)	Justification as to why the RPT is in the interest of the listed entity (i.e., for	<ul style="list-style-type: none"> • Better utilization of existing funds. Earn higher rate of Interest.

	Loan and extension of loan)	<ul style="list-style-type: none"> • Secured liability – First Charge on existing assets of SELIPL, AB SKF Corporate Guarantee in case of SELIPL Default. • Higher Sales with assured margins. • Strengthens its supply chain, reduces Supply Chain Constraints and improves lead times for deliveries. • Creates a competitive edge in Indian Market.
9 (c)	Any advance paid or received for the contract or arrangement, if any.	Routine trade advance extended by the Company to SELIPL, periodically.
9 (d)	Details about valuation/ arm’s length and ordinary course of business	The transactions are on arms-length basis and in the ordinary course of business of the company.

Disclosure of Interest: None of the Directors and Key Managerial Personnel or their relatives except Mr. David Leif Henning Johansson and Mr. Karl Robin Joakim Landholm (being employed by AB SKF / SKF Group) are concerned or interested in this resolution.

Members may note that the aforesaid Related Party Transaction, placed for members’ for 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 regulations which are effective from January 01, 2022, all the related party transactions shall be approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the Listing Regulations 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 Company’s Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations.

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 meetings held on 3rd November 2022, on the approval and recommendation of the Audit Committee and subject to 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 Listing Regulations, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives 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.

By Order of the Board SKF India Limited

Sd/-
Ranjan Kumar
Company Secretary & Compliance Officer

Date: November 3, 2022

Place: Pune

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