

Date: 11th July 2023

National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India NSE Scrip Code – SKFINDIA	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra, India BSE Scrip Code -500472
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Subject: Annual Report for the Financial Year 2022-23 along with Notice of 62nd Annual General Meeting

This is in Continuation to our letter dated May 17, 2023 and June 21, 2023, we would like to inform that the 62nd Annual General Meeting (“AGM”) of the members of the Company is scheduled to be held on **Wednesday, 02nd August 2023 , at 3:00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI LODR”) read with General Circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI from time to time.

Pursuant to Regulation 30 & 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2022-23 which has been sent through electronic mode to the members whose email addresses are registered with the Company’s Registrar and Share Transfer Agent / Depositories. It is also available on the website of the Company at below-mentioned link

https://cdn.skfmediahub.skf.com/api/public/094031a69d764e9c/pdf_preview_medium/094031a69d764e9c_pdf_preview_medium.pdf

Pursuant to Regulation 42 of the SEBI LODR, the Company has fixed the **Record Date** as **Thursday, 29th June 2023**, for determining eligibility/entitlement of members to receive the final dividend for the Financial Year 2022-23, if declared and approved by the shareholders at the ensuing 62nd Annual General Meeting of the Company.

The members of the Company, holding shares as on **Wednesday, 26th July 2023** i.e. cut-off date, either in physical form or in dematerialised form are eligible/entitled to vote on the resolutions proposed in the Notice of AGM. The remote e-voting commences on **Sunday, 30th July 2023 (9:00 a.m. IST)** and ends on **Tuesday, 01st August 2023 (5:00 p.m. IST)**.

SKF India Limited

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

Tel: +91 (20) 6611 2500., Fax no: +91(20) 66112396 , Web: www.skf.com, www.skfindia.com email id: investors@skf.com

CIN: L29130PN1961PLC213113



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

Enclosed herewith please find the 62nd AGM Notice for FY 2022-23.

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

Thanking you,

Yours faithfully,

For SKF India Limited

Ranjan Kumar

Company Secretary & Compliance Officer

SKF India Limited

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NOTICE OF 62nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Sixty-Second (“62nd”) Annual General Meeting (“AGM”)** of the Members of SKF India Limited (“the Company”) will be held on **Wednesday, 2nd August 2023, at 3:00 p.m. IST** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 together with Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 together with the Report of the Auditors thereon.
2. To approve and declare final dividend of INR 40.00/- per equity share having face value of Rs. 10 each fully paid up for the financial year ended 31st March 2023.
3. To appoint a Director in place of Mr. David Leif Henning Johansson (DIN No. 09651955), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

4. Reappointment of Mr. Manish Bhatnagar (DIN: 08148320) as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) read with Schedule V thereto, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the relevant provisions of Articles of Association of the Company and SEBI (Listing and Obligation Disclosures Requirement) Regulation 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, the reappointment of Mr. Manish Bhatnagar as Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 16th August 2023 on the terms and conditions and remuneration as approved by

the Nomination and Remuneration Committee and as contained in the agreement between Mr. Manish Bhatnagar and the Company, copy whereof initialed by the Chairman for the purpose of identification be and is hereby approved.

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

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

5. Approval of Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, (Fellow Subsidiary)

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, 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 Requirement) Regulations, 2015 (“SEBI LODR”) as amended till date, Foreign Exchange and Management Act, 1999 read with rules & regulations made thereunder, (including any statutory modifications or amendments or re-enactment thereof, for the time being in force), and the Company’s policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the recommendation and approval of the Audit Committee & Board of Directors, approval of the Members of the Company be and is hereby accorded to Board of Directors, if required to enter / continue to enter into the

Material Related Party Transaction(s)/ contracts / arrangement(s) / Agreements(s) with **SKF GmbH, Schweinfurt, Germany ('SKF Germany')**, Fellow Subsidiary and a 'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, in the nature of related to Administrative & Service Fees, Purchase of Capital Goods & Services, Purchase of Raw Material, components, spares & Finished Goods, Reimbursements Paid, Reimbursement Received, Technical & Service Income and Sale of Goods and services and any other business transactions on continuous basis upto 6,247.83 MINR ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between SKF India and the SKF GmbH, Schweinfurt, Germany, for the financial year 2023-24 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62nd Annual General Meeting, whichever is earlier such that the maximum value of the Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, in aggregate, does not exceed 6,247.83 during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF GmbH, Schweinfurt, Germany.

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act")

read with 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 ("SEBI LODR"), as amended till date, including any statutory modifications or re-enactments thereof, the Company's policy on Related Party transaction(s), and subject to such approval(s), consent(s), permission(s) as may be necessary from 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)/ contract(s) / arrangement(s)/ Agreement(s) with M/s SKF Engineering and Lubrication India Private Limited ("SELIPL"), Fellow Subsidiary and a 'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI LODR, in the nature of purchase of capital goods & services, purchase of raw material, components, spares & finished goods, reimbursements of expenses, grant of loan, interest on loan, rent on leased property, sale of goods and services, Technical & Service Income, trade advance on continues basis ("Related Party Transactions") on such terms as may be mutually agreed between SKF India and the SELIPL, for the financial year 2023-24 and thereafter upto the date of the next Annual General Meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62nd Annual General Meeting, whichever is earlier such that the maximum value of the Material Related Party Transactions with SELIPL in aggregate, does not exceed 5,502.62 MINR during the aforesaid period

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 and other applicable provisions, if any applicable, of the Companies Act 2013 read with the rules made thereunder (including any statutory modifications or re-enactments or amendments made thereof), pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on basis of the recommendation/ approval of the Audit Committee & Board of Directors, and, in pursuance to the approval of the shareholders through postal ballot dated 3rd November 2022, the approval of the Members of the Company be and is hereby accorded to the Board of Directors to grant/ execute/ extend/disburse the loan of 1,200 MINR (which is part of previous approval as aforesaid and forms part of aforesaid Material Related Party

Transaction Limit of 5,502.62 MINR) in one or more tranche(s) to M/s SKF Engineering and Lubrication India Private Limited ("SELIPL") FY 2023-24 for a period of not exceeding 7 (seven) years, at an interest rate equivalent to 7 (seven) years Government Security (7.5% GS rate currently) or, FD/Term deposit rate, whichever is higher + 150 bps (to be reviewed every 6 months), and on such terms and conditions as may be mutually agreed between the Company and SELIPL which shall be utilised by SELIPL for its principal business activities only.

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

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

7. Ratification of Remuneration to Cost Auditor for the financial year 2022-23

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, members of the Company hereby ratify and approve the remuneration of INR 430,000/- (Rupees Four lakhs and thirty thousand only) plus applicable taxes and reimbursement of out-of-pocket

expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. R A & Co., (Membership No: 7628, Firm's Registration No.:000242), who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the FY 2022-23."

8. Ratification of Remuneration to Cost Auditor for the financial year 2023-24

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions if any of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, members of the Company hereby ratify and approve the remuneration of INR 4,30,000/- (Rupees Four lakhs and thirty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. R A & Co., (Membership No: 7628, Firm Registration No:000242), who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the FY 2023-24."

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

**Ranjan Kumar
Company Secretary & Compliance Officer
Membership no.:16192**

Registered Office:

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130PN1961PLC213113

E-mail: investors@skf.com

Website: www.skf.com/in

Telephone No.:020- 66112500

Date: 17th May 2023

Notes

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 14/2020 dated 08th April 2020, General Circular no.17/2020 dated 13th April 2020 and General Circular no. 20/2020 dated 05th May 2020 , General Circular no. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, Circular No. 21/2021 dated December 14 2021, General Circular no 2/2022 dated 5th May 2022, and read with General Circular No 10/2022 dated 28th December 2022 (“MCA Circulars”) has allowed to hold the Annual General Meeting (“AGM” or “meeting”) of the Company during the year 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. Therefore, in compliance with the MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”), and all applicable SEBI Circulars and Regulations, this 62nd AGM of the Company is scheduled to be held through VC / OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at Chinchwad, Pune 411033, Maharashtra, India.
2. In view of relaxation given by MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 read with SEBI circular no. CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, and SEBI/HO/CFD/PoD-2/P/VCIR/2023/4 dated 5th January 2023, and (hereinafter referred as “SEBI circulars”), the Annual Report including Financial statements, Auditor’s report, Board’s report, Notice of AGM along with all the annexures and attachments thereof are being sent through email to those Members whose email addresses are registered with the Company / Depositories as on 29th June 2023 and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of the Company for the financial year 2022-23 will also be available on the Company’s website www.skf.com/in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of www.evoting.nsdl.com (agency for providing the remote e-voting facility) i.e. National Securities Depository Limited.
3. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”), setting out the material facts concerning the Business(s) mentioned in Item nos 4 to 8 of the Notice is annexed hereto. The relevant details, pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure- A.**
4. The 62nd AGM of the Company is being held in accordance with the MCA and SEBI Circulars through VC/OAVM, therefore, the requirement of physical attendance of members has been dispensed, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Section 113 of the Act, Institutional / Corporate members are requested to send a duly certified scanned copy (JPG / PDF Format) of the Board Resolution, governing body Resolution or Authorisation letter authorising their representative to participate in remote e-voting or to attend and vote at the AGM at jbbhave@gmail.com with a copy marked to evoting@nsdl.co.in before e-voting/ attending AGM from their registered email address.
7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company’s Registrars and Share Transfer Agents, M/s TSR Consultants Private Limited (“RTA”) for assistance in this regard. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.
8. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whose name the shares held by him/them shall vest. in the event of his/ their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company’s Registrars and Share Transfer Agents, M/s TSR Consultants Private Limited (“RTA”). In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.

10. The Record date is fixed as Thursday, 29th June 2023 for the purpose of determining the eligibility of member(s) entitled to receive dividend, if declared at the AGM.
11. The final dividend of INR 40/- per equity shares of INR 10/- each for the financial year 2022-23, as recommended by the Board of Directors of the Company, if declared at AGM, will be paid on or before the 30th day from the date of declaration of dividend, to the below members:
- (i) in respect of shares held in physical form, to those members whose names stand in the Register of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company as of the end of day, on Thursday, 29th June 2023. and
 - (ii) In respect of shares held in the dematerialised form, to those members whose names appear in the statement of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose as of the end of the day, on Thursday, 29th June 2023.
12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's Registrars and Share Transfer Agent's email address at csq-unit@tcplindia.co.in
13. Beneficial Owners holding shares in demat form are advised to get particulars of their bank account updated with the Depository Participant (DP) in terms of SEBI Guidelines and the regulations of NSDL & CDSL for the purpose of payment of dividend. The Company or RTA will not entertain requests for change of such bank details printed on their dividend warrants.
- Member(s) holding shares in physical form are requested to notify the Company or Company's RTA, of any change in their addresses/Bank Mandates.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
15. The amount outstanding in unpaid dividend account in respect of financial year 2015-16 and shares where the dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government.
- The Company has placed on its website www.skf.com/in, the information on unclaimed dividends.
16. Members who would like to express their views/ask questions before or during the meeting may send an email at Company's email address investors@skf.com from their registered email id with the Company or RTA mentioning their views/questions along with their full name, demat account number/folio number, registered email id, mobile number and such other details as may be deemed fit by 21st July 2023. Only the views/questions of those shareholders will be taken-up who has mailed it to the Company within prescribed time and will be replied suitably.
- The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 dated 3rd November 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://www.skf.com/in/investors/shareholder-information> Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
- (l) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.
- Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available

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

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

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

- (i) The Company shall be providing two way teleconferencing facility for the ease of participation of the members.
- (ii) Members are requested to participate on first come first serve basis. However, the participation of members holding 2% or more, promoters, institutional investors, directors, key managerial personnel, chairperson of audit committee, nomination and remuneration committee and stakeholders' relationship committee, the statutory auditors and the secretarial auditors of the Company is not restricted on first come first serve basis. Participation is restricted up to 1000 members only.
- (iii) The facility for joining AGM through VC/OAVM will be opened 15 minutes before the scheduled time i.e. 2:45 p.m IST and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 62nd AGM.
- (iv) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All other documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to investors@skf.com in advance.

(v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars and SEBI Circulars the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the 62nd AGM to be held through VC / OAVM. For the purpose of providing remote e-voting and facility of e-voting at the AGM, the Company has entered into an agreement with **National Securities Depository Limited ("NSDL")** as the authorised agency.

(vi) The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of Wednesday, 26th July 2023.

(vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e** closing of business hours of **Wednesday, 26th July 2023** only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM. Any person who is not a member as on the Cut-off date should treat this notice for information purpose only.

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

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

(a) Commencement of remote e-voting: 30th July 2023 (Sunday) at 9:00 a.m. (IST) ,

(b) End of remote e-voting : 1st August 2023 (Tuesday) at 5:00 p.m. (IST)

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

otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM as per the process mentioned below in the Notice.

- (x) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- (xi) The Board of Directors of the Company has appointed Mr. Jayavant Bhawe (Membership FCS 4266/CP 3068) of M/s J B Bhawe & Co , Practicing Company Secretaries, as the Scrutiniser to scrutinise the voting process electronically or otherwise for remote e-Voting and e-Voting at the AGM in a fair and transparent manner.
- (xii) The Scrutiniser shall on conclusion of the voting at the AGM first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website <https://www.skf.com/in> and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
- (xiii) The helpline number / contact person regarding any technical query/assistance for remote e-voting or participation and e-voting in the AGM through VC/OAVM is 022 - 4886 7000 and 022 - 2499 7000 Mr Sanjeev Yadav, Assistant Manager email at evoting@nsdl.co.in
- (xiv) Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing their Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at csg-unit@tcplindia.co.in in case the shares are held by them in physical form. Further, if shares are held in demat mode, then the members may contact the Depository

Participants (DPs) for registering / updating their email address as per the process advised by your DPs.

- (xv) For receiving the dividend directly in their bank accounts, Members are requested to register / update their bank details by providing their Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), self attested copy of their PAN original copy of cancelled cheque etc. to company's RTA at csg-unit@tcplindia.co.in in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact their Depository Participant (DP) for registering / updating the bank account details as per the process advised by your DP.
- (xvi) Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
- (xvii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on closing of business hours of Wednesday, 26th July 2023. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting, as well as voting at the meeting through electronic voting system.
- (xviii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date i.e. closing of business of hours of (Wednesday, 26th July 2023). may obtain the login id and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot user Details/Password" option or "Physical User Reset Password?" available on www.evoting.nsdl.com. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password/PIN for casting your vote.
- (xix) In case Shareholders are holding shares in demat mode, USER ID is the combination of (DPID + Client ID). In case, Shareholders are holding shares in Physical mode, USER ID is the combination of (EVEN No. +Folio No).
- (xx) A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be entitled to vote again.

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

The remote e-voting period begins on Sunday, 30th July 2023 at 9:00 A.M and ends on Tuesday, 1st August 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 26th July 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 26th July 2023.

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

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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 or joining virtual meeting & voting during the meeting. 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 have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<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> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

Alternatively, if you are registered for NSDL 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*** Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 26 th July 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 26 th July 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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.nsd.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.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 and join General Meeting on NSDL e-Voting system.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbhhave@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.nsd.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.nsd.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL Official Prajakta Pawle 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 csg-unit@tcplindia.co.in.
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 csg-unit@tcplindia.co.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for members for e-voting on the day of the AGM are as under:-

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

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@skf.com by 21st July 2023. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at investors@skf.com. The same will be replied by the Company suitably.
7. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

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

Item No.3

To appoint a Director in place of Mr. David Leif Henning Johansson (DIN No. 09651955) who retires by rotation and being eligible offers himself for re-appointment

As per the provisions of Section 152 (6) of the Companies Act 2013, except for Independent Directors, not less than two – third of the total number of remaining directors shall be the persons whose period of office is liable to determination by rotation and at least one-third of such Directors are liable to retire by rotation at every AGM. As per Article of Association of the Company, Managing Directors is not liable to retire by rotation.

The Board of Directors (“Board”) on recommendation of Nomination and Remuneration Committee appointed Mr. David Leif Henning Johansson (DIN: 0009651955) as Additional Director of the Company with effect from 28th June 2022 and shareholders had approved his appointment as Director of the Company at its last Annual general meeting held on 27th July 2022.

Mr. David Leif Henning Johansson who holds the office for the longest period is liable to retire by rotation at the ensuing AGM, Accordingly, the Board places the resolution as provided in Item No.3 of the Notice before the members to be passed as Ordinary Resolution.

A brief profile and other information of Mr. David Leif Henning Johansson (DIN No. 09651955) , as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is provided in the **Annexure A** to this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice except Mr. David Leif Henning Johansson (DIN No. 09651955).

Item No. 4

Reappointment of Mr. Manish Bhatnagar (DIN: 08148320) as Managing Director of the Company

The Board on the recommendation of the Nomination and Remuneration Committee and Audit Committee reappointed Mr. Manish Bhatnagar as Managing Director of the Company effective from 16th August 2023 for a period of 5 (five) years at its meeting held on 17th May 2023 on the terms and conditions including remuneration as set out in the agreement a brief which are as under:

A. Salary

The Managing Director shall be entitled to a basic salary of INR 1,58,40,000 per annum which shall be revised annually as of 1st April, beginning

1st April 2023. The increase shall be at the discretion of the Nomination & Remuneration Committee / Board of Directors of the Company.

In addition to the basic salary, the Managing Director shall be entitled to a flexible Pay Plan (“FPP”) equivalent to a sum of INR 1,87,21,296 per annum. The Managing Director shall be allowed to select from amongst the various Heads that are offered under this scheme based upon his preference.

The scheme shall be revised annually beginning April 1, 2023.

B. Retirement Benefits:

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

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

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

C. Basic salary and Flexible Pay Plan according to paragraph A above together with retirement benefits according to paragraph B above will form the Gross annual salary which will be revised annually beginning April 1, 2024. The increase shall be at the discretion of the Nomination & Remuneration Committee / Board of Directors of the Company.

D. Incentives:

(i) **Short-Term Variable Salary (STVS):** The Managing Director shall be entitled to STVS incentive as per the Group Bonus Plan The maximum STVS payable is 50 % based on the sum of basic salary and FPP.

(ii) **Long Term Scheme (LTVS):** The Managing Director shall be entitled to participate in the Group LTVS programme.

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

E. Perquisites

In addition to the above remuneration, the Managing Director shall also be entitled to the following perquisites as per the policy of the Company:

- a) Car – The Company shall provide one Car and driver with fuel, insurance, and maintenance borne by the company as per the Company policy.
- b) Club Membership of two clubs.
- c) Mobile reimbursement.
- d) Medical reimbursement to self and family (spouse and children) for outpatient medical care, shall be provided.
- e) Group Medical Insurance for Self, Spouse, and dependent children.

- f) Group Medical Insurance for Parents/Parents-in-Law (50% (fifty percent) premium borne by the Company).
- g) Group Personal Accident and Term life coverage.
- h) Joining Expenses as per the Company's "Joining Expenses Policy.

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

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

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

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

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

2. Other material terms of appointment

1. Mr. Bhatnagar, while acting as Managing Director of the Company, shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") may from time to time determine. Subject to the directions and restrictions as may be imposed by the Board from time to time, he shall be responsible for general governance, risk & compliances of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business, and to do and perform all other

acts, deeds and things which in the ordinary course of business he may consider necessary, expedient or proper towards the assigned areas in the interests of the Company.

2. Mr. Bhatnagar shall not, during the period of his employment and without the previous consent in writing of the Board engage or interest himself, either directly or indirectly in the business or affairs of any other person, firm, company, body corporate or concern or in any undertaking or business of a nature similar to or competing with the Company's business.
3. Mr. Bhatnagar shall not be paid any fees for attending meetings of the Board of Directors or any Committee thereof.
4. Mr. Bhatnagar undertakes that as long as he functions as Managing Director, he will not become interested or otherwise concerned directly or through his relative(s) in any buying/selling agency of the Company.
5. The Company shall be entitled to forthwith determine this Agreement in the event of Mr. Bhatnagar being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or to any other act or commission inconsistent with his duties as Managing Director or any breach of this Agreement/ employment terms which in the opinion of the Board requires his termination from the office of Managing Director.
6. If, before the expiration of this Agreement, the tenure of office of Mr. Bhatnagar shall be determined by reason of reconstruction or amalgamation, whether by winding up of the Company or otherwise, Mr. Bhatnagar shall have no claim against the Company for damages or otherwise whatsoever.
7. The terms and conditions of appointment of MD also include clauses pertaining to strictly observe the provisions of SKF code of conduct & other applicable policy of the Company.

A copy of the agreement entered into between Mr. Bhatnagar and the Company is available at the Registered Office of the Company for inspection on any working day (except Saturday) during normal working hours of the Company.

The Board of Directors recommends resolution set out at Item No. 4 of this Notice for your approval.

Mr. Bhatnagar is not related to any of the Directors of the Company.

None of the Directors, Key Managerial Personnel or other relative except Mr. Manish Bhatnagar is interested in the resolution set out at Item No.4 of this Notice.

Item No.5**Approval of Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, (Fellow Subsidiary)**

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

As per the provisions of Section 188 (1) of the 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 requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered fall under threshold limit i.e., if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 cr or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company enters into contract with SKF Germany for Administrative & Service Fees, Purchase of Capital Goods & Services, Purchase of Raw Material, components, spares & Finished Goods, Reimbursements Paid, Reimbursements

Received, Technical & Service Income and Sale of Goods and services and any other business transactions on a continuous basis for business profitability. Considering business opportunities, aforesaid transactions might exceed aforesaid threshold limit.

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

All the transactions carried out by SKF India Limited with SKF Germany are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for financial year 2023-24 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62nd Annual General Meeting, whichever is earlier.

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 SKF Germany 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 GmbH, Schweinfurt
2	Nature of relationship with the SKF India Limited nature of its concern or interest (financial or otherwise)	Fellow Subsidiary, a 'Related Party' as defined under Regulation 2(1) (zb) of SEBI LODR.
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 representing SKF Group are concerned or interested in this resolution.
4	Value of the proposed transaction	6,247.83 MINR for FY 2023-2024
5	Type, Material terms, particulars of Proposed Transaction	Administrative & Service Fees, Purchase of Capital Goods & Services, Purchase of Raw Material, components, spares & Finished Goods, Reimbursements Paid, Reimbursements Received Technical & Service Income and Sale of Goods and services and any other business transactions on continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62 nd Annual General Meeting, whichever is earlier, is expected to be 6,247.83 MINR.
6	Tenure of the proposed transaction (particular tenure shall be specified);	The Related Party Transactions as aforesaid are necessary, normal and incidental to business as also play significant role. Tenure of aforesaid transactions for the financial year 2023-24 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62 nd Annual General Meeting, whichever is earlier, on such terms and conditions as mutually agreed between the Company and SKF wherein the value of proposed transaction is disclosed in the Annual Financial Statement.

Sr. No	Particulars	Remarks
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 43049.2 MINR)	14.51 %
8	If the transaction relates to any loans, inter-corporate deposits, advances or, investments made or given by the listed entity	NA
8(i)	details of the source of funds in connection with the proposed transaction	NA
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; 	NA
8(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
8(iv)	the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.	NA
9 (a)	Justification as to why the RPT is in the interest of the listed entity	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. To sustain quality standards of the SKF Group 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 in the Company's business operations.
9 (b)	Any advance paid or received for the contract or arrangement, if any.	NIL
9 (c)	Details about valuation/ arm's length and ordinary course of business	NA

The Related Party Transactions as aforesaid are necessary, normal and incidental to business as also play significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No 5 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI Regulations.

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 in SEBI LODR Regulations all the related party transactions shall be

approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transactions, as may be defined by the audit committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI LODR.

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

The Board of Directors of the Company, at its meeting held on 17th May 2023, 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 SEBI LODR, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 5 for the approval of the members of the Company.

Item No. 6

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

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

As per the provisions of Section 188 (1) of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the Material Related Party Transactions requires prior approval of the Shareholders by Ordinary Resolution where transactions proposed to be entered fall under threshold limit i.e, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 cr or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members are apprised that on 3rd November 2022, the Company has issued Postal Ballot Notice for obtaining shareholders' approval to enter into Material Related Party Transactions, if required with SKF Engineering and Lubrication India Private Limited ("SELIPL") for 6,300 MINR (including fresh Loan of 2,500 MINR) and extension of the existing Loan of 676 MINR. E Voting for Postal Ballot was open from Thursday, 10th November 2022 at 9:00 am (IST) and ends on Friday, 9th December 2022 at 5:00

pm (IST). Shareholders had approved above mentioned resolution. The Company could not disburse/ execute previously approved loan in the FY 2022-23 and hence it was proposed to extend the approval of 1,200 MINR loan (part of previously approved 2,500 MINR loan) for FY 2023-24.

Accordingly, it is proposed (for FY 2023-24) to carry out various transactions (including but not limited to purchase of capital goods & services, raw material, components, spares & finished goods, reimbursements of expenses, grant of loan, interest on loan, rent on leased property, sale of goods and services, Technical & Service Income, trade advance on continuous basis with M/s SKF Engineering and Lubrication India Private Limited (a fellow subsidiary) (hereinafter referred as "SELIPL") in aggregate, does not exceed 5,502.62 MINR (including Loan of 1,200 MINR for FY 2023-24) during the aforesaid period. This makes it a material related party transaction.

All the transactions carried out by SKF India Limited with SELIPL are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for financial year 2023-24 and thereafter upto the date of the next Annual General Meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62nd Annual General Meeting, whichever is earlier, such that the maximum value of the related party transactions with SELIPL, in aggregate, does not exceed the limit.

As mentioned above, the Company had obtained shareholders' approval for granting loan upto 2,500 MINR in one or more tranches in FY 2022-23. This loan could not be executed / disbursed / extended during FY 2022-23 and hence/ it is proposed to extend/grant part of the said approved loan i.e., of 1,200 MINR (out of total 2,500 MINR) in FY 2023-24. Remaining loan i.e., 1,300 MINR will be proposed in FY 2024-25.

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

Pursuant to Section 188 of the Companies Act 2013 including Rules made thereunder and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 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):

INFORMATION AT A GLANCE

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 representing SKF Group are concerned or interested in this resolution.
4	Value of the proposed transaction	5,502.62 MINR (including Loan of 1,200 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, grant of loan, Interest Income on Loan to related party, Rent Income on leased property, Sale of Goods and services, Technical & Service Income, , Trade Advance on continuous basis. • Monetary value of proposed aggregate transactions during financial year 2023-24, is expected to be INR 5,502.62 MINR. • Granting Loan upto 1,200 MINR, (this loans is part of RPT Limit of 5,502.62 MINR). • Terms of the fresh loan as per the agreement: <ul style="list-style-type: none"> ➤ 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). ➤ 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.
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 for the financial year 2023-24 and thereafter upto the date of the next annual general meeting of the Company to be held in FY 2023-24 or fifteen months from the date of 62nd Annual General Meeting, whichever is earlier, on such terms and conditions as mutually agreed as per agreement wherein the value of proposed transaction is disclosed in the Annual Financial Statement. • Grant of fresh Loan of 1,200 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 Turnover 43049.2 MINR.	12.78%

Sr.No	Particulars	Remarks
8.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity.	The Company, being a fellow subsidiary, provides financial assistance/ support to its vendors & suppliers (in existing proposal to 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 will be 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	Loan: Amount 1200 MINR (as per Loan agreement): <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 utilised by the ultimate beneficiary of such funds pursuant to the RPT.	Funds shall be utilised 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 Loan and extension of loan)	<ul style="list-style-type: none"> • Better utilisation of existing funds. Earn higher rate of Interest. • 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.

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

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 in SEBI LODR Regulations, all the related party transactions shall be approved only by those members of the audit committee, who are independent directors. The transactions shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23(2) and 23(3) of the SEBI LODR and Section 177 of the Act and shall remain within the proposed amount(s) being placed before the members. Any subsequent material modifications in the proposed transactions, as may be defined by the audit committee as a part of Company's Policy on Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the SEBI LODR.

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

The Board of Directors of the Company, at its meeting held on 17th May 2023, 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 SEBI LODR, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 6 for the approval of the members of the Company.

Item No. 7 & 8

Ratification of Remuneration to Cost Auditor for the financial year 2022-23 and 2023-24

The Company is required to have its cost records audited by Cost Accountant in practice. Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. R A & Co., Cost Accountants, having Firm Registration No. 000242 as Cost Auditors of the Company for the financial Year 2022-23 at its Board meeting held on 11th May 2022 at a remuneration INR 430,000/- (Rupees four lakhs and thirty thousand only) and for FY 2023-24 at its Board Meeting held on 17th May 2023 at a remuneration INR 430,000/- (Rupees four lakhs and thirty thousand only) for each financial year plus out of pocket expenses as actual, if any and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution No. 7 & 8 of this Notice for ratification and approval of remuneration payable to the Cost Auditors for the FY 2022-23 and FY 2023-24.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 7 & 8 of this Notice for your approval.

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

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

**Ranjan Kumar
Company Secretary & Compliance Officer
Membership no.:16192**

Registered Office:

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130PN1961PLC213113

E-mail: investors@skf.com

Website: www.skf.com/in

Telephone No.: 020 66112500

Date: 17th May 2023

Annexure A

Information pursuant to the Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India of Directors seeking re-appointment / appointment at the 62nd Annual General Meeting

Name of the Director	Mr. Manish Bhatnagar	Mr. David Leif Henning Johansson
Director Identification Number	08148320	09651955
Date of Birth	20 th April 1969	11 th December 1980
Age	54 years	42 Years
Nationality	Indian	Swedish
Date of first Appointment on Board of the Company	16 th August 2018	28 th June 2022
Qualification	BE (Electrical/Electronics)- BITS, Pilani MBA - IIM, Calcutta	Master's in science, Industrial Marketing, Electrical Engineering from Chalmers University of Technology ,Gothenburg.
Experience	Manish has more than 25 years' of global experience. As the Managing Director of SKF India Limited, Manish brings extensive strategic and leadership expertise to drive growth and achieve company's business objectives. His business acumen and multi-industry experience position him to provide strategic direction to SKF India's leadership team. He continues to focus on improving operational performance, progressing high-performance culture, and delivering attractive returns to shareholders while maintaining financial discipline. Prior to SKF, Manish has held a number of leadership positions across companies in Asia, Europe, and the US.	<ul style="list-style-type: none"> 15+ years of Global automotive and industrial experience, incl. BU mgmt. with full value chain and P&L responsibility 3.5+ years of working experience in China, leading local and Global operations, based in Shanghai 2018/09 - 2022/03 Proven leadership skills based on emotional intelligence, empowerment and accountability, with ability to successfully build and develop the organisational and individuals' performance to deliver results in the short and long term Strong strategic management skills, from strategy formulation to structuring, planning and effective implementation Lifecycle and TCO focus, with emphasis on sustainable profit generation through full value chain engagement
Terms & conditions of appointment/ re-appointment	As per the appointment letter	As per the appointment letter
Remuneration sought to be paid	as mentioned in the explanatory statement	NA
Remuneration last drawn	Please refer to the Corporate Governance report	NA
Number of Board Meeting attended during the FY 2022-23	4	2
Shareholding in SKF India Limited	Nil	Nil
List of Directorship held in other Listed Companies	Nil	Nil
Nature of expertise in specific functional areas	Please refer to the Corporate Governance report	Please refer to the Corporate Governance report
Chairmanship / Membership of Audit and Stakeholders Relationship Committee of SKF India Limited	Member of Stakeholder Relationship Committee	Member of Audit Committee w.e.f 28 th June 2022

Name of the Director	Mr. Manish Bhatnagar	Mr. David Leif Henning Johansson
Listed entities from which Director has resigned in last three years	Nil	Nil
Chairmanships / Memberships of the Committees of Boards of other Companies	NA	NA
Inter-se Relationship between the Directors, Manager and other Key Managerial personnel of the Company	None	None

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

INFORMATION AT A GLANCE

Sr.No	Particulars	Details
1.	Day, Date and Time of AGM	Wednesday, 2 nd August 2023 at 15:00 Hrs (IST)
2	Mode	Video Conference (VC) and Other Audio Visual Means(OAVM)
3	Participation through VC/OAVM	Members can login from 03.00 P.M (IST) on the date of the AGM at https://evoting.nsdl.com
4	Helpline Number for VC/OAVM participation	022 - 4886 7000 and 022 - 2499 7000
5.	Submission of Questions/Queries before AGM	Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21 st July 2023 through email on investors@skf.com . The same will be replied by the Company suitably.
6.	Speaker Registration before AGM	Members may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to investors@skf.com on or before 21 st July 2023.
7.	Recorded Transcript	Will be made available post AGM at https://www.skf.com/in
8.	Dividend for FY 2022-2023 recommended by the Board	INR 40/-per equity share of the face value of INR10/- each
9.	Dividend -Record Dates	29 th June 2023 (Thursday)
10.	Dividend Payment Date	On or before 25 th August 2023.
11.	Cut-off date for e-voting	26 th July 2023
12.	Remote e-voting start time and date	30 th July 2023 (Sunday at 9:00 a.m. (IST)
13.	Remote e-voting end time and date	1 st August 2023 (Tuesday at 5:00 p.m. (IST)

Sr.No	Particulars	Details
14.	Remote e-voting website	<p>Shares held in Demat mode with NSDL: 1. Shareholders registered for NSDL IDeAS facility: https://eservices.nsdl.com/ 2. Others: https://evoting.nsdl.com</p> <p>Shares held in Demat mode with CDSL: 1. Shareholders who have opted for Easi facility of CDSL: https://web.cdslindia.com/myeasi/home/login 2. Others: www.cdslindia.com</p> <p>Logging in through Depository Participants: Members can also login using the login credentials of their demat account through your DP registered with NSDL /CDSL for e-voting facility.</p>
15.	Name, address and contact details of e-voting service provider and registrar and transfer agent	<p>Registrar and Transfer Agent C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083 Tel : +91 22 66568484</p> <p>E-voting Service Provider National Securities Depositories Limited (“NSDL”) Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 Tel No: 1800-1020-990/1800-22-44-30</p>
16	Email Registration and Contact Updation Process	<p>Demat Shareholders: Contact respective Depository Participant</p> <p>Physical Shareholders: TSR Consultants Private Limited website – C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083</p>