

**Date: 17<sup>th</sup> July 2024**

<b>National Stock Exchange of India Limited,</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India <b>NSE Scrip Code – SKFINDIA</b>	<b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra, India  <b>BSE Scrip Code -500472</b>
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**Subject: Annual Report for the Financial Year 2023-24 along with Notice of 63<sup>rd</sup> Annual General Meeting**

Dear Sir/Mam,

This is in Continuation to our letter dated 08<sup>th</sup> May 2024 and 20<sup>th</sup> June 2024, we would like to inform that the 63<sup>rd</sup> Annual General Meeting (“AGM”) of the members of the Company is scheduled to be held on **Tuesday, 13<sup>th</sup> August 2024, 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 2023-24 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/0944b981df7cecfdf/pdf\\_preview\\_medium/0944b981df7cecfdf\\_pdf\\_preview\\_medium.pdf](https://cdn.skfmediahub.skf.com/api/public/0944b981df7cecfdf/pdf_preview_medium/0944b981df7cecfdf_pdf_preview_medium.pdf)

Pursuant to Regulation 42 of the SEBI LODR, the Company has fixed the **Record Date** as **Thursday, 04<sup>th</sup> July 2024**, for determining eligibility/entitlement of members to receive the final dividend for the Financial Year 2023-24, if declared and approved by the shareholders at the ensuing 63<sup>rd</sup> Annual General Meeting of the Company.

The members of the Company, holding shares as on **Tuesday, 06<sup>th</sup> August 2024 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 **Friday, 09<sup>th</sup> August 2024 (9:00 a.m. IST)** and ends on **Monday, 12<sup>th</sup> August 2024 (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](http://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 63<sup>rd</sup> AGM Notice for FY 2023-24.

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**

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

Tel: +91 (20) 6611 2500., Fax no: +91(20) 66112396 , Web: [www.skf.com](http://www.skf.com), [www.skfindia.com](http://www.skfindia.com) email

id: [investors@skf.com](mailto:investors@skf.com)

CIN: L29130PN1961PLC213113

# NOTICE OF 63<sup>RD</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Sixty-Third (“63<sup>rd</sup>”) Annual General Meeting (“AGM”)** of the Members of SKF India Limited (“the Company”) will be held on **Tuesday, 13<sup>th</sup> August 2024, at 3.00 p.m. IST** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

## ORDINARY BUSINESS:

To consider and if thought fit, to pass, the item no. 1 to 3 Resolution as an **Ordinary Resolution**:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 together with Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the Report of the Auditors thereon.
- To approve and declare final dividend of Rs. 130.00/- per equity share having face value of Rs. 10 each fully paid up for the financial year ended 31<sup>st</sup> March 2024.
- To appoint a Director in place of Mr. Karl Robin Joakim Landholm (DIN 09651911), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 4. 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 and 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) / Agreement(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 and Service Fees, Purchase of Capital Goods and Services, purchase of raw material, components, spares and finished goods, reimbursements paid, reimbursement received, technical and service income and sale of goods and services and any other business transactions on continuous basis up to **7,375.35 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 FY 2024-25 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> 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 **7,375.35 MINR** 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

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**5. 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 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 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 income on loan, rent income on leased property, sale of goods and services, technical and 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 FY 2024-25 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> Annual General Meeting, whichever is earlier such that the maximum value of

the Material Related Party Transactions with SELIPL in aggregate, does not exceed **8,424.71 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 of the Audit Committee and Board of Directors, the approval of the members of the Company be and is hereby accorded to the Board of Directors to grant / execute / extend / disbursed the loan of 1,300 MINR (this loan amount is part of the aforesaid Material Related Party Transaction Limit of 8,424.71 MINR) in one or more tranche(s) to M/s SKF Engineering and Lubrication India Private Limited (“SELIPL”) FY 2024-25 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.

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

**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. Ratification of Remuneration to Cost Auditor for FY 2024-25

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 450,000/- (rupees four lakhs and fifty 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. Joshi Apte and Associates Cost Accountant (Firm Registration No: 000240), who have been appointed as Cost Auditors by the Board of Directors of the Company on recommendation of Audit Committee, to conduct cost audit of the cost records of the Company for the financial year ending 2024-25.

**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](mailto:investors@skf.com)

Website: [www.skf.com/in](http://www.skf.com/in)

Telephone No.:020- 66112500

Date: 8<sup>th</sup> May 2024

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

## NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 14/2020 dated 08<sup>th</sup> April 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April 2020 and General Circular no. 20/2020 dated 05<sup>th</sup> May 2020, General Circular no. 02/2021 dated 13<sup>th</sup> January 2021, General Circular No. 19/2021 dated 08<sup>th</sup> December 2021, Circular No. 21/2021 dated 14<sup>th</sup> December 2021, General Circular no 2/2022 dated 05<sup>th</sup> May 2022, and read with General Circular No 10/2022 dated 28<sup>th</sup> December 2022 and General Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as the "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 63<sup>rd</sup> 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 12<sup>th</sup> May 2020 read with SEBI circular no. CIRCULAR SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 dated 15<sup>th</sup> January 2021, SEBI / HO / CFD / CMD2 / CIR / P / 2022 / 62 dated 13<sup>th</sup> May 2022, and SEBI / HO / CFD / PoD-2/P/VCIR/2023/4 dated 05<sup>th</sup> January 2023 and recent relevant SEBI circular, 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 04<sup>th</sup> July 2024 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 2023-24 will also be available on the Company's website [www.skf.com/in](http://www.skf.com/in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and will also be available on the website of National Securities Depository Limited [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (agency for providing the remote e-voting facility).
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 6 of the Notice is annexed hereto. The relevant details, pursuant to regulation 36(3) 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 63<sup>rd</sup> 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](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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, 01<sup>st</sup> 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 Link Intime India 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

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

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 Link Intime India 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, as on the cut-off date 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, 04<sup>th</sup> July 2024** for the purpose of determining the eligibility of member(s) entitled to receive dividend, if declared at the AGM.
11. The final dividend of Rs. 130/- per equity shares of INR 10/- each for FY 2023-24, as recommended by the Board of Directors of the Company, if declared at AGM, will be paid on or before the 30<sup>th</sup> 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, 04<sup>th</sup> July 2024** 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, 04<sup>th</sup> July 2024**
12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source ("TDS") from dividends 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 [csg-unit@linkintime.co.in](mailto:csg-unit@linkintime.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 dividends. 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](http://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 the unpaid dividend account in respect of FY 2016-17 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 <https://www.skf.com/in/investors/shareholder-information>, 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](mailto: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 **01<sup>st</sup> August 2024**. 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/

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

MIRSDRTAMB/P/CIR/2021/655 dated 03<sup>rd</sup> 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 25<sup>th</sup> 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 24<sup>th</sup> 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 63<sup>rd</sup> 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 up to the date AGM. Members seeking to inspect such documents are requested to send an email to [investors@skf.com](mailto: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 63<sup>rd</sup> 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 **Tuesday, 06<sup>th</sup> August 2024**.
- (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. **Tuesday, 06<sup>th</sup> August 2024** only shall be



## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

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: 09<sup>th</sup> August 2024 (Friday) at 9:00 a.m. (IST)**

**(b) End of remote e-voting : 12<sup>th</sup> August 2024 (Monday) 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 casted 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.com](mailto:evoting@nsdl.com)

(xi) The Board of Directors of the Company has appointed Mr Jayavant Bhave (Membership FCS 4266/CP 3068) of M/s J B Bhave and 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,

2 working days from the 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](http://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, Mr. Sanjeev Yadav, Assistant Manager email at [evoting@nsdl.com](mailto:evoting@nsdl.com).

(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@linkintime.co.in](mailto:csg-unit@linkintime.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@linkintime.co.in](mailto:csg-unit@linkintime.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.

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

- (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 Tuesday, 06<sup>th</sup> August 2024. 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 (Tuesday 06<sup>th</sup> August 2024) may obtain the login id and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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 Friday, 09<sup>th</sup> August 2024 at 9:00 A.M. and ends on Monday, 12<sup>th</sup> August 2024 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. 06<sup>th</sup> August 2024, 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 06<sup>th</sup> August 2024.**

**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 09<sup>th</sup> 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.

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you
- c) Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password  
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.**

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

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](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://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](http://www.evoting.nsd.com) or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In 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@linkintime.co.in](mailto:csg-unit@linkintime.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@linkintime.co.in](mailto:csg-unit@linkintime.co.in). If you are an Individual shareholder 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.**

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 09<sup>th</sup> 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:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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.
- 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.
- 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:

- 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" placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join 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.
- Members are encouraged to join the Meeting through Laptops for better experience.

- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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](mailto:investors@skf.com). The same will be replied by the Company suitably.
- 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. Karl Robin Joakim Landholm (DIN 09651911) 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-thirds 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, the Managing Director is not liable to retire by rotation.

The Board of Directors ("Board") on recommendation of Nomination and Remuneration Committee appointed Mr. Karl Robin Joakim Landholm (DIN 09651911) as Additional Director of the Company with effect from 28<sup>th</sup> June 2022 and shareholders had approved his appointment as Director of the Company at 61<sup>st</sup> Annual general meeting held on 27<sup>th</sup> July 2022.

Mr. Karl Robin Joakim Landholm, 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. Karl Robin Joakim Landholm (DIN 09651911), 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.

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice except Mr. Karl Robin Joakim Landholm (DIN 09651911).

**Item No.4****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 1000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company enters into contract with SKF Germany for Administrative and Service Fees, Purchase of Capital Goods and Services, Purchase of Raw Material, Components, Spares and Finished Goods, Reimbursements Paid, Reimbursements Received, Technical and 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 and rules made thereunder and SEBI Regulations, aforesaid transactions require 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 FY 2024-25 and thereafter up to the date of the next annual general meeting of the Company to be held for the FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> 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 22<sup>nd</sup> November 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 the 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	<b>Name of Related Party</b>	SKF GmbH, Schweinfurt
2	<b>Nature of relationship with the SKF India Limited nature of its concern or interest (financial or otherwise)</b>	Fellow Subsidiary, a 'Related Party' as defined under Regulation 2(1)(zb) of SEBI LODR Fellow subsidiary
3	<b>Name of the Director or Key managerial personnel who is related, if any</b>	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	<b>Value of the proposed transaction;</b>	7,375.35 MINR
5	<b>Type, Material terms, particulars of proposed Transaction</b>	Administrative & Service Fees, Purchase of Capital Goods & Services, Purchase of Raw Material, components, spares & Finished Goods, Reimbursements Paid, Technical & Service Income and Sale of Goods and services on continuous basis.  Monetary value of proposed aggregate transactions during FY 2024-25 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2024-25 or fifteen months from the date of 63 <sup>rd</sup> Annual General Meeting, whichever is earlier, is expected to be 7,375.35 MINR.



Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

Sr. No.	Particulars	Remarks
6	<b>Tenure of the proposed transaction (particular tenure shall be specified);</b>	<ul style="list-style-type: none"> <li>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 2024-25 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> Annual General Meeting, whichever is earlier, on such terms and conditions as may be mutually agreed between the Company and SKF, Germany wherein the value of proposed transaction is disclosed in the Annual Financial Statement.</li> </ul>
7	<b>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 45,701 MINR)</b>	16.1%
8	<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity</b>	NA
8(i)	<b>details of the source of funds in connection with the proposed transaction</b>	NA
8(ii)	<b>where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</b> <ul style="list-style-type: none"> <li>nature of indebtedness;</li> <li>cost of funds; and</li> <li>tenure;</li> </ul>	NA
8(iii)	<b>applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</b>	NA
8(iv)	<b>the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.</b>	NA
9 (a)	<b>Justification as to why the RPT is in the interest of the listed entity</b>	<p>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.</p> <p>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.</p>
9 (c)	<b>Any advance paid or received for the contract or arrangement, if any</b>	NIL
9 (d)	<b>Details about valuation/ arm's length and ordinary course of business</b>	The transactions are on an 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 plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 4 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.

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

Members may note that the aforesaid Related Party Transaction, placed for members approval, shall, at all times, be subject to prior approval of the Audit Committee/ Independent Directors of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended SEBI LODR 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 08<sup>th</sup> May 2024, on the approval and recommendation of the Audit Committee and subject to the approval of the Members, approved the above proposal such that the maximum value of the Related Party Transactions during the aforesaid period does not exceed the amount stated in the aforesaid resolution. Pursuant to Regulation 23 of the SEBI LODR, Members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

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. 4 for the approval of the Members of the Company.

### **Item No. 5**

#### **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 (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 the threshold limit i.e., if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds INR 1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Members are apprised that in last year's AGM held for FY 2022-23, the Company had obtained shareholders' approval for granting loan up to 1,200 MINR in one or more tranches, it was proposed to grant a loan of 1,200 MINR in FY 2023-24 and 1,300 MINR in FY 2024-25.

In continuation of above mentioned transactions, it is proposed for FY 2024-25 to carry out various transactions including but not limited to the purchase of capital goods and services, raw material, components, spares and 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 continues basis with M/s SKF Engineering and Lubrication India Private Limited (a fellow subsidiary) (hereinafter referred as "SELIPL") in aggregate, does not exceed **8,424.71 MINR (including Loan of 1,300 MINR for FY 2024-25)** 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 FY 2024-25 and thereafter up to the date of the next Annual General Meeting of the Company to be held for the FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> 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.

In compliance to the aforesaid provision of the Companies Act, 2013 and 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 22<sup>nd</sup> 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

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

for its approval (which has been duly approved and recommended to the Shareholders for approval):

Sr. No	Particulars	Remarks
1.	<b>Name of Related Party</b>	SKF Engineering and Lubrication India Private Limited (SELIPL).
2.	<b>Nature of relationship with the Company (SKF India Limited)</b> <b>Nature of its concern or interest (financial or otherwise)</b>	SKF Group entity and a 'Related Party' of the Company as defined under Regulation 2(1) (zb) of SEBI LODR. Fellow subsidiary
3.	<b>Name of the Director or Key managerial personnel who is related, if any.</b>	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.	<b>Value of the proposed transaction;</b>	<b>8,424.71 MINR (including Loan of 1300 MINR)</b>
5.	<b>Type, material terms, particulars of proposed transaction</b>	<ul style="list-style-type: none"> <li>• Purchase of Capital Goods &amp; Services, Purchase of Raw Material, components, spares &amp; Finished Goods, Reimbursements of expenses, Interest Income on Loan to related party, Rent Income on leased property, Sale of Goods and services, Technical &amp; Service Income on continuous basis.</li> <li>• Monetary value of proposed aggregate transactions during FY 2024-25, is expected to be INR <b>8,424.71 MINR</b>.</li> <li>• <b>Granting Loan up to 1,300 MINR, (this loan is part of 8,424.71 MINR).</b></li> <li>• Terms of the fresh loan as per the agreement:                             <ul style="list-style-type: none"> <li>➤ 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).</li> <li>➤ Entire loan will be secured by creation of charge on the assets of SELIPL.</li> <li>➤ Additionally, Corporate Guarantee from AB SKF (Holding Company) will be obtained in security of these loans.</li> </ul> </li> </ul>
6.	<b>Tenure of the proposed transactions (particulars &amp; tenure);</b>	<ul style="list-style-type: none"> <li>• The Related Party Transactions as aforesaid are necessary and incidental to the business of the Company which play significant role in its business plan.</li> <li>• Tenure of aforesaid transactions for the FY 2024-25 and thereafter up to the date of the next annual general meeting of the Company to be held for FY 2024-25 or fifteen months from the date of 63<sup>rd</sup> 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.</li> <li>• Grant of fresh Loan of 1,300 MINR; Tenure 7 Years i.e., up to 2029.</li> </ul>
7.	<b>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 45,701.1 MINR).</b>	18.4%
8.	<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity.</b>	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.

Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

Sr. No	Particulars	Remarks
8(i)	<b>Details of the source of funds in connection with the proposed transaction.</b>	Company's own fund.
8(ii)	<b>Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments:</b> <ul style="list-style-type: none"> <li>• nature of indebtedness.</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	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)	<b>Applicable terms, including covenants, tenure, interest rate and repayment schedule of loans, whether secured or unsecured; if secured, the nature of security; and</b>	Fresh Loan: Amount 1300 MINR (as per Loan agreement): <ul style="list-style-type: none"> <li>➤ 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)</li> <li>➤ Tenure: 7 Years i.e., up to 2029</li> <li>➤ Repayment Schedule: as per Loan Agreement</li> <li>➤ Security: Creation of Charge on assets of the SELIPL (Fellow Subsidiary) and, Corporate Guarantee from AB SKF (Holding Company)</li> </ul>
8(iv)	<b>The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.</b>	Funds shall be utilised by SELIPL for its Capex and Working Capital needs to support its principal business activities in India.
9 (a)	<b>Justification as to why the RPT is in the interest of the listed entity (i.e Other than Loan and Extension of Loan)</b>	<ul style="list-style-type: none"> <li>• 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.</li> <li>• This transaction will help meeting its customer's needs timely &amp; without any disruption.</li> <li>• 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.</li> </ul>
9 (b)	<b>Justification as to why the RPT is in the interest of the listed entity (i.e. For Loan and extension of loan)</b>	<ul style="list-style-type: none"> <li>• Better utilisation of existing funds. Earn higher rate of Interest</li> <li>• Secured liability – First Charge on existing assets of SELIPL, AB SKF Corporate Guarantee in case of SELIPL Default</li> <li>• Higher Sales with assured margins</li> <li>• Strengthens its supply chain, reduces Supply Chain Constraints and improves lead times for deliveries</li> <li>• Creates a competitive edge in Indian Market</li> </ul>
9 (c)	<b>Any advance paid or received for the contract or arrangement, if any</b>	Routine trade advance extended by the Company to SELIPL, periodically.
9 (d)	<b>Details about valuation/ arm's length and ordinary course of business</b>	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 plays 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.

## Notice of 63<sup>rd</sup> Annual General Meeting (contd.)

Members may note that the aforesaid Related Party Transaction, placed for Members approval, shall, at all times, be subject to prior approval of the Audit Committee/ Independent Directors of the Company and shall continue to be in the ordinary course of business and at arm's length. As per the amended SEBI LODR 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 08<sup>th</sup> May 2024, on the approval and recommendation of the Audit Committee and subject to the approval of the Members, approved the above proposal such that the maximum value of the Related Party Transactions during the aforesaid period does not exceed the amount stated in the aforesaid resolution.

Pursuant to Regulation 23 of the SEBI LODR, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

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

#### Ratification of Remuneration to Cost Auditor for the financial year 2024-25

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. Joshi Apte and Associates, Cost Accountants, having Firm Registration No. 000240 as Cost Auditors of the Company for FY 2024-25 at its Board meeting held on 08<sup>th</sup> May 2024 at a remuneration INR 4,50,000/- (Four Lakh and Fifty Thousand Only), plus out of pocket expenses as actual, if any and applicable taxes. The detailed profile of the Cost Auditor is as per **Annexure-B**.

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. 6 of this Notice for ratification and approval of remuneration payable to the Cost Auditors for the FY 2024-25.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 6 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](mailto:investors@skf.com)

Website: [www.skf.com/in](http://www.skf.com/in)

Telephone No.:020- 66112500

Date: 08<sup>th</sup> May 2024

## 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 63<sup>rd</sup> Annual General Meeting.

Name of the Director	Mr. Karl Robin Joakim Landholm
Director Identification Number	09651911
Date of Birth	10 <sup>th</sup> June 1969
Age	55 Years
Nationality	Swedish
Date of first Appointment on Board of the Company	28 <sup>th</sup> June 2022
Qualification	Master's degree in B.A and Economics. Major: Corporate Finance Exchange programme at University of Michigan (MBA)
Experience	<ul style="list-style-type: none"> <li>· He is having overall experience of above 30 years. He has worked in past with Axholmen Consulting</li> <li>· Hector Rail Group, SAS – Scandinavian Airlines</li> <li>· Journey in SKF</li> </ul> Managing SKF's Group Operations function covering manufacturing, supply chain, IT, quality, EHS, sustainability and strategy
Terms & conditions of appointment/ re-appointment	As per the appointment letter
Remuneration sought to be paid	NA
Remuneration last drawn	NA
Number of Board Meeting attended during the FY 2023-24	4
Shareholding in the Company (self and beneficial basis only)	Nil
List of Directorship held in other Listed Companies	Nil
Listed companies from which the person has resigned in the past three years	Nil
Nature of expertise in specific functional areas	Please refer to the Corporate Governance Report
Chairmanship / Membership of Audit and Stakeholders Relationship Committee of SKF India Limited	Nil
Listed entities from which Director has resigned in last three years	Nil
Chairmanships / Memberships of the Committees of Boards of other Companies	Nil
Inter-se Relationship between the Directors, Manager and other Key Managerial personnel of the Company	None

**Note:** Committee membership includes only the Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not). Other directorships do not include directorships of foreign companies.

## Annexure - B

### Profile - Cost Auditors – Joshi Apte and Associates:

M/s Joshi Apte and Associates (Firm Registration No. 000240) has a track record of providing expert services in Cost Management Accountancy for the last 15 years. They have a dynamic team which is mix of seasoned practitioners with rich experience and young professionals with their youthful exuberance. Firm also observes diversity with majority of woman partners. The Firm provides profession services like, Cost Audit, Costing Systems, Cost Study and analysis, etc.

### INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1.	<b>Day, Date and Time of AGM</b>	Tuesday, 13 <sup>th</sup> August 2024 at 15:00 Hrs (IST)
2.	<b>Mode</b>	Video Conference (VC) and Other Audio Visual Means (OAVM)
3.	<b>Participation through VC/OAVM</b>	Members can login from 03.00 P.M (IST) on the date of the AGM at <a href="https://evoting.nsd.com">https://evoting.nsd.com</a>
4.	<b>Helpline Number for VC/OAVM participation</b>	022 - 2499 7000
5.	<b>Submission of Questions/Queries before AGM</b>	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 01 <sup>st</sup> August 2024 through email on <a href="mailto:investors@skf.com">investors@skf.com</a> . The same will be replied by the Company suitably.
6.	<b>Speaker Registration before AGM</b>	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 <a href="mailto:investors@skf.com">investors@skf.com</a> on or before 01 <sup>st</sup> August 2024.
7.	<b>Recorded Transcript</b>	Will be made available post AGM at <a href="https://www.skf.com/in">https://www.skf.com/in</a>
8.	<b>Dividend for FY 2023-24 recommended by the Board</b>	INR 130/-per equity share of the face value of INR 10/- each
9.	<b>Dividend -Record Dates</b>	04 <sup>th</sup> July 2024 (Thursday)
10.	<b>Dividend Payment Date</b>	On or before 11 <sup>th</sup> September 2024
11.	<b>Cut-off date for e-voting</b>	06 <sup>th</sup> August 2024 (Tuesday)
12.	<b>Remote e-voting start time and date</b>	09 <sup>th</sup> August 2024 (Friday at 9:00 am IST)
13.	<b>Remote e-voting end time and date</b>	12 <sup>th</sup> August 2024 (Monday at 5:00 p.m. IST)
14.	<b>Remote e-voting website</b>	<p><b>Shares held in Demat mode with NSDL:</b></p> <ol style="list-style-type: none"> <li>Shareholders registered for NSDL IDeAS facility: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></li> <li>Others: <a href="https://evoting.nsd.com">https://evoting.nsd.com</a></li> </ol> <p><b>Shares held in Demat mode with CDSL:</b></p> <ol style="list-style-type: none"> <li>Shareholders who have opted for Easi facility of CDSL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></li> <li>Others: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> </ol> <p><b>Logging in through Depository Participants:</b></p> <p>Members can also login using the login credentials of their demat account through your DP registered with NSDL /CDSL for e-voting facility.</p>

## Annexure - B (contd.)

Sr. No.	Particulars	Details
15.	<b>Name, address and contact details of e-voting service provider and registrar and transfer agent</b>	<p><b>Registrar and Transfer Agent</b></p> <p>M/s Link Intime India Private Limited (TSR Consultants Private Limited, has been merged with Link Intime India Private Limited with effect from 22<sup>nd</sup> December 2023)</p> <p>C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083</p> <p>Tel: +91 22 66568484</p> <p><b>E-voting Service Provider</b></p> <p>National Securities Depositories Limited (“NSDL”)</p> <p>Trade World, A wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013</p> <p>Tel No: 1800-1020-990/1800-22-44-30</p>
16	<b>Email Registration and Contact Updation Process</b>	<p><b>Demat Shareholders:</b></p> <p>Contact respective Depository Participant</p> <p><b>Physical Shareholders:</b></p> <p>M/s Link Intime India Private Limited website – <a href="mailto:csg-unit@linkintime.co.in">csg-unit@linkintime.co.in</a></p> <p>C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083</p>