

**Date:** 5<sup>th</sup> July,2022

<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 <b>NSE Scrip Code – SKFINDIA</b>	<b>BSE Limited,</b> Phiroze Jeejeebhoy Towers,Dalal Street, Mumbai - 400001  <b>BSE Scrip Code -500472</b>
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Dear Sirs/Madam,

**Sub: Annual Report for the Financial Year 2021-22 along with Notice of 61<sup>st</sup> Annual General Meeting**

This is in Continuation to our letter dated May 11, 2022 and June 22, 2022, we would like to inform that the 61<sup>st</sup> Annual General Meeting (“AGM”) of the members of the Company is scheduled to be held on **Wednesday , July 27,2022 , 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 Listing Regulations”) 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 2021-22 which is being sent through electronic mode to the members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depositories. It is also available at the website of the Company at below mentioned link.

[https://www.skf.com/binaries/pub12/Images/094b75b118edae72-SKF-India-Annual-Report-2021-22\\_tcm\\_12-598592.pdf](https://www.skf.com/binaries/pub12/Images/094b75b118edae72-SKF-India-Annual-Report-2021-22_tcm_12-598592.pdf)

Pursuant to Regulation 42 of the SEBI Listing Regulations, the Company has fixed the **Record Date** as **Wednesday, June 29, 2022**, for determining eligibility/entitlement of members to receive the final dividend for the Financial Year 2021-22, if declared and approved by the shareholders at the ensuing 61<sup>st</sup> Annual General Meeting of the Company.

The members of the Company, holding shares as on **Wednesday, 20<sup>th</sup> July 2022** 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, 24<sup>th</sup> July 2022 (9:00 a.m. IST)** and ends on **Tuesday, 26<sup>th</sup> July 2022 (5:00 p.m. IST)**.

**SKF India Limited**

Registered office: Chinchwad, Pune 411 033, Maharashtra, India  
Tel: +91 20 6611 2500, Fax: 020 6611 2396, Web: www.skf.com/in  
CIN: L29130MH1961PLC011980



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 AGM Notice.

The above is for your information and record. You are hereby requested to disseminate this information on your respective websites.

Thanking you,

Yours faithfully,  
**SKF India Limited**

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**Ranjan Kumar**  
**Company Secretary & Compliance Officer**

**SKF India Limited**

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CIN: L29130MH1961PLC011980

# NOTICE OF 61<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **Sixty-First (“61<sup>st</sup>) Annual General Meeting (“AGM”)** of the Members of SKF India Limited (“the Company”) will be held on **Wednesday, July 27 2022, at 3.00 p.m. IST** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business(es):

## ORDINARY BUSINESSES:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with Reports of the Board of Directors and the Auditors thereon and
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Report of the Auditors thereon.
2. To approve and declare final dividend of ₹ 14.50 per equity shares for the financial year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Mr. Shailesh Kumar Sharma (DIN: 09493881), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. **To consider and approve the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accounts, (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company for a term of five years**

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years to conduct the Statutory Audit from Financial Year 2022-2023 to Financial year 2026-2027 and to hold office from the conclusion of 61<sup>st</sup> Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year 2026-2027, on such remuneration & terms of engagement, as may be mutually agreed between the

Board/ Audit Committee and the Auditors of the Company from time to time.”

## SPECIAL BUSINESSES:

5. **Appointment of David Leif Henning Johansson (DIN NO: 0009651955) as Director**

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 & other applicable provision of the Companies Act 2013 (“ Act ”) read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. David Lief Henning Johansson (DIN NO: 0009651955), who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> June 2022 to hold office upto the date of 61<sup>st</sup> Annual General Meeting of the Company, who being eligible offer himself for appointment and is not debarred from holding the office of Director pursuant to any SEBI orders or any other such statutory authority(ies), and in respect of whom the Company has received a notice in writing from members under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deed and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution.”

6. **Appointment of Mr. Karl Robin Joakim Landholm (DIN NO: 0009651911) as Director**

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 & other applicable provision of the Companies Act 2013 (“Act”) read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Karl Robin Joakim Landholm (DIN NO: 0009651911), who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> June 2022

to hold office upto the date of 61<sup>st</sup> Annual General Meeting of the Company, who being eligible offers himself for appointment and is not debarred from holding the office of Director pursuant to any SEBI orders or any other such statutory authority, and in respect of whom the Company has received a notice in writing from members under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize and issue the letter of appointment to the concerned director and to do all such acts, deed and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution.”

7. **Approve Amendment of resolution passed through Postal ballot regarding Appointment of Mr. Shailesh Kumar Sharma (DIN NO: 09493881) as Whole Time Director of the Company**

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution**

“**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded to amend below mentioned clause of the Ordinary resolution passed by the Members of the Company on May 19, 2022 through Postal Ballot as contained in the Notice of Postal ballot dated 16<sup>th</sup> April, 2022 for Appointment of Mr. Shailesh Kumar Sharma (DIN NO: 09493881) as Whole Time Director of the Company:

“Mr. Shailesh Kumar Sharma shall be liable to retire by rotation”

**RESOLVED FURTHER THAT** the rest of the Ordinary resolution shall remain unchanged and be effective as passed by shareholders through Postal ballot.

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

8. **Appointment of M/s Deloitte Haskins and Sells LLP, Chartered Accountant (Firm Registration No :117366W/W-100018) as Statutory Auditors of the Company to fill-in causal vacancy arisen due to resignation of M/s Price Waterhouse & Co Bangalore LLP, Statutory Auditors(Firm Registration No: 007567S/S12).**

To consider and, if thought fit, pass the following resolution(s) as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules),

including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Audit Committee and Board of Directors at its meeting held on 11<sup>th</sup> May 2022, M/s Deloitte Haskins and Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), be and are hereby appointed as statutory auditors of the company for the financial year FY 2022-23, to fill casual vacancy caused by resignation of M/s Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No. - 007567S/S200012), and they shall hold office until the conclusion of the 61<sup>st</sup> Annual General Meeting, on such terms of engagement including remuneration, as may be mutually agreed between the Board/ Audit Committee and the Auditors.”

9. **Approval of transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, if any, Regulation 18, 23, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI Regulations”) 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), approval of the Members of the Company be and is hereby accorded to Board of Directors to enter into the material contracts / arrangements / transactions maximum upto 4,650 MINR, exceeding limits stated in Section 188 of Companies Act 2013 and regulation 23 of SEBI Regulations, as that are in the ordinary course of business and at arm’s length basis with SKF GmbH, Schweinfurt, Germany (‘SKF Germany’), a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI Regulations, on such terms and conditions as the Board of Directors may deem fit, for the financial year 2022-23 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 authorized by the Board) be and is hereby authorized by the members of the Company to do all such acts and deeds to finalize 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.”

10. **Ratification of Remuneration to Cost Auditor for the financial year 2021-22**

To consider and if thought fit, to pass, the following resolution as **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 all other applicable provisions, if any, of the Companies Act, 2013 read with 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 Rs. 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 financial year ending FY 2021-22.”

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

**Ranjan Kumar  
Company Secretary & Compliance Officer**

**Registered Office:**

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130MH1961PLC011980

E-mail: [investors@skf.com](mailto:investors@skf.com)

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

Telephone No.:020- 66112500

Date: 28<sup>th</sup> June 2022

**NOTES**

1. In view of the massive outbreak and extraordinary circumstances created due to COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 14/2020 dated April 08, 2020, General Circular no.17/2020 dated April 13, 2020 and General Circular no. 20/2020 dated May 05, 2020, General Circular no. 02/2021 dated January 13, 2021, December 8 2021 and read with General Circular no 2/2022 dated May 5,2022 . (“MCA Circulars”) has allowed to hold the Annual General Meeting (“AGM” or “meeting”) of the Company during the calendar year 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. Therefore, in compliance to the MCA Circulars, applicable provisions

of the Companies Act, 2013 (“Act”) all applicable SEBI Circulars and Regulations, this 61<sup>st</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 dated May 12, 2020 read with SEBI circular no. CIRCULARSEBI/HO/ CFD/CMD2/ CIR/P/ 2021/11 dated Janaury 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13 2022 (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 is being sent through email to those Members whose email addresses are registered with the Company / Depositories as on June 29, 2022 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 2021-22 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 is also available on the website of [www.evoting.nsdl.com](http://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 of the Act, setting out the material facts concerning the Special Business(s) in the Notice is annexed hereto and forms part of this Notice. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) in respect of Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure- A**.
4. It is being informed that physical presence of the members have been dispensed with for attending the meeting through VC/OAVM, 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 authorizing their representative to participate in remote e-voting or to attend and vote at the AGM at [skf.scrutinizer@gmail.com](mailto:skf.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialized 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 dematerialized 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 dematerialized 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 Wednesday, 29<sup>th</sup> June, 2022 for the purpose of determining eligibility of member(s) entitled to receive dividend, if declared at the AGM
11. The final dividend of ₹14.50. per equity shares of ₹ 10 each for the financial year 2021-22, 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:
- 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 Wednesday, 29<sup>th</sup> June 2022.* and
  - in respect of shares held in the dematerialized 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 day, on *Wednesday, 29<sup>th</sup> June 2022.*
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 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 [csg-unit@tcplindia.co.in](mailto:csg-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](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 unpaid dividend account in respect of financial year 2014-15 and shares where 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](http://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](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 July 15, 2022. 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 November 3, 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 January 25, 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 January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized 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 61<sup>st</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 upto 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 Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 businesses to be transacted at the 61<sup>st</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 authorized 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 July 20, 2022.
- (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 **July 20, 2022** 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: 24<sup>th</sup> July, 2022 (Sunday) at 9:00 a.m. (IST),**

**(b) End of remote e-voting : 26<sup>th</sup> July, 2022 (Tuesday) at 5:00 p.m. (IST)**

- (ix) During this period, Members holding shares either in physical form or in dematerialized 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.co.in](mailto:evoting@nsdl.co.in).
- (xi) The Board of Directors of the Company has appointed Mr. P.N. Parikh of M/s. Parikh and Associates, (FCS: 327) Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process electronically or otherwise for remote e-Voting and e-Voting at the AGM in a fair and transparent manner.
- (xii) The Scrutinizer shall on conclusion of the voting at the AGM first count the votes casted at the meeting and thereafter, unblock the votes casted through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized 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 Scrutinizer'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 1800-222-990 / 1800 1020 990 /1800 224 430, Ms. Soni Singh, email at [evoting@nsdl.co.in](mailto: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](mailto: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 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](mailto: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 casted 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, July 20, 2022. 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, July 20, 2022 may obtain the login id and password



by sending a request at [evoting@nsdl.co.in](mailto: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](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.

**Instructions for members for remote e-voting are as under:-**

**The remote e-voting period begins on 24<sup>th</sup> July, 2022 at 9:00 A.M. and ends on 26<sup>th</sup> July, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**The remote e-voting period begins on Sunday, 24<sup>th</sup> July, 2022 at 9:00 A.M and ends on Tuesday, 26<sup>th</sup> July, 2022 at 5:00 P.M. The remote e-voting**

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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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> </ol>

**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, 20<sup>th</sup> July, 2022 , 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 20<sup>th</sup> July, 2022.**


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

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

**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
	<p>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.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**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?**

- 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 :

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**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:**

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- |    |                                                         |                                                                                                                                                           |
|----|---------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) | For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>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. 20<sup>th</sup> July,2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . 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. 20<sup>th</sup> July,2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or

with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 General 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [skf.scrutinizer@gmail.com](mailto:skf.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or 1800-22-4430 or send a request to NSDL at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 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.
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 EGM/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 General 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/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investors@skf.com](mailto:investors@skf.com) by July 15, 2022.
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](mailto: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 & 7

#### **To appoint a Director in place of Mr. Shailesh Kumar Sharma (DIN: 09493881) 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.

Mr. Shailesh Kumar Sharma (DIN: 09493881) was appointed as Additional Director & Whole-time director on the Board of SKF India Limited w.e.f 10<sup>th</sup> February 2022, in compliance with the application provisions/laws. The Company had initiated Postal Ballot Process within 3 Months from appointment of Mr. Shailesh Kumar Sharma as Director and Whole-time Director as per regulation 17(1C) of SEBI LODR. The Postal ballot Notice dated 16<sup>th</sup> April 2022 was dispatched on April 18, 2022 to the Members and the Company kept voting lines open for postal ballot from April 20, 2022 to May 19, 2022 i.e, for 30 days as per provisions of the Companies Act, 2013. Results were declared on May 20, 2022.

Postal Ballot Resolution of Mr. Shailesh Kumar Sharma (DIN: 09493881) for appointment as Whole-time Director mentioned that he is not liable to retire by rotation.

However, in compliance to the provisions of Section 152 of the Companies Act, 2013 Mr. Shailesh Kumar Sharma shall retire by rotation and as he is the longest in office, he is retiring by rotation in this AGM

Accordingly, the Board places the resolution as provided in Item No.3 & 7 of the Agenda before the members to be passed as Ordinary Resolution.

A brief profile and other information of Mr. Shailesh Kumar Sharma, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is provided in the **Annexure 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 & 7 of the Notice except Mr. Shailesh Kumar Sharma.

### Item No.4

#### **To consider and approve the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accounts, (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company for a term of five years.**

The Term of appointment of M/s Price Waterhouse & Co Bangalore LLP, Statutory Auditors expires in the next Annual

General Meeting to be held in the year 2023. However, they had tendered their resignation as Statutory Auditors of the Company w.e.f. 11<sup>th</sup> May, 2022

On recommendation of the Audit Committee and the Board of Directors of the Company, it is proposed to the shareholders to appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), one of the renowned Audit Firms, as Statutory Auditors of the Company pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for a period of 5 years to hold office from the conclusion of ensuing 61<sup>st</sup> Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2026-2027, Profile of M/s. Deloitte Haskins & Sells LLP annexed as **Annexure B**

The Company has received eligibility certificate as required under Section 141 of Companies Act 2013 from M/s Deloitte Haskins and Sells LLP, Chartered Accountant (Firm Reg No: 117366W/W-100018) who have also conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Proposed fees payable to the statutory auditor(s) along with terms of appointment will be as mutually decided by Board/Audit Committee and Auditors and ,no major material change in the fee payable to such auditor from that paid to the outgoing auditor.

Accordingly, The Board of Directors recommends the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditor of the Company as set in item No. 4. for approval of the members as an Ordinary Resolution.

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. 4 of the Notice.

### Item No.5

#### **Appointment of Mr. David Leif Henning Johansson (DIN No : 0009651955) as Director**

The Board of Directors ("Board") on recommendation of Nomination & Remuneration Committee appointed Mr. David Leif Henning Johansson (DIN: 0009651955) as an Additional Director of the Company with effect from 28<sup>th</sup> June 2022 . Pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder and the Articles of Association of the Company, Mr. David Leif Henning Johansson shall hold office of the Director up to the date of this 61<sup>st</sup> Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. David Leif Henning Johansson as a Director on the Board of the Company, liable to retire by rotation.

The Board of Directors are confident that with his vast Global knowledge and varied experience, he will be of great value to the Company.

A brief profile and other information of Mr. David Leif Henning Johansson, 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.

As per the circular issued by BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders' regarding appointment of Directors by the listed companies dated 20<sup>th</sup> June, 2018, Mr. David Leif Henning Johansson is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. Accordingly, the Board, on recommendation of Nomination and Remuneration Committee, recommends the resolution as set forth in Item No. 5 in relation to appointment of Mr. David Leif Henning Johansson as a Director of the Company, for approval by the members of the Company, by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. David Leif Henning Johansson is in any way concerned or interested, financially or otherwise, in this resolution.

#### **Item No.6**

##### **Appointment of Mr. Karl Robin Joakim Landholm (DIN No: 0009651911) as Director**

The Board of Directors ("Board") on recommendation of Nomination & Remuneration Committee appointed Mr. Karl Robin Joakim Landholm (DIN: 0009651911) as an Additional Director of the Company with effect from 28<sup>th</sup> June 2022 . Pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder and the Articles of Association of the Company, Mr. Karl Robin Joakim Landholm shall hold office of the Director up to the date of this 61<sup>st</sup> Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Karl Robin Joakim Landholm as a Director on the Board of the Company, liable to retire by rotation.

The Board of Directors are confident that with his vast Global knowledge and varied experience, he will be of great value to the Company.

A brief profile and other information of Mr. Karl Robin Joakim Landholm, 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.

As per the circular issued by BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders' regarding appointment of Directors by the listed companies dated 20<sup>th</sup> June, 2018, Mr. Karl Robin Joakim Landholm is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. Accordingly, the Board, on recommendation of Nomination and Remuneration Committee, recommends the resolution as set

forth in Item No. 6 in relation to appointment of Mr. Karl Robin Joakim Landholm as a Director of the Company, for approval by the members of the Company, by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Karl Robin Joakim Landholm is in any way concerned or interested, financially or otherwise, in this resolution .

#### **Item No. 8**

##### **Appointment of M/s Deloitte Haskins and Sells LLP, Chartered Accountant Firm Registration No: 117366W/W-100018 as a Statutory Auditors of the Company to fill in casual vacancy due to resignation of M/s Price Waterhouse & Co Bangalore LLP, Statutory Auditors(Firm Registration no: 007567S/S-200012).**

Due to resignation of M/s Price Waterhouse & Co Bangalore LLP, Statutory Auditors, and pursuant to compliance of Section 139(8) of Companies Act, 2013 and rules there under , Board is required to fill casual vacancy of Auditor's office within 30 days but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within 3 months of the recommendation of the Board and the said Auditor shall hold the office till the conclusion of the next annual general meeting.

Pursuant to compliance of aforesaid Section , Board at its meeting held on 11<sup>th</sup> May 2022 has appointed M/s Deloitte Haskins and Sells LLP, Chartered Accountant, Statutory Auditors of the Company to fill-in casual vacancy caused due to resignation of M/s Price Waterhouse & Co Bangalore LLP and to hold office till the conclusion of ensuing 61<sup>st</sup> Annual General Meeting subject to approval of shareholder at ensuing general meeting which shall be conducted within 3 months from recommendation of Board.

On Recommendation of Audit Committee and Board of Directors of the Company, it is proposed to appoint M/s Deloitte Haskins and Sells LLP, Chartered Accountant (Firm Reg No: 117366W/W-100018), one of the Renowned Audit Firms, as Statutory Auditors. The Company has received eligibility certificate as required under Section 141 of Companies Act 2013. M/s Deloitte Haskins and Sells LLP, Chartered Accountant (Firm Reg No: 117366W/W-100018) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Proposed fees payable to the statutory auditor(s) along with terms of appointment will be as mutually decided by board/Audit Committee and Auditors and ,no major material change in the fee payable to such auditor from that paid to the outgoing auditor.

Accordingly, the Board places the resolution as provided in Item No.8 of the Agenda before the members to be passed as Ordinary Resolution.

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. 8 of the Notice.

**Item No.9****Approval of transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company**

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF GmbH, Schweinfurt, Germany is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 Regulation-23 & Regulation-2(zb) of SEBI Regulations.

As per the provisions of Section 188 (1) of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(amended from time to time), the Material Related Party Transactions 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 Rs 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

The Company enters into contract with SKF GmbH for transactions related to Administrative & Service Fees, Purchase of Capital Goods & Services, Purchase of Raw Material, components, spares & Finished Goods, Reimbursements Paid and received, Sale of Goods and services purpose 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 GmbH, Schweinfurt are in the ordinary course of business and at arm's length basis and hence it is recommended for approval by the members for FY 2022-23.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, as amended till date, particulars of the transactions with SKF GmbH, Schweinfurt, Germany are as follows:

Sr. No.	Particulars	Remarks
1	<b>Name of the related party</b>	SKF GmbH, Schweinfurt, Germany
2	<b>Nature of relationship</b>	SKF GmbH is Fellow Subsidiary.  The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF GmbH, Schweinfurt, Germany is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation-2(zb) of SEBI Regulations. In terms of Regulation-23 of the SEBI Regulations
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 the resolution.
4	<b>Nature, material terms, monetary value and particulars of the contract or arrangements;</b>	Contract for Administrative & Service Fees, Purchase of Capital Goods & Services, Raw Material, components, spares & Finished Goods, Reimbursements Paid and received and Sale of Goods and services on a continuous basis  Monetary value of proposed aggregate transactions during financial year 2022-23 is expected to be INR 4,650 MINR
5.	<b>Any other information relevant or important for the members to take a decision on the proposed resolution</b>	
5a	<b>Tenure and value of the proposed transaction</b>	The Related Party Transactions as aforesaid are necessary, normal and incidental to business as also play significant role. Tenure is during financial year 2022-2023 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.



Sr. No.	Particulars	Remarks
5b	<b>The percentage of the listed entity's immediately preceding financial year's annual consolidated turnover, represented by the value of the proposed transaction (for a RPT involving a subsidiary, percentage calculated on the basis of the subsidiary's annual standalone turnover to be additionally stated)</b>	11.42%
5c	<b>Justification as to why the RPT is in the interest of the Company</b>	Considering the dynamic business environment where neither demand nor foreign exchange rates can 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

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 9 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI Regulations.

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 the resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 9.

## Item No. 10

### **Ratification of Remuneration to Cost Auditor for the financial year 2021-22**

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 ending March 31, 2022 at a remuneration Rs.430,000/- (Rupees four lakhs and thirty thousand only) 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. 10 of this Notice for ratification and approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 10 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**

#### **Registered Office:**

Chinchwad, Pune 411033, Maharashtra, India

CIN No.: L29130MH1961PLC011980

E-mail: [investors@skf.com](mailto:investors@skf.com)

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

Telephone No.: 020 66112500

Date: 28<sup>th</sup> June 2022

## 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 61<sup>st</sup> Annual General Meeting

Name of the Director	Mr. Shailesh Kumar Sharma	Mr. David Leif Henning Johansson	Mr. Karl Robin Joakim Landholm
Director Identification Number	09493881	0009651955	0009651911
Date of Birth	04.09.1969	11.12.1980	10.06.1969
Age	53 years	41 Years	53 Years
Nationality	Indian	Swedish	Swedish
Date of first Appointment on Board of the Company	10 <sup>th</sup> February 2022	28 <sup>th</sup> June 2022	28 <sup>th</sup> June 2022
Qualification	<ul style="list-style-type: none"> <li>B.E. (Mechanical), Government Engg. College Jabalpur, MP.</li> <li>MBA, Symbiosis International University (covering - general management, operation, Finance, HR &amp; marketing).</li> </ul> <p>Six Sigma Green Belt (United Latino Students Association)</p>	Master's in science; Industrial Marketing, Electrical Engineering Chalmers University of Technology (Gothenburg, Sweden)	Master Degree in B.A and Economics. Major: Corporate Finance Exchange programme at University of Michigan (MBA)
Experience	<p>He is having an overall experience of above 30 years. His last employment was with National Engineering Industrial Limited as Assistant Engineer</p> <p>Journey in SKF:</p> <ul style="list-style-type: none"> <li>Factory Manager - Pune Factory</li> <li>Factory Manager - Bangalore Factory</li> <li>Manufacturing Engineering Manager - Bangalore Factory</li> <li>Project Manager - Pune TRB Factory</li> <li>Process Engineer - TRB Pune Factory</li> </ul>	<ul style="list-style-type: none"> <li>15+ years of Global automotive and industrial experience, incl. BU mgmt. with full value chain and P&amp;L responsibility</li> <li>3.5+ years of working experience in China, leading local and Global operations, based in Shanghai 2018/09 - 2022/03</li> <li>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</li> <li>Strong strategic management skills, from strategy formulation to structuring, planning and effective implementation</li> </ul>	<p>He is having overall experience of above 30 years. He has worked in past with Axholmen Consulting, Hector Rail Group, SAS – Scandinavian Airlines.</p> <p>Journey in SKF</p> <p>Managing SKF's Group Operations function covering manufacturing, supply chain, IT, quality, EHS, sustainability and strategy</p>

Name of the Director	Mr. Shailesh Kumar Sharma	Mr. David Leif Henning Johansson	Mr. Karl Robin Joakim Landholm
		<ul style="list-style-type: none"> <li>Lifecycle and TCO focus, with emphasis on sustainable profit generation through full value chain engagement</li> </ul>	
Terms & conditions of appointment/re-appointment	As per the appointment letter	As per the appointment letter	As per the appointment letter
Remuneration sought to be paid	As mentioned in the explanatory statement	NA	NA
Remuneration last drawn	As per Agreement	NA	NA
Number of Board Meeting attended during the FY 2021-22	0	0	0
Shareholding in SKF India Ltd	Nil	Nil	Nil
List of Directorship held in other Companies	Nil	Nil	Nil
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	Nil	Member of Audit Committee w.e.f 28 <sup>th</sup> June 2022	Nil
Chairmanships / Memberships of the Committees of Boards of other Companies	Nil	Nil	Nil
Inter-se Relationship between the Directors and other Key Managerial personnel of the Company	Nil	Nil	Nil

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

## Annexure B

### **Profile of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants**

Deloitte Haskins & Sells LLP, registered since 1983, is one of the member firms of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee (“DTTL”). Each DTTL member firm provides services in particular geographic areas and is subject to the laws and professional regulations of the particular country or countries in which it operates. Deloitte Haskins & Sells, LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018).

Deloitte is one of the world’s largest professional services firms. Deloitte India is a leading professional services firm of the country and has the scale and capacity, to serve across locations. Deloitte is now a global network with circa 345,300+ people with revenues over \$50 billion. Deloitte India has more than 18,000 professionals operating out of 12 cities – Ahmedabad, Bengaluru, Chennai, Coimbatore, Goa, Gurgaon, Hyderabad, Jamshedpur, Kochi, Kolkata, Mumbai and Pune providing professional services in the areas of Audit, Risk Advisory, Tax, Consulting, and Financial Advisory services to public and private clients spanning multiple industries. It draws its strength from its people, which include 2,600+ professionals in Audit, 2,250 + in Tax, 3,900+ in Consulting, 2,300+ in Risk Advisory and 1,200+ in Financial Advisory.