SKF

Date: 16th July 2026

National Stock Exchange of India Limited, Exchange Plaza, 5th Floor,Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East),Mumbai – 400051, Maharashtra, India **NSE Scrip Code – SKFINDUS**	**BSE Limited,** Phiroze Jeejeebhoy Towers,Dalal Street, Fort, Mumbai – 400001, Maharashtra India **BSE Scrip Code -544572**

Subject: **Notice of 2nd Annual General Meeting of the Company for the Financial Year 2025-26.**

Dear Sir/Mam,

We wish to inform you that the **02nd Annual General Meeting ("AGM")** of the Members of **SKF India (Industrial) Limited** ("the Company") is scheduled to be held on **Thursday, 13th August 2026 at 3:00 P.M. (IST)** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**.

Pursuant to Regulation 30 read with para A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations),we hereby enclose the Notice of the 2nd AGM of the Company along with e-voting instructions and brief details of agenda items proposed to be transacted thereat as **Annexure 1**.

The Notice of 2nd AGM forming part of the Annual Report is also available on the website of the Company at:
https://cdn.skfmediahub.skf.com/api/public/09f870a5cdb9c34e/pdf_preview_medium/Annual_Report_2025-26-20260630145519_pdf_preview_medium.pdf

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For SKF India (Industrial) Limited

POORVA BANG

Digitally signed by POORVA BANG
DN: cn=POORVA BANG, c=IN, o=Personal, email=POORVA.BANG@SKF.COM
Date: 2026.07.16 18:54:04 +05'30'

Poorva Bang
Company Secretary & Compliance Officer

Annexure 1

Brief details of resolutions proposed to be transacted at the 2nd AGM of the Company

Sr. No.	Resolution	Type of Resolution (Ordinary/ Special)
Ordinary Business		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026 together with Reports of the Board of Directors and the Auditors thereon; and	Ordinary
2.	To approve and declare final dividend of Rs.10/- per equity share having face value of Rs. 10/- each fully paid up for the financial year ended 31st March 2026.	Ordinary
3.	To appoint a Director in place of Mr. Sujeeth Pai (DIN: 07763929), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.	Ordinary
Special Business		
4.	To Consider and approve the Appointment of M/s J. B. Bhave & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for a Period of Five Years i.e. from the Financial Year 2026-27 to the Financial Year 2030-31.	Ordinary
5.	To approve Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, a fellow subsidiary and SKF Group Company	Ordinary
6.	To approve Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited, a fellow subsidiary and SKF Group Company.	Ordinary
7.	To approve Material Related Party Transactions with SKF Sverige AB, a fellow subsidiary and SKF Group Company	Ordinary
8.	To approve Material Related Party Transactions with SKF AB SWEDEN, Ultimate Holding Company	Ordinary
9.	To approve Material Related Party Transactions with SKF India Limited, a fellow subsidiary and SKF Group Company	Ordinary
10.	To approve Material Related Party Transactions with SKF Asia Pacific Pte Ltd, a fellow subsidiary and SKF Group Company	Ordinary
11.	To consider and approve remuneration of the Cost Auditors for the Financial Year 2026-27	Ordinary

12.	To Consider and approve the Remuneration Payable to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in Excess of Fifty Percent of the Total Annual Remuneration Payable to All Non-Executive Directors of the Company for the Financial Year.	Special

Notice of 2nd Annual General Meeting

NOTICE is hereby given that the **2nd Annual General Meeting ("AGM")** of the Members of SKF India (Industrial) Limited ("the Company") will be held on **Thursday, 13th August, 2026, at 3.00 p.m. IST** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with Reports of the Board of Directors and the Auditors thereon; and
2. To approve and declare final dividend of INR 10/- per equity share having face value of INR 10/- each fully paid up for the financial year ended 31st March, 2026.
3. To appoint a Director in place of Mr. Sujeeth Pai (DIN: 07763929), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to provisions of the Section 152(6) of the Companies Act, 2023 Mr. Sujeeth Pai (DIN: 07763929) Whole Time Director, who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Whole Time Director of the Company.

SPECIAL BUSINESS:

4. **To consider and approve the appointment of M/s J. B. Bhave & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for a Period of five Years i.e. from the Financial Year 2026-27 to the Financial Year 2030-31.**

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

   "**RESOLVED THAT** pursuant to the provisions of section 179 and 204 of the Companies Act, 2013 read with Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 respectively, and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR"), as amended till date read with Circulars issued thereunder from time to time and on the recommendation of Audit Committee and the Board of Directors, M/s.J. B. Bhave & Co., Practicing Company Secretaries (FRN: S1999MH025400 and Peer Review Certificate No. 7781/2026) a peer reviewed firm of Company Secretaries, be and is hereby appointed as the Secretarial Auditors of the Company for a period of 5 (five) financial years i.e. to conduct the Secretarial Audit from Financial Year 2026-27 to Financial Year 2030-31 on such remuneration and terms of engagement, as may be mutually agreed between the Board/Audit Committee and the Auditors of the Company from time to time."

   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."

5. **To approve Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, a fellow subsidiary and SKF Group Company**

   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 applicable 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(4), 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 and 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)/ Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) 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 Contract for Administrative and Service Fees, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Technical and Service Income and Sale of Goods and services and any other business transactions on continuous basis up to 6,400 MINR ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF Germany, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF Germany, in aggregate, does not exceed 6,400 MINR provided that the said transaction(s)/contract(s)/arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF Germany.

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

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

6. **To approve Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited, a fellow subsidiary and SKF Group Company**

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(4) 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 and 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) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with 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 SEBI LODR, in the nature of Loan, Interest Income on Loan to related party, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Rent Income on lease property, Reimbursements Paid, Reimbursements Received, Technical and Service Income and Sale of Goods on continues basis ("Related Party Transactions") on such terms as may be mutually agreed between the Company and the SELIPL, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SELIPL in aggregate, does not exceed 12,071 MINR provided that the said transaction(s)/contract(s)/arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period as and upon such terms and conditions as may be mutually agreed between the Company and SELIPL.

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 read with the Section 188 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 as amended till date on the 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 upto MINR 2500 (this loan amount is part of the aforesaid Material Related Party Transaction Limit of MINR 12,071) for a term up to 2030, in one or more tranche(s) to SELIPL for Financial Year 2026-27 at an interest rate equivalent to 7 (seven) years Government Security (6.50% GS rate currently) or, FD/Term deposit rate, whichever is higher + 150 bps (to be reviewed every 6 months), and on such terms and conditions as may be mutually agreed between the Company and SELIPL which shall be utilised by SELIPL for its principal business activities only.

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

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

7. **To approve Material Related Party Transactions with SKF Sverige AB, a fellow subsidiary and SKF Group Company**

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 applicable 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(4), 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 and 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)/Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with SKF Sverige AB, 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 Contract for Administrative and Service Fees, Purchase of Raw Material, components, spares and Finished Goods, Technical and Service Income and Sale of Goods and services and any other business transactions on continuous basis up to 4,125 MINR ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF Sverige AB, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF Germany in aggregate, does not exceed 4,125 MINR provided that the said transaction(s)/contract(s)/ arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF Sverige AB.

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

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

8. **To approve Material Related Party Transactions with SKF AB SWEDEN, Ultimate Holding Company**

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 applicable 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(4), 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 and 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)/ Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with SKF AB SWEDEN (AB SKF), Ultimate Holding Company 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 Contract for Administrative and Service Fees, IT Services, Purchase of Raw Material, components, spares and Finished Goods, Royalty, Reimbursements Received, Trademark Fees, Technical and Service Income and Sale of Goods and services and any other business transactions on continuous basis up to MINR 4,647 ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the AB SKF, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with AB SKF, in aggregate, does not exceed MINR 4,647 provided that the said transaction(s)/contract(s)/ arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and AB SKF.

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

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

9. **To approve Material Related Party Transactions with SKF India Limited, a fellow subsidiary and SKF Group Company**

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 applicable 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(4), 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 and 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)/Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with SKF India Limited, 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 Contract for Administrative & Service Fees, Purchase of Capital Goods and Services, Purchase of Goods and Services, Reimbursements Paid, Reimbursement of expenses paid on behalf of SKF India Limited, ISA Services Provided, ISA Services Received, Refund of deposit received from non consenting customers and Sale of Goods and services on a continuous basis up to MINR 18,180 ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF India Limited, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF India Limited, in aggregate, does not exceed MINR 18,180 provided that the said transaction(s)/contract(s)/arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF India Limited.

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

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

10. <u>To approve Material Related Party Transactions with SKF Asia Pacific Pte Ltd, a fellow subsidiary and SKF Group Company</u>

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 applicable 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(4), 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 and 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)/Agreements(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with SKF Asia Pacific Pte Ltd, 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 Contract for Administrative and Service Fees, Purchase of Raw Material, components, spares and Finished Goods, Technical and Service Income and Sale of Goods and any other business transactions on continuous basis up to MINR 3,816 ("Related Party Transactions") as detailed in the explanatory statement, on such terms as may be mutually agreed between the Company and the SKF Asia Pacific Pte Ltd, for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF Asia Pacific Pte Ltd, in aggregate, does not exceed MINR 3,816 provided that the said transaction(s)/contract(s)/arrangement(s)/agreement(s) shall be carried out in the ordinary course of business and at an arm's length basis during the aforesaid period and upon such terms and conditions as may be mutually agreed between the Company and SKF Asia Pacific Pte Ltd.

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

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

11. To consider and approve the remuneration of the Cost Auditors for the Financial Year 2026-27.

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) 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 reenactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, the remuneration of INR 2,50,000/- (Rupees Four Lakhs 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 on recommendation of the Audit Committee of the Company to conduct the cost audit of cost records of the Company for the Financial Year ending 31st March, 2027, be and is hereby approved."

12. To consider and approve the remuneration payable to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2025-26.

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

"**RESOLVED THAT** pursuant to the provisions of section 197 and 198 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Act, and any other applicable provisions of the Act, including any other statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company, Regulation 17 (6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any other applicable regulations thereon, and based on the recommendations of the Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration equal to a sum of INR 2,833,724/- (Rupees Twenty-eight Lakhs thirty-three thousand seven hundred twenty-four only) to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in such manner and in all respects being an amount exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the Financial Year 2025-26, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees.

RESOLVED FURTHER THAT Mr. Mukund Vasudevan, Managing Director of the Company be and is hereby authorised to physically/digitally sign and execute all the required documents, filing of the forms and do all such acts, deeds and things as may be necessary and required to give effect to the aforesaid resolution."

By Order of the Board
SKF India (Industrial) Limited

Poorva Bang
Company Secretary & Compliance Officer
Membership No.: A54596

Registered Office: Chinchwad Gaon, Chinchwad, Pune 411033, Maharashtra, India
CIN.: L28140PN2024PLC236396
E-mail: industrialindia@skf.com
Website: https://www.skf.com/in/organisation/about-skf-india/about-skf-india-industrial-limited
Telephone No.: 020- 66112501
Date: 12th May, 2026

Notice of 2nd Annual General Meeting (contd.)

Notes:

Explanatory Statement

1. 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. 3 to 12 of the Notice is annexed hereto. The relevant details with respect to Item No. 3 to 12, 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 of Directors seeking appointment/re-appointment at this meeting are also annexed as **Annexure - A**.

Virtual Meeting

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 20/2020 dated 5th May, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 and recent MCA notifications issued if any in this regard ("MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with subsequent circulars issued from time to time, the latest one being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, ("SEBI Circulars") (hereinafter collectively referred to as "Circulars") has permitted companies to conduct AGM through Video Conference ("VC") or Other Audio-Visual Means ("OAVM"), without physical presence of members at a common venue, until 30th September, 2025. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and above Circulars, 2nd AGM of the Company is being held through VC/OAVM on Thursday, 13th August, 2026 at 3:00 pm IST with deemed venue being the Registered Office of the Company.
3. Members to note that National Securities Depository Limited (NSDL) will be providing facilities of voting through remote e-voting and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained below.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Pursuant to Regulation 44 of SEBI Listing Regulations and the aforesaid circulars, facility for appointment of Proxy by members is not available for this AGM. Accordingly, proxy form, attendance slip including route map to the venue are not annexed to this Notice.

   However, pursuant to section 112 and 113 of the Act, representatives of members such as the President of India or the Governor of a State or body corporate can attend this AGM through VC/OAVM and cast their votes through e-voting.

Authorised Representative

6. Pursuant to Section 113 of the Act, Institutional/Corporate members are requested to send a duly certified scanned copy (JPG/PDF Format) of the Board Resolution, governing body Resolution or Authorisation letter authorising their representative to participate in remote e-voting or to attend and vote at the AGM at jbbhave@gmail.com with a copy marked to evoting@nsdl.com before e-voting/attending AGM from their registered email address.

Electronic dispatch of Annual Report and process for registration of e-mail ID and for obtaining copy of Annual Report:

7. In compliance with aforesaid Circulars, the 2nd AGM Notice along with Annual Report for Financial Year 2025-26 is being sent in following manner:
   i. Via e-mail to all those Members who have registered their e-mail addresses either with the Company/with their Depository Participant(s) ('DP') Depositories;
   ii. A letter providing the web link of the Company's website, including the exact path, where the complete details of the Annual Report is available to those Members who have not registered their e-mail addresses;
   iii. Hard copy to those Members, who request for the same
8. Members may note that the AGM Notice and Annual Report for financial year 2025-26 is also available on the Company's website at https://www.skf.com/in/organisation/about-skf-india/about-skf-india-industrial-limited, websites of Stock Exchanges viz., the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively.
9. Members who would like to express their views/ask questions before or during the meeting may send an email at Company's email address industrialindia@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 **2nd August, 2026**. Only the views/questions of those shareholders will be taken up who have mailed it to the Company within prescribed time and will be replied suitably.

10. In the 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.
11. The Record date is fixed as **Friday, 3rd July, 2026** for the purpose of determining the eligibility of member(s) entitled to receive dividend, if declared at the AGM.

Dividend payment and Tax on dividend

12. The final dividend of INR 10/-per equity shares of INR 10/- each for the financial year 2025-26, as recommended by the Board of Directors of the Company, if declared at AGM, will be paid on or before the 30th day from the date of declaration of dividend, to those members whose names appear in the statement of Beneficial Owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") for this purpose as of the end of the day, on **Friday, 3rd July, 2026**
13. Dividend income is taxable in the hands of the Members/Shareholders and the Company is required to deduct tax at source ("TDS") from dividend payments in accordance with the provisions of the Income-tax Act, 2025 ("IT Act, 2025"). Accordingly, Members are requested to ensure that their residential status, PAN, tax status/category and other relevant particulars are updated with their Depository Participant(s) or, in respect of shares held in physical form, with the Company's Registrar and Share Transfer Agent by sending an email to csg-unit@in.mpms.mufg.com to enable the Company to determine the appropriate rate of tax deduction.
14. 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 and 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.

Unclaimed equity shares pursuant to Scheme of Arrangement:

15. Further, pursuant to the Scheme of Arrangement between the Company and SKF India Limited ('SKF India') and their respective shareholders and creditors ('Scheme'), providing for the demerger of Industrial business (as defined in the Scheme) into the Company on a going concern basis, the Company on 17th October, 2025, allotted equity shares having face value of INR 10/- each to the Members of SKF India as on the Record Date i.e., 15th October, 2025, as per the share entitlement ratio of 1:1 i.e., 1 fully paid-up equity share of the Company having a face value of INR 10/- each for every 1 fully paid-up equity share of INR 10/- each held in SKF India, as consideration for the Scheme in the manner provided in the Scheme. In terms of the Scheme, the said allotment was done in dematerialised mode only.

    Accordingly, the allotted equity shares of the Company in respect of the following category of Members were transferred to the Unclaimed Suspense Account of the Company:

    (i) Members holding equity shares of SKF India Limited in physical form as on the Record Date;

    (ii) Members holding equity shares of SKF India Limited in dematerialised mode as on the Record Date but to whom equity shares could not be credited due to rejection by Depositories;

    (iii) Members holding equity shares of SKF India Limited which were lying in the Unclaimed Suspense Account of SKF India as on the Record Date.

16. The aforesaid Members are advised to claim their equity shares by providing details/documents as prescribed in the communication sent to them. For any queries, please reach out to the Company's RTA at investor.helpdesk@in.mpms.mufg.com or to the Company at industrialindia@skf.com.

    In cases where Members of SKF India Limited had their equity shares previously transferred to the IEPF Authority as on the Record Date, the corresponding equity shares in the Company have also been transferred to the IEPF Authority. Any corporate benefits associated with these equity shares, including dividend, if declared at this AGM, shall be credited to the IEPF Authority's account. Members whose equity shares have been transferred to the account of the IEPF Authority, including all benefits accruing on such equity shares, if any, can be claimed by the Members from the IEPF Authority, after following the procedure prescribed under the IEPF Rules.

17. SEBI has mandated that certain service requests including transmission or transposition of securities held in physical form shall be processed by issuing securities in dematerialised mode only and physical share certificates shall not be issued by the Company to the Securities holder/claimant. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise equity shares held by them in physical form, for ease in portfolio management.

18. As per the provisions of the Act and applicable SEBI Circular, Members holding equity shares in physical form may file nomination in the prescribed Form SH-13 with the RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of equity shares held in dematerialised mode, the nomination form may be filed with the respective DP. For relevant details/forms, please visit the following https://www.skf.com/in/investors/skf-india-industrial-ltd/shareholder-information

19. Members holding equity shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only.

20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/the Company directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal at smartodr.in/login

21. Members requesting any information relating to the accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.

22. **Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below**

    A. **Instructions for Members for Attending the AGM through VC/OAVM:**

        (i) The Company shall be providing a two-way teleconferencing facility for the ease of participation of the members.

        (ii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on the first come first served basis.

        (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 to join the VC/OAVM facility 15 minutes after the scheduled time to start the 2nd 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 of AGM. Members seeking to inspect such documents are requested to send an email to industrialindia@skf.com in advance.

23. 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 Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using a remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
24. 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. the closing of business hours of **Thursday, 6th August, 2026**
25. 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. Thursday, 6th August, 2026** shall be entitled to avail of 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 the case of voting by both modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.
26. The remote e-voting facility will be available during the following period for all the members (both days inclusive):

(a)	Commencement of remote e-voting:	9th August, 2026 (Sunday) at 9:00 a.m. (IST)
(b)	End of remote e-voting:	12th August, 2026 (Wednesday) at 5:00 p.m. (IST)

27. During this period, Members holding shares in dematerialised form as on cut-off date, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM as per the process mentioned below in the Notice.
28. The Board of Directors of the Company has appointed Mr. Jayavant B 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.
29. The Scrutiniser shall on conclusion of the voting at the AGM first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website https://www.skf.com/in/investors/skf-india-industrial-ltd/shareholder-information and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
30. 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, at evoting@nsdl.com
31. 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@in.mpms.mufg.com 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 2nd Annual General Meeting (contd.)

32. 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.
33. 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 Thursday, 6th August, 2026. 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.
34. 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 Thursday, 6th August, 2026) may obtain the login id and password by sending a request at 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. 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.
35. In case Shareholders are holding shares in demat mode, USER ID is the combination of (DPID + Client ID).
36. A Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be entitled to vote again.

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

The remote e-voting period begins on Sunday, 9th August, 2026 at 9:00 A.M. and ends on Wednesday, 12th August, 2026 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. Thursday, 6th August, 2026 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, Thursday, 6th August, 2026

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the 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 & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if the 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 user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 with a copy marked to 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.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at 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 industrialindia@SKF.com

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to industrialindia@SKF.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the 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 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. Members 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 the 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at industrialindia@SKF.com. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at industrialindia@SKF.com. The same will be replied to by the Company suitably.
7. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

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

Item No.3

To appoint a Director in place of Mr. Sujeeth Pai (DIN: 07763929) who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 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 the 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. Sujeeth Pai (DIN: 07763929) as Additional Director, Whole Time Director of the Company with effect from 1st October, 2025 and the Members had approved his appointment as a Whole Time Director of the Company with effect from 1st October, 2025, at 2nd Extra Ordinary General meeting held on 15th October, 2025. Mr. Sujeeth Pai, 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, details of which are provided in the explanatory statement of the resolution. A brief profile and other information of Mr. Sujeeth Pai (DIN: 07763929.), as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2, is provided in **Annexure - A** to this Notice.

Mr. Sujeeth Pai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, and he is not restrained from holding the position of Director in any Company, by virtue of order of Securities and Exchange Board of India (SEBI) or any other authority.

Apart from Mr. Sujeeth Pai and his relatives, to the extent of their shareholding, none of the Directors and/ or Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, whether financially or otherwise, in the resolution as set out in Item No. 3 of this Notice.

Accordingly, the Board recommends the Resolution as set out in Item No. 3 of this Notice for approval of the Members as an **Ordinary Resolution**.

Item No. 4

To consider and approve the Appointment of M/s J. B. Bhave & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for a Period of Five Years i.e. from the Financial Year 2026-27 to the Financial Year 2030-31.

Pursuant to the Scheme of Arrangement between SKF India Limited ('SKF India' or the 'Demerged Company') and SKF India (Industrial) Limited ('SKF Industrial' or the 'Resulting Company') and their respective shareholders and creditors ('Scheme') providing the demerger of Industrial business. The Scheme was sanctioned by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 26th September, 2025 and the appointed date of the Scheme was 1st October, 2025.

As per the Scheme, company subsequently got listed on stock exchanges on 5th December, 2025 and the SEBI Listing Obligations and Disclosure Requirement became applicable to the Company. Therefore pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from 1st April, 2025, your Company is required to appoint, of the Secretarial Auditor for a term of Five Years, who is a "Peer Reviewed Company Secretary", meaning that a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

In accordance with the above Regulation, and on the recommendation of the Audit Committee, the Board of the Company at its meeting held on 12th May, 2026, proposed & recommended the appointment of Mr. Jayavant B. Bhave, Practicing Company Secretary (FCS 4266; CP No. 3068, Peer Review Certificate No. 7781/2026), who is a sole proprietor of J. B. Bhave & Co., Company Secretaries, Pune, and a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for performing audit of the Company's secretarial records for the financial year beginning 1st April, 2026, for a period of one term of five consecutive years, that will conclude on 31st March, 2031, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors. The practicing Company Secretary holds a valid certificate of peer review issued by the Institute of Company Secretaries of India and that he has not incurred any of the disqualifications as specified under the Companies Act, 2013 and by the SEBI. The Company has received a written confirmation/consent letter from Mr. Jayavant B. Bhave, Company Secretary, to the effect that his appointment as the Secretarial Auditors of the Company, if made, will be as per the requirements laid down under the Companies Act 2013 and SEBI LODR. The detailed Profile of Secretarial Auditors is per **Annexure - H**.

The SEBI (LODR) (Third Amendment) Regulations, 2024, require that the appointment of the Secretarial Auditor should be subject to the approval of the shareholders in its Annual General Meeting. Accordingly, the Board recommends the Resolution set out in Item No. 4 for the approval by the Members of the Company as an Ordinary Resolution.

None of the Directors, Managers or any key managerial personnel or any of their relatives, are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 5

To approve Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, a fellow subsidiary and 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 Act and Regulation-2 (1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR ").

As per provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR,2015 i.e. "Where the listed entity having Consolidated Turnover upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is considered.As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure - B** to this notice.

It was proposed to enter into a contract with SKF GmbH, Schweinfurt, Germany for transactions related to Contract for Administrative and Service Fees, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Reimbursements Paid, Technical and Service Income and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, in aggregate, does not exceed MINR 6,400 during the aforesaid period. This makes it a material-related party transaction.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company 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 LODR.

Members may note that Related Party Transaction as per **Annexure - B**, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) 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

To approve Material Related Party Transactions with SKF Engineering and Lubrication India Private Limited, a fellow subsidiary and SKF Group Company

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF Engineering & 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 provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR,2015 i.e. "Where the listed entity having Consolidated Turnover upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is used. As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/ HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure - C** to this notice.

It was proposed to enter into a contract with SKF Engineering & Lubrication India Private Limited for transactions related to Loan, Interest Income on Loan to related party, Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods, Rent Income on lease property, Reimbursements Paid, Reimbursements Received Technical and Service Income and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party

Transactions with SKF Engineering & Lubrication India Private Limited, in aggregate, does not exceed MINR 12,071 (including loan of 2500 MINR) during the aforesaid period. This makes it a material-related party transaction. The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per Annexure - C, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 6 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding and common directorships, if any. The Board accordingly recommends an ordinary resolution set forth in Item no. 6 for the approval of the Members of the Company.

Item No. 7

To approve Material Related Party Transactions with SKF Sverige AB, a fellow subsidiary and SKF Group Company

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF Sverige AB 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 provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR, 2015 i.e. "Where the listed entity having Consolidated Turnover upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is used. As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure - D** to this notice.

It was proposed to enter into a contract with SKF Sverige AB for transactions related to Contract for Administrative and Service Fees, Purchase of Raw Material, components, spares and Finished Goods, Technical and Service Income and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF GmbH, Schweinfurt, Germany, in aggregate, does not exceed MINR 4,125 during the aforesaid period. This makes it a material-related party transaction. The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 7 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per **Annexure - D**, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 7 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) 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. 8 for the approval of the Members of the Company.

Item No. 8

To approve Material Related Party Transactions with SKF AB SWEDEN, Ultimate Holding Company

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). Since AB SKF being ultimate holding company 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 provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR, 2015 i.e. "Where the listed entity having Consolidated Turnover

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upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Further in case of transaction related to Royalty, then as per the Regulation 23(1A) of the LODR, transactions involving payments to a related party with respect to brand usage or royalty during a financial year shall be considered material only if it exceeds 5% of the annual consolidated turnover of the Company as per the last audited financial statements.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is used. As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) and is provided as **Annexure – E** to this notice.

It was proposed to enter into a contract with AB SKF for transactions related to Contract for Administrative and Service Fees, IT Services, Purchase of Raw Material, components, spares and Finished Goods, Royalty, Reimbursements Received, Trademark Fees, Technical and Service Income and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with AB SKF, in aggregate, does not exceed MINR 4,647 during the aforesaid period. This makes it a material-related party transaction. The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 8 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per **Annexure - E**, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 8 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin

Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) 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. for the approval of the Members of the Company.

Item No. 9

To approve Material Related Party Transactions with SKF India Limited, a fellow subsidiary and SKF Group Company

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF India Limited is also a subsidiary of SKF Vertevo AB 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 provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR, 2015 i.e. "Where the listed entity having Consolidated Turnover upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is used. As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure – F** to this notice.

It was proposed to enter into a contract with SKF India Limited for transactions related to Contract for Administrative & Service Fees, Purchase of Capital Goods and Services, Purchase of Goods and Services, Reimbursements Paid, Reimbursement of expenses paid on behalf of SKF India Limited, ISA Services Provided, ISA Services Received, Refund of deposit received from non consenting customers and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF India Limited, in aggregate, does not exceed MINR 18,180 during the aforesaid period. This makes it a material-related party transaction. The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and also plays 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 LODR.

Members may note that Related Party Transaction as per **Annexure - F**, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 9 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) 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. 9 for the approval of the Members of the Company.

Item No. 10

To approve Material Related Party Transactions with SKF Asia Pacific Pte Ltd, a fellow subsidiary and SKF Group Company

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF Asia Pacific Pte Ltd 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 provisions of Regulation 23 pertaining to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), Related Party 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 limits as prescribed under Schedule XII of the SEBI LODR,2015 i.e. "Where the listed entity having Consolidated Turnover upto INR 20,000 Crores a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the listed entity and require a prior approval from the shareholders of the listed entity and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

As the Company does not have any subsidiaries or associate companies, preparation of consolidated financial statements is not applicable to the Company and hence for determining the materiality threshold for related party transactions, annual standalone turnover of the Company is used. As the said proposed transaction is falling under material related party transactions, it is necessary to obtain the approval of the Members of the Company.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Circular No. SEBI/HO/CFD/CFD PoD 2/P/CIR/2025/135 dated 13th October, 2025 ('SEBI Circular'). The Standards were also presented before the Audit Committee/Independent Directors and Board of Directors for its approval (which has been duly approved and recommended to the Shareholders for approval) is provided as **Annexure – G** to this notice.

It was proposed to enter into a contract with SKF SKF Asia Pacific Pte Ltd for transactions related to Contract for Administrative and Service Fees, Purchase of Raw Material, components, spares and Finished Goods, Technical and Service Income and Sale of Goods and services on a continuous basis for the financial year 2026-27 and thereafter upto the date of the next annual general meeting of the Company to be held for FY 2026-27, such that the maximum value of the Material Related Party Transactions with SKF Asia Pacific Pte Ltd, in aggregate, does not exceed MINR 3,816 during the aforesaid period. This makes it a material-related party transaction. The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company. Further, only those members of the audit committee, who are independent directors, shall approve related party transactions.

In compliance to the aforesaid provision of the Act and rules made thereunder and SEBI LODR, aforesaid transactions require approval of the members by way of an ordinary resolution.

The said contract(s)/arrangement(s)/transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company and also plays significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No. 10 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI LODR.

Members may note that Related Party Transaction as per **Annexure - G**, 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, 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 a 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 the 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 12th May, 2026, on the recommendation & approval 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. Accordingly, the Board recommends the Resolution as set out in Item No. 10 of this Notice for approval of the Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) 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. 10 for the approval of the Members of the Company.

Item No. 11

To consider and approve the remuneration of the Cost Auditors for the Financial Year 2026-27.

Pursuant to the provisions of Section 148 of Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, 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 the Financial Year 2026-27 at its Board meeting held on 12th May, 2026 at a remuneration INR 2,50,000/- (Two Lakhs 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 - H**.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 as amended, the remuneration payable to the Cost Auditors is required to be approved by the Members of the Company. Accordingly, the consent of the Members is sought by way of an Ordinary Resolution to approve the remuneration payable to the Cost Auditors for the FY 2026-27.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 11 of this Notice for your approval.

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

Item No. 12

To Consider and Approve the Remuneration Payable to Mr. Gopal Subramanyam, Non-Executive, Independent Director (DIN: 06684319) in Excess of Fifty Percent of the Total Annual Remuneration Payable to All Non-Executive Directors of the Company for the Financial Year.

The shareholders at the 2nd Extra Ordinary General Meeting held on 15th October, 2025 had approved the payment of remuneration by way of commission to Non-Executive Directors of the Company not exceeding one per cent of the net profits of the Company for the relevant Financial Year. In line with the Remuneration Policy of the Company, the compensation to the Non-Executive Directors takes the form of commission on profits. Though shareholders have approved the payment of commission up to one per cent of net profits of the Company for each year, the actual commission paid to the Directors is restricted to a fixed sum within the above limit. This sum is reviewed at the end of Financial Year after taking into consideration various factors such as business/financial performance of the Company, activities handled/supervised, time spent for attending to the affairs and business of the Company, extent of responsibilities shouldered by each Director and evaluation of performance made by the Board. Keeping in view all these factors, skills, expertise including Industry Experience, sector specific knowledge of bearing and user industries, marketing, strategic planning/thinking, leadership, regulatory laws knowledge, Finance/Accounting Acumen and a considerable amount of time has been spent by Mr. Gopal Subramanyam in meetings held during the year, evaluating various opportunities, reviewing the business with leadership team, mentoring the leadership team, as member of Audit, Nomination and Remuneration and Corporate Social Responsibilities committees, apart from being the Chairperson of the Stakeholders' Relationship and Risk Management Committee as well as the Board, the duties and responsibilities of Mr. Gopal Subramanyam have increased manifold.

Accordingly, a higher amount of commission INR 2,833,724/- (Rupees Twenty-eight Lakhs thirty-three thousand seven hundred twenty-four only.) has been proposed for Mr. Gopal Subramanyam, for devoting his valuable time to the organisation. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee have recommended a higher amount of commission to him in the capacity of Non-Executive Independent Director as compared to other Non-Executive Directors. Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution is required to be obtained every Financial Year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors. Since the commission amount payable to Mr. Gopal Subramanyam exceeds fifty per cent of the total remuneration payable to all Non-Executive Directors for the year 2025-26, the approval of the shareholders is sought by way of special resolution. Considering the role that he is expected to play, the Board believes that the commission payable to Mr. Gopal Subramanyam is commensurate with the efforts and the time spent by him on behalf of the Company.

Accordingly, the Board has recommended a commission payable to Mr. Gopal Subramanyam for the Financial Year 2025-26 in excess of fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company and accordingly recommends passing of resolution at item no. 12 for approval of the shareholders as a special resolution.

Except Mr. Gopal Subramanyam none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financial or otherwise, in the said resolution.

By Order of the Board
SKF India (Industrial) Limited

Poorva Bang
Company Secretary & Compliance Officer
Membership No.: A54596

Registered Office:
Chinchwad Gaon, Chinchwad, Pune 411033, Maharashtra, India
CIN No.: L28140PN2024PLC236396
E-mail: industrialindia@skf.com
Website: https://www.skf.com/in/investors/skf-india-industrial-ltd
Telephone No.: 020 66112501
Date: 12th May, 2026

SKF

Annexure – A

Information pursuant to the Regulation 36(3) of 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 2nd Annual General Meeting

Name of the Director	Mr. Sujeeth Pai
Director Identification Number	07763929
Date of Birth (age)	13th October, 1981 (44 years old)
Nationality	Indian
Date of first Appointment on Board of the Company	1st October, 2025
Qualification	Mechanical Engineering degree from P.E.S.I.T, Bangalore, and an MBA from ISB, Hyderabad,
Experience	Overall 20 years of multidimensional experience in driving growth and profitability through employee, partner and customer success. He also has rich experience from building proof of concepts, providing technical support to successfully delivering double digit growth for businesses, leading P&L across the region.
Terms & conditions of appointment/re-appointment	As per the appointment letter
Remuneration sought to be paid	As per Agreement
Remuneration last drawn	As mentioned in Corporate Governance Report
Number of Board Meeting attended during the FY 2025-26	2
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 (Industrial) 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

<u>PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT</u>

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF GMBH
2.	Country of incorporation of the related party	Germany
3.	Nature of business of the related party	SKF GMBH is engaged primarily in industrial manufacturing and engineering activities, especially related to mechanical components and industrial solutions.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF GMBH is a wholly owned subsidiary of AB SKF, which is promoter of SKF India (Industrial) Limited.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	SKF GmbH does not hold any shares in SKF India (Industrial) Limited.
	Explanation: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below

S. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Technical & Service Income	0.28
2.	Purchase of Raw Material and components	1,690.8
3.	Purchase of Capital Goods & Services	5.82
4.	Reimbursement received	0.34
5.	Sale of trading goods	19.23

[1]The term “subsidiary”, is as defined under LODR Regulations.
[2]The term “control” is as defined under LODR Regulations.
[3]The term “relative” is as defined under LODR Regulations.

Annexure – B (contd.)

PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT		
S. No.	**Particulars of the information**	**Information provided by the management**
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	822 MINR
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4): Amount of the proposed transaction:		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	6,400 MINR
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	19% (As consolidated turnover is not applicable, standalone turnover is considered)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	5%
6.	Financial performance of the related party for the immediately preceding financial year: ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars** — **2025 (MEUR)** Turnover — 1,294 Profit After Tax — 36 Net worth — 836
A(5): Basic details of the proposed transaction:		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions related to: 1. Reimbursements paid. 2. Sale of Goods & Services. 3. Administrative & service fees. 4. Purchase of Capital Goods & Services. 5. Technical and Service income. 6. Purchase of Raw Material, components, spares and Finished Goods.

Annexure – B (contd.)

<table>
<tr><th colspan="3">PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td><table><tr><th>Nature of Transaction</th><th>Approval sought (INR in Million)</th></tr><tr><td>Reimbursements paid</td><td>0.75</td></tr><tr><td>Technical & Service income</td><td>0.96</td></tr><tr><td>Sale of Goods & Services.</td><td>849.75</td></tr><tr><td>Administrative & service fees.</td><td>5</td></tr><tr><td>Purchase of Raw Material, components, spares & finished goods</td><td>5,544.11</td></tr></table></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>6,400 MINR</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Considering the strong business alignment within the SKF Group, RPTs with SKF GmbH provide access to global technology, products, and engineering expertise, leading to operational efficiency, cost optimization, and enhanced competitiveness, and are in the ordinary course of business at arm’s length.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
<u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.</td><td>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.</td></tr>
<tr><td></td><td>a. Name of the director/KMP</td><td>As mentioned in the explanatory statement in item no. 5</td></tr>
<tr><td></td><td>b. Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>As mentioned in the explanatory statement in item no. 5</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.</td></tr>
</table>

SKF

Annexure – B (contd.)

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	*These transactions arise from routine business requirements and are conducted under terms consistent with industry standards and market conditions. Given that SKF GmbH is fellow subsidiary Company and selected based on Group synergies, technical expertise and supply chain alignement. Based on the above, the Management has determined that inviting bids would not yield any meaningful advantage in executing RPTs with SKF GmbH.*
2.	Basis of determination of price.	*The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines and the provisions of the Income-tax Act and the Income-tax Rules.*
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not applicable
	a. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.: Not Applicable

B(7): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Annexure – B (contd.)

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

C(6): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Annexure – C

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF Engineering and Lubrication India Private Limited ('SKF Engineering') or SELIPL
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	SKF Engineering is engaged primarily in the business of rendering industrial Engineering services, designing and manufacturing of lubrication systems.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF Engineering & Lubrication India Private Limited and SKF India (Industrial) Limited ('SKF Industrial' or the 'Company') are fellow subsidiaries. SKF Engineering is a wholly owned subsidiary of AB SKF, which is also the holding company of SKF Industrial.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	SKF Engineering does not hold any direct or indirect shareholding in SKF Industrial.
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below

Sr. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Reimbursements paid	19.88
2.	Technical & Service Income	40.42
3.	Rent Income and leased property	22.20
4.	Interest Income on Loan to related party	64.60
5.	Reimbursements Received	15.1
6.	Purchase of trading goods	2,215.1
7.	Loan to SKF Engineering	1,576.0

[1]The term "subsidiary", is as defined under LODR Regulations.

[2]The term "control" is as defined under LODR Regulations.

[3]The term "relative" is as defined under LODR Regulations.

Annexure – C (contd.)

S. No.	Particulars of the information	Information provided by the management
	PART A - MINIMUM INFORMATION OF THE PROPOSED RPT	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	1,058 MINR
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4): Amount of the proposed transaction:		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	12,070.9 MINR
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	35%(As consolidated turnover is not applicable, standalone turnover is considered)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	118%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable
6.	Financial performance of the related party for the immediately preceding financial year: ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars** — **FY 2025-26 (MINR)** Turnover — 10,253.2 Profit After Tax — 1,095.6 Net worth — 5,698.6
A(5): Basic details of the proposed transaction:		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions related to: 1. Reimbursements Received. 2. Rent income and leased property. 3. Sale of Goods and services. 4. Loan to SKF Engineering. 5. Technical and Service income. 6. Interest Income on Loan to related party. 7. Purchase of Capital Goods and Services, Purchase of Raw Material, components, spares and Finished Goods. 8. Reimbursements Paid

Annexure – C (contd.)

<table>
<tr><th colspan="3">PART A - MINIMUM INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>
<table>
<tr><th>Nature of Transaction</th><th>Approval sought (INR in Million)</th></tr>
<tr><td>Interest income on loan to related party</td><td>213.28</td></tr>
<tr><td>Purchase of capital goods & services</td><td>27.52</td></tr>
<tr><td>Purchase of Raw Material, components, spares & finished goods</td><td>9,098.68</td></tr>
<tr><td>Reimbursement received</td><td>34.2</td></tr>
<tr><td>Reimbursement paid</td><td>32.9</td></tr>
<tr><td>Rent income on leased property</td><td>82.04</td></tr>
<tr><td>Sale of goods & services</td><td>0.05</td></tr>
<tr><td>Technical & Service income</td><td>82.3</td></tr>
<tr><td>Loan</td><td>2,500</td></tr>
</table>
</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>12,070.9 MINR</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>These related party transactions (RPTs) are crucial for ensuring seamless integration within the Group. They are governed by established Group policies and internal controls, which are designed to ensure that all transactions are conducted strictly at arm's length. Given the strategic significance of these transactions in leveraging Group synergies, operational efficiency, and maintaining operational efficiency, product integration, and within the Group. The Management believes that entering into such RPTs is in the best interests of the listed entity.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
<u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.</td><td>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.</td></tr>
<tr><td></td><td>a. Name of the director/KMP</td><td>As mentioned in the explanatory statement in item no. 6</td></tr>
<tr><td></td><td>b. Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>As mentioned in the explanatory statement in item no. 6</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.</td></tr>
</table>

Annexure – C (contd.)

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	*These transactions are in the Ordinary course of business and arise from routine business requirements. The same are conducted under terms consistent with industry standards and market conditions. Based on the above, the Management has determined that inviting bids would not yield any meaningful advantage in executing RPTs with SKF Engineering.*
2.	Basis of determination of price.	*The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines and the provisions of the Income-tax Act and the Income-tax Rules.*
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.*	*As part of the demerger of SKF India Limited, the Industrial business has been transferred to SKF India (Industrial) Limited. SKF India had originally approved a loan facility of MINR 2,500 to SKF Engineering. Out of this approved limit, MINR 1,576 had already been availed by SKF Engineering. This loan formed part of the assets of the Industrial business and was transferred to SKF India (Industrial) Limited pursuant to the demerger. For future loan requirements, if any Company intends to utilize the remaining approved limit of MINR 924 million, for which the Company intends to utilize its own funds.*

Annexure – C (contd.)

S. No.	Particulars of the information	Information provided by the management
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.*	Not applicable
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other Details	Not applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	Not applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The proposed interest rate to be charged is equivalent to 7 (seven) years Government Security (6.50% 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.
5.	Maturity/due date	The maturity terms of the loan shall be determined based on mutual agreement between the parties, taking into consideration the operational requirements and working capital needs of the borrower. Such terms may be revised from time to time, subject to consent of both parties, to ensure alignment with the business exigencies and liquidity position
6.	Repayment schedule & terms	As per the agreement between the parties, such terms may be revised from time to time.
7.	Whether secured or unsecured?	Secured
8.	If secured, the nature of security & security coverage ratio	The proposed loan together with interest will be secured by first charge by way of hypothecation on all the fixed assets of the borrower and by corporate guarantee given by AB SKF (Ultimate holding company of SKF India (Industrial) Limited and Promoter of SELIPL. No covenants will be there.
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Working capital for day-to-day business operation and capital expansion.

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary:
Not Applicable

Annexure – C (contd.)

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	As part of the demerger of SKF India Limited, the Industrial business has been transferred to SKF India (Industrial) Limited. The GTCI building, previously leased by SKF India Limited at arm's length pricing, formed part of the assets transferred. Post-demerger, SKF India (Industrial) Limited has leased the GTCI building to SKF Engineering and Lubrication India Private Limited, an entity within the SKF Group. Given the intra-group nature of the transaction and its alignment with the Group's operational requirements, no external bidding or selection process was undertaken. The lease arrangement has been executed at arm's length pricing, consistent with prevailing market rates. Independent valuation and benchmarking of lease rentals were obtained from an external expert to substantiate the pricing and ensure regulatory compliance
2.	Basis of determination of price.	Not applicable
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	Please refer to comments in Article no. B(6)(1) above.
4.	Financial track record of the subsidiary/undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary/undertaking.	Not applicable
	a. Expected impact on turnover	Not applicable
	b. Expected impact on net worth	Not applicable
	c. Expected impact on net profits	Not applicable

B(7): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Annexure – C (contd.)

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.*	Not applicable
2.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	No such incident occurred
	FY 2024-25	
	FY 2023-24	
	FY 2022-23	

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not applicable

Annexure – C (contd.)

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate:

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	*As part of the demerger of SKF India Limited, the Industrial segment has been transferred to SKF India (Industrial) Limited. The GTCI building, previously leased by SKF India Limited at arm's length pricing, formed part of the assets transferred. Post-demerger, SKF India (Industrial) Limited has leased the GTCI building to SKF Engineering and Lubrication India Private Limited, an entity within the SKF Group. The lease arrangement has been executed at arm's length pricing, consistent with prevailing market rates. Independent valuation and benchmarking of lease rentals were obtained from an external expert to substantiate the pricing and ensure regulatory compliance.*
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	*Not applicable*
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not applicable

C(6): Disclosure only in case of transactions relating to payment of royalty: Not applicable

SKF

Annexure – D

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF Sverige AB
2.	Country of incorporation of the related party	Sweden
3.	Nature of business of the related party	SKF Sverige AB is engaged in industrial manufacturing and engineering solutions, primarily in the field of bearings and power transmission equipment.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF Sverige AB is a wholly owned subsidiary of AB SKF, which is promoter of SKF India (Industrial) Limited.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	SKF Sverige AB does not hold any indirect shareholding in SKF India (Industrial) Limited
	Explanation: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	249 MINR

S. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Sale of Good and Services	12.2
2.	Technical & Service Income	0.1
3.	Reimbursement Received	0.1
4.	Purchase of Raw Material, components, spares & Finished Goods	638.8

[1]The term “subsidiary”, is as defined under LODR Regulations.

[2]The term “control” is as defined under LODR Regulations.

[3]The term “relative” is as defined under LODR Regulations.

Annexure – D (contd.)

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4): Amount of the proposed transaction:		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	4,125 MINR
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	12% (As consolidated turnover is not applicable, standalone turnover is considered)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	4%
6.	Financial performance of the related party for the immediately preceding financial year: ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars** — **2025 (MSEK)** Turnover — 7,888 Profit After Tax — -183 Net worth — 584
A(5): Basic details of the proposed transaction:		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions related to: 1. Administrative and service fees. 2. Purchase of Raw Material, components, spares & Finished Goods. 3. Sales of Goods and Services. 4. Technical and Service Income.
2.	Details of each type of the proposed transaction	**Nature of Transaction** — **Approval sought (INR in Million)** Technical & Service income — 0.7 Sale of Goods & Services. — 233.02 Administrative & service fees. — 4.64 Purchase of Raw Material, components, spares & finished goods — 3,887.05

Annexure – D (contd.)

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT		
S. No.	**Particulars of the information**	**Information provided by the management**
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	4,125 MINR
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Considering the strong business alignment within the SKF Group, RPTs with SKF Sverige AB enable access to global technology, products, and operational support, leading to efficiency, cost optimization, and business growth, and are in the ordinary course of business at arm's length.
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation:*** *Indirect interest shall mean interest held through any person over which an individual has control.*	None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.
	a. Name of the director/KMP	As mentioned in the explanatory statement in item no. 7
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 7
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Annexure – D (contd.)

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information		Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services		*These transactions arise from routine business requirements and are undertaken within the SKF Group. SKF Sverige AB is a fellow group entity operating under common control of AB SKF and is selected based on its strategic role, technical expertise, and global integration within the group's value chain. The selection is driven by business alignment, standardization, and efficiency considerations rather than a competitive bidding process. All transactions are conducted in the ordinary course of business and at arm's length basis.*
2.	Basis of determination of price.		*The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines and the provisions of the Income-tax Act and the Income-tax Rules.*
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:		Not applicable
	a.	Amount of Trade advance	Not applicable
	a.	Tenure	Not applicable
	c.	Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

B(7): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

C(6): Disclosure only in case of transactions relating to payment of royalty: Not applicable

Annexure – E

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards

PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF AB Sweden
2.	Country of incorporation of the related party	Sweden
3.	Nature of business of the related party	SKF AB Sweden, is engaged in manufacturing of bearings, seals, lubrication systems, and related services for a wide range of industries including automotive, aerospace, energy, and industrial machinery.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF AB Sweden is the promoter of SKF India (Industrial) Limited.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.	SKF AB Sweden holds 52.58% of share capital in SKF India (Industrial) Limited.
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below

S. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Technical & Service Income	258.2
2.	IT Services	480.3
3.	Purchase of Raw Material, components, spares & Finished Goods	17.8
4.	Royalty	152.6
5.	Trademark Fees	101.7
6.	Technical & Service Expense	0.24

[1]The term "subsidiary", is as defined under LODR Regulations.

[2]The term "control" is as defined under LODR Regulations.

[3]The term "relative" is as defined under LODR Regulations.

Annexure – E (contd.)

PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT		
S. No.	**Particulars of the information**	**Information provided by the management**
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	399 MINR
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No
A(4): Amount of the proposed transaction:		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	4,647 MINR
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	13.51% (As consolidated turnover is not applicable, standalone turnover is considered)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	11%
6.	Financial performance of the related party for the immediately preceding financial year: ***Explanations:*** *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars** — **For the period January 2025 to December 2025 (MSEK)** Turnover — 4,389 Profit After Tax — 6,931 Net worth — 28,023
A(5): Basic details of the proposed transaction:		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods & Services, 1. Administrative & service fees, 2. Technical & Service Income, 3. IT Services, 4. Purchase of Raw Material, components, spares & Finished Goods 5. Royalty, 6. Trademark Fees, 7. Reimbursements Received and any other business transactions

Annexure – E (contd.)

<table>
<tr><th colspan="3">PART A - MINIMUM INFORMATION FOR THE PROPOSED RPT</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td><table><tr><th>Nature of Transaction</th><th>Approval sought (INR in Million)</th></tr><tr><td>Reimbursements received</td><td>19.55</td></tr><tr><td>Trademark fees</td><td>1,006.18</td></tr><tr><td>Technical & Service income</td><td>835.04</td></tr><tr><td>Sale of Goods & Services.</td><td>0.20</td></tr><tr><td>Administrative & service fees.</td><td>13.48</td></tr><tr><td>IT Services</td><td>1,329.53</td></tr><tr><td>Purchase of Raw Material, components, spares & finished goods</td><td>227.37</td></tr><tr><td>Royalty</td><td>1,215.32</td></tr></table></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>1 Year</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>4,647 MINR</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed RPTs with SKF AB are integral to Company's ordinary course of business, given the group's integrated operating model, technology framework and centralized support structure. These transactions enable access to raw materials, products, technical know-how, IT and other support services, and help maintain operational continuity, quality standards and alignment with group processes. The Management believes that entering into these transactions is in the interest of the listed entity.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
<u>Explanation:</u> Indirect interest shall mean interest held through any person over which an individual has control.</td><td>None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.</td></tr>
<tr><td></td><td>a. Name of the director/KMP</td><td>As mentioned in the explanatory statement in item no. 8</td></tr>
<tr><td></td><td>b. Shareholding of the director/KMP, whether direct or indirect, in the related party</td><td>As mentioned in the explanatory statement in item no. 8</td></tr>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.</td></tr>
</table>

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information		Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services		These transactions are proposed in the Ordinary course of business and are conducted under terms consistent with industry standards and market conditions. Based on the above, the Management has determined that inviting bids would not yield any meaningful advantage in executing RPTs with SKF AB Sweden.
2.	Basis of determination of price.		The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines and the provisions of the Income-tax Act and the Income-tax Rules.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:		Not applicable
	a.	Amount of Trade advance	Not applicable
	b.	Tenure	Not applicable
	c.	Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

Annexure – E (contd.)

B(7): Disclosure only in case of transactions relating to payment of royalty:

S. No.	Particulars of the information	Information provided by the management
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year. Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, *state the key components* of such agreements and *the reasons* royalty attributable to those key components could not be furnished separately.	SKF India (Industrial) Limited, under the Technology License Agreement with AB SKF, accesses advanced production technologies refined through AB SKF's RTD, MPD, and Global Technical Centre. These innovations are continuously shared with SKF India (Industrial) Limited, ensuring technological advancement in operations. SKF India (Industrial) Limited entered into a Trademark License Agreement with AB SKF, granting it a non-exclusive, non-assignable right to use AB SKF's trademarks in India. Under the inter-company agreement, SKF India (Industrial) Limited pays AB SKF a license fee based on a specific percentage of the total net sales price of its manufactured products.
	a. For use of brand name/trademark	*Trademark fees account for 55% of the total royalty and trademark fees proposed to be paid.*
	b. For transfer of technology know-how	*Royalty fees account for 45% of the total royalty and trademark fees proposed to be paid.*
	c. For professional fee, corporate management fee or any other fee	*Not applicable*
	d. Any other use (specify)	*Not applicable*
	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. (b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount *Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.*	*AB SKF extends technology transfer to other entities within the group, ensuring access to advanced engineering and manufacturing expertise. The cost of this technology transfer is recovered from each entity in the form of royalty payments, aligning with the respective inter-company agreements and intellectual property licensing norms.* *Royalty rates range from 3% to 4.6%, differing across entities based on technology transfer complexity, product type, and market conditions relevant to each area in which entity operates.*
3.	Sunset Clause for Royalty payment, if any.	There is no sunset clause in Royalty Agreement

Annexure – E (contd.)

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

C(6): Disclosure only in case of transactions relating to payment of royalty:

S. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years.	*The company was incorporated on 17th December, 2024. Since the company was in existence for less than 3 years, we have provided details for FY 2025-26*
	FY 2024-25	152.6 MINR
	FY 2023-24	Not applicable, As three years has not elapsed
	FY 2022-23	Not applicable, As three years has not elapsed
2.	Purpose for which royalty was paid to the related party during the last three financial years. Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	Entire royalty is paid for Production Technology
	a. For use of brand name/trademark	*As a % of aggregate amount of royalty for the last 3 FYs*
	b. For transfer of technology know-how	*As a % of aggregate amount of royalty for the last 3 FYs*
	c. For professional fee, corporate management fee or any other fee	*As a % of aggregate amount of royalty for the last 3 FYs*
	d. Any other use (specify)	*As a % of aggregate amount of royalty for the last 3 FYs*
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	*The company was incorporated on 17th December, 2024. Since the company was in existence for less than 3 years, we have provided details for FY 2025-26*
	FY 2024-25	*7%*
	FY 2023-24	*Not Applicable*
	FY 2022-23	*Not Applicable*
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	Not Applicable

Annexure – E (contd.)

S. No.	Particulars of the information	Information provided by the management
5.	**Peer Comparison:** Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	Refer Below Table

	Listed Entity/ Subsidiary	Timken India Limited	SKF India Limited
Royalty payment over last 3 years	152.6	831.87	728.53
Royalty paid as a % of net profits over the last 3 years	7%	3%	13%
Annual growth rate of Turnover over last 3 years	NA*	8%	7%

* Company is operation w.e.f. 1st October, 2025

Explanation: *In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:*

a. *The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.*

b. *In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.*

c. *If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.*

d. *In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison.*

Annexure – F

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF India Limited ('SKF India')
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	SKF India Limited is engaged in the manufacturing, distribution, and servicing of bearings, seals, catering to sectors such as automotive, industry.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF India Limited and SKF India (Industrial) Limited ('SKF Industrial' or the 'Company') are fellow subsidiaries, with AB SKF as their holding company.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). ***Explanation:*** *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	SKF India Limited does not hold shares in SKF India (Industrial) Limited.
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	See table below

S. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Purchases of raw materials, components, spares and finished goods	2,576.3
2.	Purchases of property, plant and equipment	828.0
3.	Sale of trading goods	2,397.5
4.	Technical & Service Income	7.5
5.	Reimbursements Paid	1,853.0
6.	ISA Service Expenses	1,117.6
7.	ISA Service Income	562.7
8.	Rent Expense on leased property	52.3

[1]The term "subsidiary", is as defined under LODR Regulations.

[2]The term "control" is as defined under LODR Regulations.

[3]The term "relative" is as defined under LODR Regulations.

Annexure – F (contd.)

<table>
<tr><th colspan="3">PART A - MINIMUM INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>5,338 MINR</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4): Amount of the proposed transaction:</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>18,180 MINR</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>53%(As consolidated turnover is not applicable, standalone turnover is considered)</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>37%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:
<u>Explanations:</u> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table><tr><th>Particulars</th><th>FY 2025-26 (MINR)</th></tr><tr><td>Turnover</td><td>21,296</td></tr><tr><td>Profit After Tax</td><td>2,660</td></tr><tr><td>Net worth</td><td>13,295</td></tr></table></td></tr>
<tr><td colspan="3">A(5): Basic details of the proposed transaction:</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Transactions related to:
1. Reimbursements paid.
2. Reimbursements of expenses paid on behalf of SKF India Limited.
3. ISA services provided.
4. ISA services received.
5. Sale of Goods & Services.
7. Refund of deposit received from non-consenting customer.
8. Purchase of Goods & Services.
9. Purchase of Capital Goods & Services.</td></tr>
</table>

SKF

Annexure – F (contd.)

S. No.	Particulars of the information	Information provided by the management
	PART A - MINIMUM INFORMATION OF THE PROPOSED RPT	
2.	Details of each type of the proposed transaction	**Nature of Transaction** — **Approval sought (INR in millions)** Reimbursements paid. — 5,935 Reimbursements of expenses paid on behalf of SKF India Limited. — 1,000 ISA services provided. — 250 ISA services received. — 3500 Sale of Goods & Services. — 5,500 Refund of deposit received from non-consenting customer. — 100 Purchase of Goods & Services. — 1,600 Purchase of Capital Goods & Services. — 294
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	18,180 MINR
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	*Given the substantial business alignment and operational interdependencies between SKF India Limited and SKF India (Industrial) Limited, these related party transactions (RPTs) are essential to ensure seamless integration within the group. The transactions are governed by established group policies and internal controls designed to ensure they are conducted strictly on an arm's length basis. Considering the strategic importance of these transactions for leveraging group synergies, operational efficiency, and maintaining consistency in processes within the group, the Management believes that entering into such RPTs is in the best interest of the listed entity.*
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation:*** *Indirect interest shall mean interest held through any person over which an individual has control.*	None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.
	a. Name of the director/KMP	As mentioned in the explanatory statement in item no. 9
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 9
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Annexure – F (contd.)

PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	*These transactions arise from business alignment between the entities and are conducted within the group's operating framework. Based on the above, the Management has determined that inviting bids would not yield any meaningful advantage in executing RPTs with SKF India.*
2.	Basis of determination of price.	*The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including the OECD Guidelines and the provisions of the Income-tax Act and the Income-tax Rules.*
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	Not applicable*
	(b) Whether it will create a legally binding obligation on listed entity?	*Yes*
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not applicable**

Annexure – F (contd.)

S. No.	Particulars of the information	Information provided by the management
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable

*SKF India Limited has issued bank guarantees in respect of non-consenting customers of the Industrial business. Any liabilities arising from these bank guarantees will be recovered from SKF Industrial.

**The Company will not charge any commission for the bank guarantees issued in respect of the non-consenting customers of the Industrial business. Any bank guarantee commission paid for the issuance of these guarantees will be recovered from SKF Industrial, and any liabilities arising therefrom will also be recovered from SKF Industrial

Notes:

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Company has entered into an Interim Service Agreement with SKF India Limited to provide services (including leasing premises, subleasing certain assets, and leasing assets,). As the transaction is intra-group and aligned with the business requirements of the group, no bidding or external selection process was undertaken. The transaction was executed at arm's length pricing, consistent with prevailing market rates. Lease rentals have been charged according to lease rates obtained from an external expert.
2.	Basis of determination of price.	Refer above comment
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	Refer above comment
4.	Financial track record of the subsidiary/undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	Not applicable
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary/undertaking.	Not applicable
	a. Expected impact on turnover	Not applicable
	b. Expected impact on net worth	Not applicable
	c. Expected impact on net profits	Not applicable

B(7): Disclosure only in case of transactions relating to payment of royalty: Not applicable

Annexure – F (contd.)

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not applicable

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party. Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not applicable. SKF India Limited has given the Bank guarantees for non-consenting customers for Industrial business for which the liability arises, if any, the same will be recovered from SKF Industrial
2.	Details of solvency status and going concern status of the related party during the last three financial years:	SKF India is having positive cashflow and profit for last 3 years. Further, refer below table for positive net worth of last 3 years. Based on the details, there is no risk of going concern.
	FY 2024-25	Net worth 13,294 MINR
	FY 2023-24	Net worth 25,979 MINR
	FY 2022-23	Net worth 26,828 MINR
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not applicable

S. No.	Particulars of the information	Information provided by the management
4.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularised need not be disclosed.*	Not applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not applicable

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate:

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Company has, has entered into an Interim Service Agreement with SKF India Limited to provide services (including leasing premises, subleasing certain assets, and leasing assets). The transaction is intra-group and aligned with the business requirements of the group and was executed at arm's length pricing, consistent with prevailing market rates. Lease rentals have been charged according to lease rates obtained from an external expert.
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	Not applicable
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	Not applicable
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	Not applicable
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	Not applicable

C(6): Disclosure only in case of transactions relating to payment of royalty: Not applicable

Annexure – G

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
A(1): Basic details of the related party:		
1.	Name of the related party	SKF Asia Pacific Pte Ltd
2.	Country of incorporation of the related party	Singapore
3.	Nature of business of the related party	SKF Asia Pacific Pte Ltd, specializes in the wholesale distribution of industrial products such as bearings, seals, lubrication systems, linear motion components, and condition monitoring equipment. It supports a wide range of industries including manufacturing, automotive, aerospace, and energy by offering both products and value-added services like reliability engineering, maintenance consulting, logistics solutions, and customer training.
A(2): Relationship and ownership of the related party:		
1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SKF Asia Pacific Pte Ltd is a wholly owned subsidiary of AB SKF, which is promoter of SKF India (Industrial) Limited.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not applicable
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	SKF Asia Pacific Pte Ltd does not hold any shares in SKF India (Industrial) Limited.
	Explanation: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control[2].* *While calculating indirect shareholding, shareholding held by relatives[3] shall also be considered.*	
A(3): Details of previous transactions with the related party:		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	see table below

S. No.	Nature of Transactions	FY 2025-26 (MINR)
1.	Sale of goods & services	408.8
2.	Technical & service income	2.9
3.	Purchase of Raw Material, components, spares & Finished Goods	1,044.7
4	Reimbursements received	11.2

[1]The term "subsidiary", is as defined under LODR Regulations.

[2]The term "control" is as defined under LODR Regulations.

[3]The term "relative" is as defined under LODR Regulations.

Annexure – G (contd.)

<table>
<tr><th colspan="3">PART A - MINIMUM INFORMATION OF THE PROPOSED RPT</th></tr>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>682 MINR</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4): Amount of the proposed transaction:</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>3,816 MINR</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>11% (As consolidated turnover is not applicable, standalone turnover is considered)</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>20%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:
<u>Explanations:</u> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table>
<tr><th>Particulars</th><th>For the period January 2025 to December 2025 (MSGD)</th></tr>
<tr><td>Turnover</td><td>266</td></tr>
<tr><td>Profit After Tax</td><td>6</td></tr>
<tr><td>Net worth</td><td>93</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5): Basic details of the proposed transaction:</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Transactions related to:
1. Sale of Goods & Services.
2. Administrative & service fees.
3. Purchase of Raw Material, components, spares & finished goods.
4. Purchase of Goods & Services.
5. Technical & Service Income</td></tr>
</table>

Annexure – G (contd.)

PART A - MINIMUM INFORMATION OF THE PROPOSED RPT

S. No.	Particulars of the information	Information provided by the management
2.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	**Nature of Transaction** / **Approval sought (INR in Million)** Technical & Service income: 9.64 Sale of Goods & Services.: 1,335.12 Purchase of Raw Material, components, spares & finished goods: 2,471.14
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	3,816 MINR
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	*These related party transactions (RPTs) are crucial for ensuring seamless integration within the Group. They are governed by globally established Group policies and internal controls, which are designed to ensure that all transactions are conducted strictly at arm's length. Given the strategic significance of these transactions in leveraging Group synergies, facilitating technology transfer, and maintaining operational efficiency, product integration, and consistent quality standards, the Management believes that entering into such RPTs is in the best interests of the listed entity.*
7.	Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. ***Explanation:*** *Indirect interest shall mean interest held through any person over which an individual has control.*	None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives except Mr. Karl Robin Joakim Landholm and Mr. Ajay Naik (being employed by AB SKF/SKF Group) are 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.
	a. Name of the director/KMP	As mentioned in the explanatory statement in item no. 10
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	As mentioned in the explanatory statement in item no. 10
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Annexure – G (contd.)

Part B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	These transactions are in the ordinary course of business and arise from routine business requirements and are conducted under terms consistent with industry standards and market conditions. Based on the above, the Management has determined that inviting bids would not yield any meaningful advantage in executing RPTs with SKF Asia Pacific Pte Ltd.
2.	Basis of determination of price.	The pricing mechanism for related party transactions ("RPTs") of the Company is based on the Arm's Length Principle, in line with generally accepted guidelines including
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: Not applicable

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

B(7): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Annexure – G (contd.)

PART C - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RPT, ALSO BEING A MATERIAL RPT

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

C(2): Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

C(6): Disclosure only in case of transactions relating to payment of royalty: Not Applicable

SKF

Annexure – H

Profile – Secretarial Auditors – J B Bhave & Co.:

M/s J. B. Bhave & Co is a renowned firm of Company Secretaries in Whole Time Practice based at Pune in the State of Maharashtra, India providing premium and effective secretarial, legal and business solutions through a team of professionals. Mr. Jayavant B. Bhave has more than 30 years of experience at the corporate managerial level in addition to being registered as a Company Secretary in whole-time practice.

Profile – Cost Auditors – Joshi Apte and Associates.:

M/s Joshi Apte and Associates (Firm Registration No. 000240) is a Peer Reviewed firm and has a track record of providing expert services in Cost Management Accountancy for the last 17 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.	Day, Date and Time of AGM	Thursday, 13th August, 2026 at 15:00 Hrs (IST)
2	Mode	Video Conference (VC) and Other Audio Visual Means (OAVM)
3	Participation through VC/OAVM	Members can login from 2:45 P.M (IST) on the date of the AGM at https://evoting.nsdl.com
4	Helpline Number for VC/OAVM participation	022 - 2499 7000
5.	Submission of Questions/Queries before AGM	Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **2nd August, 2026**, through email on industrialindia@SKF.com The same will be replied by the Company suitably.
6.	Speaker Registration before AGM	Members may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to industrialindia@SKF.com on or before **2nd August, 2026**,
7.	Recorded Transcript	Will be made available post AGM at https://www.skf.com/in/investors/skf-india-industrial-ltd
8.	Dividend for FY 2025-2026 recommended by the Board	INR 10/-per equity share of the face value of INR 10/- each
9.	Dividend Record Dates	3rd July, 2026 (Friday)
10.	Dividend Payment Date	on or after Monday, 17th August, 2026 (within the statutory time limit of 30 days) subject to Shareholders' approval at the AGM
11.	Cut-off date for e-voting	6th August, 2026 (Thursday)
12.	Remote e-voting start time and Date	9th August, 2026 (Sunday at 9:00 a.m. IST)
13.	Remote e-voting end time and date	12th August, 2026 (Wednesday at 5:00 p.m. IST)

Annexure – H (contd.)

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