



**Date: February 04, 2026**

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

**Subject: Intimation pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”)**

Pursuant to the Regulation 8(2) of the SEBI PIT Regulations, we wish to inform you that the Board of Directors of the Company at its Meeting held on February 03, 2026, has, inter alia, adopted the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI).

In compliance with the aforesaid regulation the aforesaid Code is enclosed herewith as **Annexure A** and is also being made available on the Company's website at Policies, Codes & Other Documents section at <https://www.skf.com/in/investors/skf-india-industrial-ltd>

We request you to take the above information on record.

**Thanking you,**

**Yours faithfully,**

**For SKF India (Industrial) Limited**

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**Poorva Bang**

**Company Secretary & Compliance Officer**

**Encl.:** As above.

**SKF India (Industrial) Limited**

**Registered office: Chinchwad Gaon, Chinchwad, Pune 411033, Maharashtra, India**

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**CIN: U28140PN2024PLC236396**

SKF INDIA (INDUSTRIAL) LIMITED  
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION

(Reviewed and approved by the Board of Directors in their meeting held on 3<sup>rd</sup> February 2026)

### Background

This code is framed pursuant to notification of SEBI (Prohibition of Insider Trading) Regulations, 2015 and as amended (PIT Regulations). Based on the principles of Fair Disclosure outlined in the said Regulations, SKF India (Industrial) Limited has formulated following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI). Terms not specifically defined herein shall have the same meaning as assigned to them in the Code of Conduct for Prevention of Insider Trading of SKF India (Industrial) Limited.

### 1. OBJECT

- 1.1 This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the 'Code') lays down principles and practices to be followed by the Company in relation to the procurement and communication of Unpublished Price Sensitive Information (UPSI). It prohibits insiders from communicating, providing or allowing access to UPSI, even to other insiders, unless the communication is in furtherance of a legitimate purpose, furtherance of duties or discharge of legal obligations.
- 1.2 Therefore, the Regulations and this Code cast an obligation on all insiders to handle UPSI with care and to deal with UPSI when transacting their business strictly on a 'need-to-know' basis

### 2. DEFINITIONS

- 2.1 Legitimate Purposes shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations
- 2.2 Unpublished Price Sensitive Information (UPSI) means any information relating to the Company or its Securities or indirectly that is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to information relating to the following:
- i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delisting, disposal and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
  - v. changes in key managerial personnel
  - vi. change in rating(s), other than ESG rating(s);
  - vii. fund raising proposed to be undertaken
  - viii. agreements, by whatever name called, which may impact the management or control of the company;
  - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time

Other Words and expressions used and not defined in this Code but defined in the PIT Regulations and SKF India (Industrial) Limited Code of Conduct for Prevention of Insider Trading shall have the meanings respectively assigned to them in those Regulations and the code.

### 2.3 Connected person-

- i. Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, –
  - a. an immediate relative of connected persons specified in clause (i); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the company; or
  - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest or;
  - k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

- I. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

2.4 'Designated Person' means –

- (i) Promoters of the Company;
- (ii) Directors and Key Managerial Personnel of the Company as defined under the Companies Act, 2013;
- (iii) All Business Unit Heads / Functional Heads / General Managers;
- (iv) Employees up to two levels below Managing Director, irrespective of their functional role in the Company
- (v) Any employee of the Company including employees in following functions and other persons who have access to UPSI or reasonably expected to have access to UPSI:
  - a) Finance / Accounts / Company Secretarial
  - b) Finance controller
  - c) Taxation
  - d) Communication
  - e) IT function
  - f) Secretaries to all Designated Persons

Note - In case of any employee falling under designated Person who separates from the services of the Company due to superannuation / resignation / termination etc., he / she shall continue to be considered as a designated Person for a further period of six months subsequent to the date of his / her separation from the Company.

2.5 "Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media ;

2.6 "insider" means any person who is:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information;

2.7 "relative" shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

Note : It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

2.8 "trading day" means a day on which the recognized stock exchanges are open for trading;

2.9 "compliance officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

2.10 "promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.11 "promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

### 3. APPLICABILITY

This code shall be applicable and binding the board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include :

- (i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- (ii) Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- (iii) All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (v) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

### 4. PROMPT DISCLOSURE:

#### 4.1 The Company shall ensure

- (i) Uniform and universal public disclosure of UPSI to avoid selective disclosure.
- (ii) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company
- (iii) Certain categories of information would be excluded from disclosure such as:
  - a) The information is regarding a proposal or negotiation that is in progress or is not concrete / credible;
  - b) The information comprises matters that are assumed to be insufficient to warrant disclosure;
  - c) The information is generated for the use of internal management of the Company;
  - d) The information is a trade secret; or
  - e) Where it would be a breach of law to disclose the information.

### 5. CHIEF INVESTOR RELATIONS OFFICER (CIRO):

- 5.1 For the purpose of this Code, the Chief Investor Relations Officer will be such person who would be designated by the Company from time to time.
- 5.2 Currently, the Finance Director / CFO is the designated Chief Investor Relations Officer (CIRO) to determine materiality of an event/ information and its dissemination and disclosure of UPSI to the analysts, media and others. Any Key Managerial Personnel as defined under Companies Act, 2013 when authorised by the Finance Director / CFO to deal with dissemination will submit UPSI to the Stock Exchanges.
- 5.3 The CIRO shall ensure that the presentations done if any with analysts and investors is promptly disseminated to Stock Exchanges and be placed on the Company's website for the benefit of other shareholders.

## 6. COMPLIANCE OFFICER

The Company Secretary of the Company will act as a Compliance Officer under this Code who shall be responsible for compliance of policies and procedures under the overall supervision of the Finance Director / CFO of the Company.

## 7. RESPONSE ON NEWS REPORTS BY REGULATORY AUTHORITIES

The Chief Investor Relations Officer (CIRO) shall ensure that appropriate and fair response is given to queries on news reports related to the Company. No person except those authorized by the CIRO shall comment, affirmatively or negatively on market rumours. The CIRO shall also ensure that appropriate and fair response is given to requests for verification of market rumours by regulatory authorities. The Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosures of which will not be appropriate and could prejudice the Company's legitimate interests.

## 8. MANNER OF DEALING WITH MEDIA, ANALYSTS AND INVESTORS

The following guidelines shall be followed while dealing with analysts, institutional investors and other - research personnel.

In order to maintain a transparent and effective two-way communication between the Company and the financial community, the Company's management may interact with equity research analysts, investors and other members of the investing community from time to time. During these interactions, no UPSI shall be disclosed selectively to any one or group of research analysts or investors, to the disadvantage of other stakeholders. CEO and CFO or any person holding a similar position shall nominate the person authorized to interact with Analysts

8.1 In structured communication events, the Company may make arrangements to ensure that the interactions at the event are available to the public simultaneously. This simultaneous access may be achieved by making arrangements for simultaneous audio broadcast of such interaction or calls over the phone or internet or suitable media with due notice of such interaction. Recording of the proceedings in suitable media should be made available on the Company's website for a period as prescribed in the Regulations.

8.2 Disclosure and dissemination of Unpublished Price Sensitive information may be done through various media so as to achieve maximum reach and quick dissemination. All disclosures to the stock exchanges must be made promptly. The Company shall also disclose information through the use of its dedicated website.

8.3 The Company's website may provide a means of giving a direct access to analyst briefing material, significant background information and questions and answers.

8.4 The company should ensure that the information shared with analysts and research personnel is not unpublished price sensitive information

## 9. POLICY FOR DETERMINATION OF 'LEGITIMATE PURPOSES'

9.1 UPSI can be shared by an Insider on need to know basis only to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.

9.2 Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "Insider" for purposes of this Code and:

- i. Confidentiality of such UPSI must be maintained and such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.
- ii. The recipient must not trade in the securities of the Company while in possession of UPSI.
- iii. The recipient shall enter into Non-Disclosure Agreements / Memorandum of Understanding wherever required

The Company shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the UPSI is shared under the Regulations which shall contain the following information:

- a) Name of such recipient of UPSI
- b) Name of the Organization or entity to whom the recipient represent
- c) Postal Address and E-mail ID of such recipient
- d) Mobile or contact number
- e) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Company shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

#### 10. NEED TO KNOW:

The UPSI shall be handled on a 'need to know' basis such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

#### 11. AMENDMENTS / MODIFICATION

The Compliance Officer of the Company is authorized by the Board of Directors to vary, amend, suspend and / or change the rules of this code at any time in line with any subsequent amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015. Any such changes made in line with such regulatory changes will be placed before the subsequent Board Meeting.

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