



Date: 07th June 2025

National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C-1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India NSE Scrip Code – SKFINDIA	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001, Maharashtra, India BSE Scrip Code -500472
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Subject: Submission of Notice convening Meeting of the Equity Shareholders of SKF India Limited pursuant to the Order of the Hon’ble National Company Law Tribunal, Mumbai Bench.

Reference: Our Intimation dated June 05, 2025.

Dear Sir/Ma’am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), we hereby wish to inform that pursuant to the Order dated June 04, 2025, (“Order”) the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal / NCLT”) in the Company Scheme Application No. C.A.(CAA)/130(MB)2025 (“Order”), Meeting of the equity shareholders (“Meeting”) of SKF India Limited (“Company” or the “Demerged Company”) is scheduled to be held **on Monday, July 14, 2025 at 11:30 a.m. (IST)** through **Video Conferencing / Other Audio Visual Means (‘VC / OAVM’)** to consider and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement (“Scheme”) between and amongst the **SKF India Limited (“Company” or the “Demerged Company”) and SKF India (Industrial) Limited (“Resulting Company”)** and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”).

We enclose herewith the copy of the notice of the aforesaid Meeting along with the Explanatory Statements under Section(s) 102, 230 - 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI LODR and applicable SEBI Circulars. The related Annexures for the aforesaid Notices are available on the website of the Company at [Notice of NCLT Convened Meeting of Equity Shareholders](https://cdn.skfmediahub.skf.com/api/public/09170b752f1dd74b/pdf_preview_medium/09170b752f1dd74b_pdf_preview_medium.pdf) at https://cdn.skfmediahub.skf.com/api/public/09170b752f1dd74b/pdf_preview_medium/09170b752f1dd74b_pdf_preview_medium.pdf.

Further, this is to inform you that in compliance with the provisions of the Section 108, 110 and other applicable provisions of the Act, if any, as amended from time to time, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR read with the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/ CIR/2023/93 dated June 20, 2023 (“SEBI Scheme Circular”), and MCA Circulars, the Company has completed dispatch of the Notice through electronic mode, on **Saturday, June 07, 2025** to those members of the Company whose name appeared in the Register of Members/List of Beneficial Owner as maintained by the Company/Depositories, respectively, as at the close of business hours of **Friday, May 30, 2025 (“the cut-off date”)** and whose e-mail addresses are registered with the Company/Depositories.

SKF India Limited

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

Tel: +91 (20) 6611 2500, Fax no: +91 (20) 6611 2396, Web: www.skf.com, Email id: investorindia@skf.com

CIN: L29130PN1961PLC213113



Members holding shares in physical mode and who have not updated their email ids with the Company are requested to update their email id's as per the instructions given in the enclosed Notice.

In accordance with the MCA Circulars, the Company has provided the facility to vote on the proposed resolutions by remote e-voting only. For this purpose, the Company has appointed National Securities Depository Limited ("NSDL") to provide the facility of casting votes by the shareholders using remote e-voting /e-voting system as well as to enable the shareholders of the Company to attend and participate in the Meeting through VC/OAVM.

Members are requested to provide their assent or dissent through e-voting only. Some of the important details regarding the e-voting are provided below:

Cut-off date for e-voting	Monday, July 07, 2025
Commencement of E-voting period	Thursday, July 10, 2025 at 9:00 a.m. (IST)
End of E-voting	Sunday, July 13, 2025 at 5:00 p.m. (IST)
Scrutinizer's detail	Mr. Keval Mahendra Shah, Chartered Accountant (Membership No. 191638) of Keval Mahendra Shah & Associates

The detailed instructions for joining the Meeting through VC/OAVM, manner of casting vote through remote e-voting/e-voting and registration of e-mail addresses of the shareholders for the Meeting are provided in the 'Notes' section of the Notice convening the Meeting.

The Notice is available on the website of the Company at <https://www.skf.com/in/investors/shareholder-information> and on the website of NSDL at www.evoting.nsdl.com. The Notice will also be made available on the website of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

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

Thanking you,

Yours faithfully,
For SKF India Limited

Ranjan Kumar
Company Secretary & Compliance Officer

SKF India Limited

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SKF INDIA LIMITED

CIN: L29130PN1961PLC213113

Registered Office: Chinchwad, Pune, Pune, Maharashtra, India, 411033

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NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF

SKF INDIA LIMITED

(PURSUANT TO ORDER DATED JUNE 04, 2025 OF THE

HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH)

MEETING DETAILS	
Day	Monday
Date	July 14, 2025
Time	11:30 a.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the Meeting shall be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
Cut-off date for e-voting	Monday, July 07, 2025
Remote e-voting start date and time	Thursday, July 10, 2025 at 9:00 a.m. (IST)
Remote e-voting end date and time	Sunday, July 13, 2025 at 5:00 p.m. (IST)

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The Notice of the Meeting, Statement and Annexures 1 to 23 constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral set of documents.



FORM NO. CAA. 2

[PURSUANT TO SECTION 230(3) OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI
C.A.(CAA)/130(MB)2025 IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN SKF INDIA LIMITED AND SKF INDIA (INDUSTRIAL) LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

SKF India Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at Chinchwad, Pune, Maharashtra, India, 411033.
CIN: L29130PN1961PLC213113) Company/ Demerged Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF SKF INDIA LIMITED (“COMPANY”)

To

The Equity Shareholders of

SKF India Limited,

1. NOTICE is hereby given that, by an order dated June 04, 2025, in Company Scheme Application (CAA) No. C.A.(CAA)/130(MB)2025 (“Order”), the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal / NCLT”) has directed, inter-alia, that a meeting of the equity shareholders of SKF India Limited (“Company” or the “Demerged Company”) be convened and held on Monday,

July 14, 2025 at 11:30 a.m. (IST), through video-conferencing or other audio-visual means (“VC/OAVM”) (“**Meeting**”) to consider and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement (“Scheme”) between and amongst the Demerged Company and SKF India (Industrial) Limited (“**Resulting Company**”) and their respective shareholders and creditors.

2. Pursuant to the Order, the Meeting of the equity shareholders of the Company will be held through VC/OAVM on Monday, July 14, 2025 at 11:30 a.m. (IST), in compliance with the provisions of the Companies Act, 2013 (“**Act**”) read with the applicable general circulars issued by the Ministry of Corporate Affairs (“**MCA**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and any other applicable circulars issued by SEBI and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (“**SS-2**”).
3. The Scheme, if approved by the requisite majority of equity shareholders of the Company under Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, issued by the Securities and Exchange Board of India (“**SEBI**”) (and such circular the “**SEBI Scheme Circular**”) and other applicable SEBI circulars, if any, will also be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.
4. In compliance with the Order of the NCLT and the provisions of Section 108 of the Act, and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 and other applicable provisions of the SEBI LODR read with the SEBI Scheme Circular and other applicable SEBI circulars, SS-2, and in accordance with the requirements prescribed by the MCA for holding general meetings through e-voting by way of general circulars numbered 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021, 3/2022 dated 5 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023 and 09/2024 dated September 19, 2024 (collectively, “**MCA Circulars**”), the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of the National Securities Depository Limited (“**NSDL**”) so as to enable the equity shareholders to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the resolution set out below.

5. The equity shareholders may refer the ‘Notes’ to this notice for further details on remote e-voting prior to the Meeting as well as e-voting during the course of the Meeting.
6. In accordance with the directions of the Hon’ble NCLT, Mr. Kuldeep Kumar Kareer, (Retd. Judicial Member, NCLT) shall act as the Chairperson of this Meeting including for any adjournments thereon.
7. In addition, the NCLT has appointed Mr. Keval Mahendra Shah, Chartered Accountant, as scrutiniser for the Meeting, including any adjournments thereof, to scrutinise the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that such e-voting or remote e-voting, as applicable, is fair and transparent.
8. The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the closure of business hours on Monday, July 07, 2025 (“**Cut-Off Date**”).
9. A person whose name is recorded in the register of members maintained by the Company/Registrar and Transfer Agent (“**RTA**”) or in the Register of Beneficial Owners maintained by the NSDL as on the Cut-Off Date only, shall be entitled to vote on the proposed resolution.
10. The Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”), SEBI LODR and applicable SEBI circulars, along with a copy of the Scheme and other annexures to the Statement are appended herewith.
11. A copy of this notice, the Statement and the annexures to the explanatory statement are available on:
(a) the website of the Company at <https://www.skf.com/in/investors/shareholder-information> (b) the website of NSDL at www.evoting.nsdl.com, NSDL being the depository appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting; and (c) the website of the stock exchanges where the equity shares of the Company are listed, which are: (i) BSE Limited, at www.bseindia.com; and (ii) the National Stock Exchange of India Limited at www.nseindia.com.
12. In addition, a copy of this notice together with the accompanying documents may be obtained free of charge on any day (except Saturday, Sunday and public holidays), upto the date of meeting, from the registered office of the Company at Chinchwad, Pune, Pune, Maharashtra, India, 411033. In the alternate, a written request to obtain a copy of this notice together with the accompanying documents, along with details of your shareholding in the Company, may be addressed to Ranjan Kumar, Company

Secretary & Compliance Officer, at investorIndia@SKF.com and the Company will arrange to send such copy to you at your registered address or share an electronic copy thereof to your email address.

13. The equity shareholders are requested to consider, and if thought fit, to pass the following resolution under Section 230(3) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Demerged Company, with requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the rules and regulations framed thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 and other applicable SEBI Circulars, the observation letter(s) issued by each of BSE Limited and the National Stock Exchange of India Limited, each dated March 28, 2025, and in accordance with the Memorandum and Articles of Association of each of SKF India Limited (“**Company**”) and SKF India (Industrial) Limited (“**Resulting Company**”) and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai bench (“**Tribunal**” or “**NCLT**”) and such other regulatory approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (“**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the proposed Scheme of Arrangement between the Company and the Resulting Company and their respective shareholders and creditors (“**Scheme**”), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and

to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be needed and/or imposed by the NCLT / its appellate authority(ies) while sanctioning the demerger embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be needed for the purpose of resolving any doubts or difficulties that may arise while giving effect to the Scheme, as the Board may deem fit and proper, without needing to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

“**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution, if needed, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

14. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal.
15. A copy of the Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-

Kuldeep Kumar Kareer, (Retd. Judicial Member, NCLT)

Chairperson appointed for the Meeting.

Date: June 06, 2025

Place: Pune

Registered office:

Chinchwad, Pune, Pune, Maharashtra, India, 411033.

CIN: L29130PN1961PLC213113

Telephone: 020 66112500

E-mail: investorIndia@SKF.com

NOTES

1. Pursuant to the directions of the NCLT by way of its Order dated June 04, 2025, the Meeting of the equity shareholders of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SS-2, SEBI LODR read with other applicable SEBI circulars and in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM and providing facility of e-voting by way of MCA Circulars. Accordingly, the meeting of the equity shareholders of the Company will be convened on Monday, July 14, 2025 at 11:30 a.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme between the Demerged Company and the Resulting Company and their respective shareholders and creditors.
2. The deemed venue for the Meeting shall be the Registered Office of the Company at Chinchwad, Pune, Pune, Maharashtra, India, 411033.
3. The Statement pursuant to Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the CAA Rules, read with the SEBI LODR and other applicable SEBI circulars in respect of the Scheme as set out in the notice of the Meeting is enclosed. Additional information, in compliance with the SEBI Scheme Circular and the observation letters, issued by each of the National Stock Exchange of India of Limited and BSE Limited, each dated March 28, 2025 are also annexed with this notice.
4. In accordance with the directions set out in the Order of the NCLT and in compliance with the MCA Circulars, the notice of the Meeting and the accompanying documents mentioned in the Index are being sent shall be sent by e-mail to those Equity Shareholders whose email addresses are registered in the records available with the with the Company/ Registrar and Transfer Agent/ Depository Participant(s) / Depositories as on May 30, 2025.
5. The Notice convening the Meeting will be published by way advertisement in: (a) Business Standard (Pune edition) in English language; and (b) Marathi translation thereof in 'Loksatta', (Pune edition) having circulation in Maharashtra i.e., the state where the registered office of the Company is situated.
6. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at <https://www.skf.com/in/investors/shareholder-information> on the website of each

of the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited, at www.bseindia.com, and the National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

7. The SEBI Scheme Circular, inter-alia, provides that the approval of ‘public shareholders’ of the Company to the Scheme shall be obtained by way of voting through e-voting. As the Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting is necessary to be carried out by the Company for seeking the approval to the Scheme by its public shareholders in terms of SEBI Scheme Circular. This notice (as set out above) sent to the equity shareholders (which includes public shareholders) of the Company would be deemed to be the notice sent to the public shareholders of the Company. For this purpose, the term ‘public’ shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term ‘public shareholders’ shall be construed accordingly. Thus, in accordance with the terms of the SEBI Scheme Circular and paragraph 24.1.2 of the Scheme, the Company has provided the facility of voting by electronic means to its public shareholders.
8. Only a person, whose name is recorded in the register of members maintained by the Company/RTA or in the Register of Beneficial Owners maintained by the Depositories (defined below) as on the Cut-Off Date shall be entitled to exercise his/her/its voting rights on the resolution proposed in the notice set out above and attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat such notice for informational purposes only.
9. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date as per the register of members furnished by the RTA or Register of Beneficial Owners furnished by the NSDL/Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “**Depositories**”).
10. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Thursday, July 10, 2025 at 9:00 a.m. (IST) and shall end on Sunday, July 13, 2025 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by the NSDL thereafter. In addition, the Company is providing the facility of e-voting at the Meeting.
11. **Since this Meeting is being held pursuant to the MCA circulars through VC / OAVM, the requirement of physical attendance of equity shareholders has been dispensed with. Accordingly, in terms of the MCA circulars, on account of the equity shareholders being able**

to exercise their vote through electronic means, the facility for appointment of proxies by the equity shareholders will not be available for this Meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this notice

12. Facility to join the Meeting shall be opened 30 minutes before the scheduled time of the Meeting. The members will be able to view the live webcast of the Meeting on the NSDL's e-voting website at www.evoting.nsdl.com. The facility of participation at the Meeting through VC/OAVM will be made available to members on a first-come, first-served basis as per MCA Circulars.
13. Pursuant to the provisions of the Act, the institutional/corporate shareholders (i.e., shareholders other than individuals/HUF, NRI, etc.) need to provide legible scanned copies of the certified true copy of the resolution passed by the board of directors or the power of attorney or authority letter etc. issued by the governing body of such institutional shareholder, as applicable, authorising such representative to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The document evidencing authorisation to attend the Meeting, shall be sent to the Company at investorIndia@SKF.com and to the scrutiniser appointed for the Meeting at jbbhave@gmail.com at least 48 hours prior to the Meeting with the subject line **"SKF India Limited NCLT Convened Meeting"**. A copy of the above email should also be marked to the NSDL at evoting@nsdl.com and additionally at kevalshah_001@yahoo.co.in.
14. Members of the Company attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the terms of the Order. In addition, the Order directs and sets out that in the event the necessary quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 minutes and thereafter, the persons present shall be deemed to constitute the quorum.
15. Subject to the receipt of requisite majority of votes in favour of the Scheme, i.e., majority of persons representing three-fourths in value of shares voted (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and e-voting at the Meeting will be considered for this purpose.
16. For joint holders attending the Meeting, the member whose name appears as the first holder in the order of the names as per the register of members of the Company will be entitled to vote at the Meeting.

17. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle members from attending the Meeting. However, subsequent to the exercise of the right to vote through remote e-voting prior to the Meeting, a member shall not be allowed to vote again at the Meeting. In the event the shareholders cast their vote through both the modes, i.e., remote e-voting prior to the Meeting and during the Meeting, then voting done through remote e-voting prior to the Meeting shall prevail. Once the vote on a resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change such vote subsequently.
18. The shareholders are requested to carefully read each of the notes set out here and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.
19. **Process for registration of email addresses:**

To facilitate members to receive this notice electronically, the Company has made special arrangements with its RTA, M/s MUFG Intime India Private Limited (Formerly known as M/s Link Intime India Private Limited, change in name with effect from 31st December 2024), for registration of email addresses. Eligible members who have not registered their email addresses with the RTA, need to provide such information to the RTA, on or before 5:00 p.m. on July 06, 2025.

a. One-time registration of email address with RTA for receiving the notice and casting votes electronically:

Process to be followed for one-time registration of email address (for shares held in physical form or in electronic form) is set out below:

- (i) Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html;
- (ii) Select the Name of the Company from dropdown;
- (iii) Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and E-mail ID. Shareholders holding shares in physical form are required to additionally enter one of their share certificate numbers;
- (iv) System will send OTP on mobile no. and email ID;
- (v) Enter OTP received on mobile no. and email ID;
- (vi) The system will then confirm the email address for the limited purpose of service of Postal Ballot Notice.

The above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by Securities and Exchange Board of India (“SEBI”).

After successful submission of the email address, the NSDL will email a copy of this notice along with the e-voting user ID and password. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method set out at serial number (b), below i.e., login method for e-voting for individual shareholders holding securities in demat mode.

In case of any queries, members may write to evoting@nsdl.com. However, members holding shares in electronic form will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

20. Instructions for e-voting and joining the Meeting are as follows:

a. Process and manner for voting through electronic means:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI LODR and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 in relation to e-voting facility provided by listed entities and paragraph 24.1.2 of the Scheme, the Company is providing facility of e-voting to its members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the Meeting will be provided by the NSDL.
- (ii) Members of the Company holding shares either in physical form or in electronic form as on the Cut-Off Date may cast their vote by e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of remote e-voting before the Meeting as well as e-voting during the Meeting.
- (iii) Any shareholder(s) holding shares in physical form or non-individual shareholders who acquires shares of the Company and becomes a member of the Company after dispatch

of the Notice and holding shares as on the Cut-Off Date may obtain the user ID and password by sending a request at evoting@nsdl.com. However, if a person is already registered with NSDL for remote e-voting then the members can use their existing user ID and password for casting the vote. If a member has forgotten his/her/its password, the member can reset the password by using 'forgot user details/password' or 'physical user reset password' option available on www.evoting.nsdl.com or call on 022 - 4886 7000.

- (iv) For an individual shareholder who acquires shares of the Company and becomes a member of the Company after dispatch of this notice and holds shares in demat mode as on the Cut-Off Date may follow the steps mentioned under serial number 22(a), 'login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.'
 - (v) The remote e-voting period commences on Thursday, July 10, 2025 at 9:00 a.m. (IST) and ends on Sunday, July 13, 2025 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by the NSDL for voting thereafter. The members, whose names appear in the register of members or beneficial owners as on the Cut-Off Date i.e., Monday, July 07, 2025 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.
 - (vi) members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the Meeting and members participating at the Meeting, who have not already cast their vote on the resolution by remote e-voting will be eligible to exercise their right to vote on such resolution upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote on such resolution again. The e-voting module on the day of the Meeting shall be disabled by the NSDL for voting 15 minutes after the conclusion of the Meeting.
21. **Instructions for members for attending the Meeting through VC/OAVM and e-voting (before and during the Meeting) are as under:**
- a. Members will be able to attend the Meeting through VC/OAVM or view the live webcast of Meeting provided by NSDL at www.evoting.nsdl.com by following the steps mentioned under

‘access NSDL e-voting system’. Subsequent to successful login, member(s) can click on link of ‘VC/OAVM’ placed under ‘join meeting’ menu against the Company’s name.

- b. You are requested to click on VC/OAVM link placed under ‘join meeting’ menu. The link for VC/OAVM will be available in the shareholder/member login where the 'EVEN' of the Company will be displayed. Members who do not have the user ID and password for e-voting or have forgotten the user ID/password may retrieve such user ID/password by following the process as mentioned at serial number 22 - ‘the instructions for e-voting before/during the Meeting’ in the notice to avoid any last-minute rush.
- c. Members are encouraged to submit their questions in advance with respect to the Scheme. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and client ID/ folio number and mobile number, to reach the Company’s email address at investorIndia@SKF.com before 5:00 p.m. (IST) on July 04, 2025.
- d. Members who would like to express their views or ask questions during the Meeting may pre-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 at investorIndia@SKF.com on or before 5:00 p.m. (IST) on July 04, 2025. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the Meeting. In addition, the sequence in which the shareholders will be called upon to speak is to be solely determined by the Company.
- e. Members who need assistance before or during the Meeting, may contact NSDL on 022 - 4886 7000 or contact Prajakta Pawle, Executive, NSDL at evoting@nsdl.com.

22. The instructions for e-voting before/during the Meeting:

The details of the process and manner for e-voting are set out below:

Step 1: Access the NSDL e-voting system.

Step 2: Cast your vote electronically and join the Meeting on the NSDL e-voting system.

Details in relation to step 1 are set out below:





- a. **Login method for e-voting and joining the virtual meeting for individual shareholders holding securities in demat mode:**

In order to increase the efficiency of the voting process and in pursuance of SEBI circular number SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the e-voting facility is being provided to each of the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/DPs. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), thereby not only facilitating seamless authentication but also ease and convenience of participation in the e-voting process. In addition, shareholders are advised to update their mobile number and e mail id in their dematerialised accounts in order to access the e-voting facility.

The login method for individual shareholders holding securities in dematerialised mode is set out below:

b. Type of shareholders	c. Login method
<p>d. Individual shareholders holding their securities in dematerialised mode with the NSDL.</p>	<p>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.</p> <p>2. NSDL IDeAS facility</p> <p>If you are already registered, please follow the steps set out below:</p> <ol style="list-style-type: none"> a. visit the e-services website of the NSDL by opening the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile; b. once the home page of the e-services is launched, click on the ‘beneficial owner’ icon under ‘login’ which is available under the ‘IDeAS’ section;

	<ul style="list-style-type: none">c. a new screen will open, where you will need to enter your user ID and password, subsequent to successful authentication, you will be able to see e-voting services under the ‘value added services’ section;d. click on ‘access to e-voting’ appearing on the left-hand side under e-voting services and you will be able to see the e-voting page;e. click on options available against Company name or e-voting service provider – NSDL and you will be re-directed to NSDL e-voting website for either of: (i) casting your vote during the remote e-voting period; or (ii) joining virtual meeting voting during the Meeting;e. If you are not registered, please follow the steps set out below:<ul style="list-style-type: none">a. option to register is available at https://eservices.nsd.com/;b. select ‘register online for IDeAS’ portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp ; andc. please follow the steps set out at serial numbers (a) to (e), above. <p>3. E-voting website of NSDL:</p> <ul style="list-style-type: none">a. open the web browser by typing the following URL: www.evoting.nsd.com either on a personal computer or on a mobile phone;b. once the home page of e-voting system is launched, click on the icon ‘login’ which is available under ‘shareholder/member’ section;c. a new screen will open and you will need to enter your user ID (i.e. your 16-digit dematerialisation account number held with the NSDL), password/OTP and a verification Code as displayed on the screen; andd. after successful authentication, you will be redirected to the NSDL website wherein you can see e-voting page, click on options available against company name or ESP. i.e., NSDL and you will be redirected to the e-voting website of the NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the Meeting.
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	<p>4. Shareholders/members can also download the NSDL mobile application ‘NSDL Speede’ facility by scanning the quick response code set out below for a seamless voting experience:</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual shareholders holding securities in dematerialised mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL ‘Easi/Easiest’ facility, can login through their existing user ID and password, and an option will be made available to reach the e-voting page without any other authentication, the users who are logging in to ‘Easi /Easiest’ are requested to visit the CDSL website at www.cdslindia.com and click on the login icon and the new system ‘Myeasi’ tab and then use their existing ‘myeasi’ username and password. 2. After successful login the ‘Easi/Easiest’ user will be able to see the e-voting option for eligible companies where e-voting is in progress, in accordance with the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the ESP for casting their vote during the remote e-voting period or joining the virtual meeting and voting during the Meeting. In addition, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly. 3. If the user is not registered for the ‘Easi/Easiest’, an option to register is available at on the CDSL website at www.cdslindia.com, upon visiting such website, the user is to click on login and the new system ‘Myeasi’ tab and then select on the registration option. 4. In the alternate, the user can directly access the e-voting page by providing the dematerialisation account number and permanent account number on the e-voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending an OTP on the registered mobile and e mail address, as recorded in the demat account. After successful

	authentication, the user will be able to see the e-voting option where e-voting is in progress and also able to directly access the system of all ESPs.
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 identification/password are advised to use ‘forget user ID’ and ‘forget password option’ available at each of the respective websites.

Helpdesk for individual shareholders holding securities in dematerialised mode for any technical issues related to login through Depositories i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in dematerialised 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 dematerialised 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 1800-21-09911.

b. Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in dematerialised mode and shareholders holding securities in physical mode:

How to log-in to the NSDL e-voting website?

- (i) Visit the e-voting website of the NSDL, open the web browser by entering the following URL: www.evoting.nsdl.com either on a personal computer or on a mobile;

- (ii) once the home page of the e-voting system is launched, click on the icon ‘login’ which is available under the ‘shareholder/member’ section; a new screen will open and you will need to enter your user identification, your password/OTP and a verification code as shown on the screen;
- (iii) In the alternative, if you are registered for the NSDL e-service 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’.
- (iv) your user identification details are set out below:

Sr. No.	Manner of holding shares, i.e., dematerialised (NSDL or CDSL) or physical	User ID
1.	For members who hold shares in dematerialised account with NSDL.	8-character DP ID followed by 8-digit Client ID. For example, if your DP ID is IN500*** and Client ID is 15***** then your user ID will be IN500***15*****.
2.	For members who hold shares in dematerialised account with CDSL.	16-digit beneficiary ID. For example, if your beneficiary ID is 15***** then your user ID will be 15*****.
3.	For members holding shares in physical form.	‘EVEN’ number followed by the folio number registered with the Company. For example, if folio number is S2***** and ‘EVEN’ is 133985 for ordinary (equity) shares then your user ID will be 133985S2*****

Password details for shareholders other than individual shareholders are set out below:

- A. If you are already registered for e-voting, then you can use your existing password to log-in and cast your vote; or
- 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 by NSDL. 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’?

If your email ID is registered in your dematerialisation account or with the Company, your ‘initial password’ is communicated to you on your email ID, trace such email shared by NSDL and open the attachment i.e., a portable document format (“.pdf”) file; the password to open the .pdf file is your 8-digit client ID for the NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form, such .pdf file contains your ‘user ID’ and your ‘initial password’; or

If your e-mail ID is not registered, please follow the process set out below:

- 1. 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; or
 - 2. click on ‘physical user reset password?’ if you are holding shares in physical mode option available on www.evoting.nsdl.com; and
 - 3. if you are still unable to obtain the password after attempting to obtain such password through the method set out above, you can send a request at evoting@nsdl.com, such request needs to state your dematerialization account number/ folio number, your permanent account number, your name and your registered address.
 - 4. members can also use the OTP based login for casting the votes on the e-voting system of the NSDL.
- D. After entering your password, tick on ‘agree to terms and conditions’ by selection of the check box;
 - E. Now, please click on ‘login’ button; and

F. Subsequent to clicking on the 'login' button, the home page of e-voting will open.

c. Details in relation to step 2 are set out below:

How to cast your vote electronically on the NSDL e-voting system and join the Meeting on the NSDL e-voting system?

- (i) After successful login at step 1 (as set out above), you will be able to see 'EVEN' of all the companies in which you are holding shares and whose voting cycle and Meeting is in active status;
- (ii) Select 'EVEN' of the Company, in case of ordinary (equity) shares – '133985' for which you wish to cast your vote during the remote e-voting period and casting your vote during the Meeting, to join the virtual meeting, you need to click on 'VC/OAVM' link placed under the 'join meeting' option;
- (iii) You are now you are ready for e-voting as the voting page opens;
- (iv) 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, click on 'submit' and then 'confirm' when prompted;
- (v) Upon confirmation, the message 'vote cast successfully' will be displayed;
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page; and
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

23. The instructions for e-voting during the Meeting are as under:

- a. The procedure for e-voting during the Meeting is in accordance with the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM; and
- b. Only those members/shareholders, who will be present in the Meeting 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 on such resolution(s) through e-voting system at the Meeting.

24. General guidelines for shareholders:

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon 5 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; and
- b. In case of any queries/grievances pertaining to e-voting (before or during the Meeting), you may refer to the 'Frequently Asked Questions' for shareholders and e-voting user manual for shareholders available in the 'download' section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Prajakta Pawle, Executive, NSDL at evoting@nsdl.com.

25. Other instructions:

- a. The Hon'ble NCLT has appointed Mr. Keval Mahendra Shah, Chartered Accountant, as the scrutiniser to scrutinise the remote e-voting process as well as e-voting during the Meeting in a fair and transparent manner.
- b. The scrutiniser shall immediately after the conclusion of voting at the Meeting unblock the votes cast through e-voting (votes cast during the Meeting and votes cast prior to the Meeting) and make and present, not later than 2 working days of conclusion of the Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson of the Meeting or to any other person so authorised by him (in writing), who shall countersign such report.
- c. The results declared along with the scrutiniser's report shall be placed on the website of the Company at <https://www.skf.com/in/investors/shareholder-information> at the registered office of the Company and on the website of the NSDL at www.evoting.nsdl.com.



- d. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Sd/-

Kuldeep Kumar Kareer, (Retd. Judicial Member, NCLT)

Chairperson appointed for the Meeting

Date: June 06, 2025

Place: Pune

Registered Office:

Chinchwad, Pune, Pune,

Maharashtra, India, 411033.

Telephone: 020 66112500

CIN: L29130PN1961PLC213113

E-mail: investorIndia@SKF.com



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI
C.A.(CAA)/130(MB)2025 IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH
THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS)
RULES, 2016.**

AND

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN SKF INDIA LIMITED
AND SKF INDIA (INDUSTRIAL) LIMITED AND THEIR RESPECTIVE SHAREHOLDERS
AND CREDITORS**

SKF India Limited, a Company incorporated under the Companies)
Act, 1956 and having its registered office at Chinchwad, Pune, Pune,)
Maharashtra, India, 411033.)
CIN: L29130PN1961PLC213113)
) **Company/ Demerged Company**

**EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF
THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES,
2016 TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF SKF INDIA
LIMITED, CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL
COMPANY LAW TRIBUNAL, BENCH AT MUMBAI ("TRIBUNAL" OR "NCLT") DATED JUNE
04, 2025 ("ORDER").**

Capitalised terms used and not defined herein shall have the meaning ascribed to them in the Notice or the Scheme.

1. Meeting to consider the Scheme of Arrangement

- a) This is an explanatory statement ("**Statement**") accompanying the Notice convening Meeting of the Equity Shareholders of SKF India Limited, pursuant to the Order of the Tribunal, to be held on Monday, July 14, 2025, at 11:30 a.m. (IST) through VC/OAVM, in compliance with the applicable provisions of the Act, the circulars issued thereunder, and the SEBI LODR, for

considering, and if thought fit, approving the Scheme. This is a Statement accompanying the Notice convening such Meeting of the Equity Shareholders of the Demerged Company.

2. Salient features of the Scheme

The salient features of the Scheme are as under:

1. The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and inter-alia provides for the following:
 - a. demerger, transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof, in accordance with the Act and the provisions of Section 2(19AA) of the IT Act; and
 - b. various other matters consequential or otherwise integrally connected therewith including reduction and cancellation of the entire pre-scheme share capital of the Resulting Company.
2. Appointed Date under the Scheme is the same as Effective Date, or such other date as may be mutually decided by the Board of the Demerged Company and the Resulting Company.
3. Upon the Scheme becoming effective, the Demerged Undertaking including all assets, permits, contracts, liabilities, loan, duties, obligations etc. shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company on a going concern basis (as set out under the Scheme).
4. Effective Date for the Scheme has been specified in Clause 1.11 of the Scheme.
5. Upon the Scheme becoming effective, the entire pre-scheme paid up share capital of the Resulting Company that is held by the Demerged Company (along with its nominees), shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Laws separately.

6. For the purpose of the demerger of Demerged Undertaking of Demerged Company into Resulting Company, based on the Share Entitlement Ratio Report of PwC Business Consulting Services LLP, Registered Valuers dated 24th December 2024, *the Resulting Company shall issue 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each for every 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each held in the Demerged Company.*
7. Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration to the shareholders of the Company in terms of the Scheme, will be listed on BSE and NSE.
8. Upon the Scheme being effective, all the employees of the Demerged Company in respect of the Demerged Undertaking, who are in service on the date immediately preceding the Effective Date shall be deemed to be employed in the Resulting Company on such date and such employees shall be employed with the Resulting Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting with reference to the Demerged Company as on the said date.

The above details are only salient features of the Scheme. Shareholders are requested to read the entire text of the Scheme which is enclosed as Annexure 1 to get fully acquainted with the provisions thereof.

3. Rationale and Benefits of the Scheme

The Scheme provides for demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company on a going concern basis. The transfer and vesting by way of demerger would be in the best interests of the Demerged Company, the Resulting Company and their respective shareholders and creditors as the proposed demerger will yield the following advantages:

- (i) separation of the Automotive Business and Industrial Business of the Company will allow the Demerged Company and the Resulting Company to have autonomous and independent automotive and industrial business segment to enable future strategic flexibility to have independent and focused management as well as independently pursue different opportunities and strategies for the growth of each respective business with greater agility, aligned to specific market and industry dynamics. Separation of these businesses will also facilitate a clearer focus

on distinct opportunities to enhance customer value, accelerate growth as well as improve efficiency and competitiveness for both the businesses;

- (ii) in view of the separation of automotive and industrial businesses at a global level, each business would be able to address independent growth plans, pursue efficient capital allocation, attract different sets of investors, strategic partners, lenders and other stakeholders, leverage on their strategies as standalone companies and stronger leverage of specific global resources within the group;
- (iii) the proposed demerger will de-risk both the businesses from each other, allow the businesses to tailor capital deployment, adapt faster to the global trends, enhance operational efficiency, increased responsiveness and enhanced end-user experiences and allow potential investors and other stakeholders the option of investing in both businesses;
- (iv) the shareholders, investors, and other stakeholders will have greater understanding and visibility of both the businesses; and
- (v) the proposed demerger will unlock value for the shareholders of the Demerged Company.

The Scheme is in the best interests of the respective entities and their respective stakeholders for the reasons aforesaid and is not prejudicial to the interests of any of the concerned shareholders, creditors or the public at large.

4. Background of the companies

I. Particulars of the Demerged Company:

- (a) SKF India Limited (PAN - AAACS0684H) is a listed public company incorporated in the name of 'Associated Bearing Company Limited' on April 12, 1961, with the Registrar of Companies, Maharashtra, under the provisions of the Companies Act, 1956. The name of the Demerged Company was changed from 'Associated Bearing Company Limited' to 'SKF Bearings India Limited' on October 01, 1987, pursuant to which a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Mumbai. The name of the Demerged Company was further changed from 'SKF Bearings India Limited' to 'SKF India Limited' on May 19, 2004 pursuant to which a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Mumbai. The registered office of the Company shifted from the jurisdiction of Registrar of Companies, Mumbai to Registrar of Companies, Pune, within the State of Maharashtra vide

amendment passed in the Annual General Meeting dated July 23, 2020 through Special Resolution.

- (b) The main objects for which the Demerged Company has been established are set out in its Memorandum of Association. The main objects as set out in Paragraph 3(a) to 3(g) of the Memorandum of Association of the Demerged Company are mentioned hereunder: -

“(a) To carry on the business of manufacturers of and dealers in ball and/ or roller bearings, and components in respect thereof, and also the business of manufacturers and/or assemblers of and dealers in pendulum arms, cradles, and bearing units for top rollers, being components of textile machinery and other components of textile machinery and accessories in respect thereof.

(b) To carry on the business of iron founders, consulting engineers, civil, naval mining, railway, electrical, gas, mechanical, chemical and general engineers and technicians and manufacturers of and dealers in plant, machinery, equipments, apparatus, accessories, tools and implements of all kinds, vehicles, and conveyances of all kinds whether self-propelled or otherwise, manufacturers of chemicals, tool makers, brass founders, metal and wood workers, founders, millwrights, iron masters, steel makers, iron and steel converters, refiners, smiths, colliery proprietors, coke manufacturers, miners, smelters and tin-plate makers, in all their respective branches, builders, painters, metallurgists and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, apparatus, implements, roiling stock and hardware of all kinds.

(c) To carry on any business relating to the winning and working of minerals and production and working of metals and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.

(d) To undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.

(e) To buy, sell, alter and deal in apparatus, machinery, materials and articles of all kinds which shall be capable of being used for the purpose of any business herein mentioned or likely to be required by customers of any such business.

(f) To acquire from time to time all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.

(g) To carry on any other business which may seem to the Company capable of being advantageously or conveniently carried on by way of extension of or in connection with any of the above objects or may seem calculated directly or indirectly to develop any branch of or expand the Company's business or to enhance the value of or render profitable any of the Company's assets, property or rights.”

- (c) During the last five years, there has been no change in the objects clause and name of the Company.
- (d) The equity shares of the Demerged Company are listed on the NSE and BSE (hereinafter collectively referred to as “**Stock Exchanges**”).
- (e) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on December 31, 2024 is as under:

Particulars	Amount in (INR)
Authorised Capital	
10,00,00,000 Equity Shares of INR 10/- each	100,00,00,000
TOTAL	100,00,00,000
Issued, Subscribed and fully paid-up share capital	
4,94,37,963 Equity Shares of INR 10/- each, fully paid up*	49,43,79,630
TOTAL	49,43,79,630

*2,488 shares are held in abeyance in respect of pending legal / disputed cases.

Subsequent to December 31, 2024, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Demerged Company.

(f) The last annual financial statements of the Demerged Company have been audited for the financial year ended March 31, 2025. The Standalone and Consolidated Financial Results of the Demerged Company for the quarter and year ended March 31, 2025 are enclosed as **Annexure 2A**. Unaudited Financial Results (Standalone and Consolidated) for the Fourth Quarter and Annual Audited Financial Results (Standalone and Consolidated) for the financial year ended March 31, 2025 of the Company together with Limited Review Report/Auditors' Reports of the Statutory Auditors enclosed as **Annexure 2B**.

(g) **Details of the Directors and Promoters (as on the date of the Notice):**

The details of the Directors of the Demerged Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Directors			
Sr. No.	Name	Category	Address
1.	Anu Wakhlu	Non-Executive, Independent Director	Chinchwad, Pune, Pune, Maharashtra, India, 411033
2.	Gopal Subramanyam	Chairperson & Non- Executive, Independent Director	Chinchwad, Pune, Pune, Maharashtra, India, 411033
3.	Joakim Landholm	Non-Executive, Non- Independent Director	Chinchwad, Pune, Pune, Maharashtra, India, 411033
4.	Kerstin Enochsson	Non-Executive, Non- Independent Director	Chinchwad, Pune, Pune, Maharashtra, India, 411033
5.	Mukund Vasudevan	Executive Director (Managing Director)	Chinchwad, Pune, Pune, Maharashtra, India, 411033

Directors			
Sr. No.	Name	Category	Address
6.	Shailesh Sharma	Executive Director (Whole-time Director)	Chinchwad, Pune, Pune, Maharashtra, India, 411033

The details of the Promoters of the Demerged Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Promoters			
Sr. No.	Name	Category	Address
1.	AB SKF	Body Corporate	415 50 GÖTEBORG Göteborg
2.	SKF UK Limited	Body Corporate	Sundon Park Road, Luton, Bedfordshire, LU3 3BL, United Kingdom
3.	SKF Forvaltning AB	Body Corporate	415 50 Göteborg Vastra Gotaland, 41550 Sweden

II. Particulars of the Resulting Company:

- (a) SKF India (Industrial) Limited (hereinafter referred to as “**SKF Industrial**” or “**the Resulting Company**”), having PAN number ABOCS8531J, was incorporated under the Companies Act, 2013 in the State of Maharashtra, Pune on December 17, 2024. The registered office of the Resulting Company is situated at c/o SKF India Limited, Chinchwad Gaon, Chinchwad, Chinchwadgaon, Pune, Pune City, Maharashtra, India, 411033. The Resulting Company is a wholly-owned subsidiary of the Demerged Company.
- (b) The Resulting Company has been incorporated as a public limited company, inter-alia, to carry on the business of manufacturing and dealing with bearing & related products, solutions and services meant for Industrial Customers.

- (c) Presently, the Equity Shares of the Resulting Company are not listed on any Stock Exchange.
- (d) The main objects for which the Resulting Company has been established are set out in its Memorandum of Association. The main objects as set out in Paragraph 3(a)(i) to 3(a)(iii) of the Memorandum of Association of the Second Applicant Company are mentioned hereunder:-

“i. To carry on the business of manufacturers of and dealers in ball and/ or roller bearings, and components in respect thereof, and also the business of manufacturers and/or assemblers of and dealers in pendulum arms, cradles, and bearing units for top rollers, being components of textile machinery and other components of textile machinery and accessories in respect thereof.

ii. To carry on the business of iron founders, consulting engineers, civil, naval mining, railway, electrical, gas, mechanical, chemical, and general engineers and technicians and manufacturers of and dealers in plant, machinery, equipment, apparatus, accessories, tools and implements of all kinds, vehicles, and conveyances of all kinds whether self-propelled or otherwise, manufacturers of chemicals, tool makers, brass founders, metal and woodworkers, founders, millwrights, iron masters, steel makers, iron and steel converters, refiners, smiths, colliery proprietors, coke manufacturers, miners, smelters and tin-plate makers, in all their respective branches, builders, painters, metallurgists and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, apparatus, implements, rolling stock and hardware of all kinds.

iii. To carry on any business relating to the winning and working of minerals and production and working of metals and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.”

- (e) Since the date of incorporation i.e., December 17, 2024, there has been no change in the objects clause of the Resulting Company

- (f) The authorised, issued, subscribed and paid-up share capital of the Resulting Company as on December 31, 2024 is as under:

Particulars	Amount in (INR)
Authorised Capital	
1,50,000 Equity Shares of INR 10/- each, fully paid up	15,00,000
TOTAL	15,00,000
Issued, Subscribed and fully paid-up share capital	
10,000 Equity Shares of INR 10/- each, fully paid up	1,00,000
TOTAL	1,00,000

The pre-Scheme capital structure of the Demerged Company and the Resulting Company is given in Paragraphs 4(I)(e) and 4(II)(f) above respectively. Pursuant to the Scheme, there will be no change in the post Scheme capital structure of the Demerged Company

- (g) The Resulting Company has prepared its first financial statements for the period from December 17, 2024 to March 31, 2025. The said audited financial statements are enclosed as **Annexure 3**.
- (h) **Details of the Directors and Promoters (as on the date of the Notice):**

The details of the Directors of the Resulting Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Directors			
Sr. No.	Name	Designation	Address
1.	Mukund Vasudevan (DIN: 05146681)	Director	c/o SKF India Limited, Chinchwad Gaon, Chinchwad, Pune City, Pune, Maharashtra, India, 411033.
2.	Shailesh Kumar Sharma (DIN: 09493881)	Director	c/o SKF India Limited, Chinchwad Gaon, Chinchwad,

			Pune City, Pune, Maharashtra, India, 411033.
3.	Dinesh Kumar Verma (DIN: 09771230)	Director	c/o SKF India Limited, Chinchwad Gaon, Chinchwad, Pune City, Pune, Maharashtra, India, 411033.

The details of the Promoter of the Resulting Company as on the date of this Notice, along with its address, is mentioned herein below:

Promoters				
Sr. No.	Name	Category	Number of equity shares held in Resulting Company as on 17 December 2024.	Address
1.	SKF India Limited	Body Corporate	9,994	Chinchwad, Pune, Maharashtra, India, 411033.
2.	Mukund Vasudevan*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.
3.	Shailesh Kumar Sharma*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.

4.	Ashish Saraf*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.
5.	Alagesan Thasari*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.
6.	Nilesh Anant Rane*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.
7.	Sanoj Somasundaran*	Individual	1	Chinchwad, Pune, Maharashtra, India, 411033.

*Shareholders at Sr. No. 2 to 7 are holding shares as nominee(s) of SKF India Limited.

5. Relationship subsisting between Parties to the Scheme

The Resulting Company is presently a wholly owned subsidiary of the Demerged Company.

6. Board approvals

- (a) The Board of Directors of the Demerged Company at its Meeting held on December 26, 2024 by unanimous resolution approved the Scheme. The names of the then Directors and their manner of voting are set out below:

Sr. No.	Name of Director	Voted in favour / against / did not participate or vote
1.	Anu Wakhlu	Voted in favour
2.	Gopal Subramanyam	Voted in favour
3.	Joakim Landholm	NA*
4.	Kerstin Enochsson	NA*
5.	Mukund Vasudevan	NA*

6.	Shailesh Sharma	NA**
7.	Manish Bhatnagar (Resigned as Non-Executive Non-Independent Director with effect from 13 th February 2025)	Voted in favour

*Did not attend the meeting and had taken a leave of absence.

** Shailesh Sharma was appointed as Whole Time Director (Executive Director) with effect from 13th February 2025)

- (b) The Board of Directors of the Resulting Company at its Meeting held on December 26, 2024 by unanimous resolution approved the Scheme. The names of the then Directors and their manner of voting are set out below:

Sr. No.	Name of Director	Voted in favour / against / did not participate or vote
1.	Mukund Vasudevan	NA*
2.	Shailesh Kumar	Voted in favour
3.	Dinesh Verma	Voted in favour

*Did not attend the meeting and had taken a leave of absence.

7. Interest of Directors, KMPs and their relatives

No change in the composition of Board of Directors or Key Managerial Personnels (“KMPs”) of Demerged Company is envisaged only on account of the Scheme. It is clarified that the composition of the Board of Directors and KMPs of the Applicant Companies may undergo changes in the ordinary course, on account of appointments, retirements, or resignations (not attributable to the Scheme) in accordance with the provisions of the Act and rules thereunder, SEBI LODR and Memorandum and Articles of Association of the Applicant Companies. Directors and KMPs of Resulting Company shall be changed due to the Resulting Company New Shares being listed and traded on the Stock Exchanges pursuant to the Scheme, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended and restated from time to time to bring the composition of the Board of Directors and the KMPs in accordance with the SEBI LODR and the Act.

It is clarified that the composition of the Board of Directors and KMPs of the Applicant Companies may undergo changes in the ordinary course, on account of appointments, retirements or resignations (not attributable to the Scheme) in accordance with the provisions of the Act and rules thereunder, SEBI LODR and Memorandum and Articles of Association of the Applicant Companies.

8. Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme as on March 31, 2024

(Rs. in Crores)

Particulars	SKF India Limited (Demerged Company)		SKF India (Industrial) Limited (Resulting Company)	
	(Pre)	(Post) [#]	(Pre)*	(Post) [#]
Total Assets	3,651.49	1370.84	-	2280.65
Total Liabilities	968.65	305.04	-	663.61
Net worth	2,682.84	1065.80	-	1617.04
Revenue	4,570.13	1672.24	-	2897.89
PAT	551.77	199.35	-	352.42

*The Resulting Company was incorporated on 17th December, 2024 as a wholly owned subsidiary of the Demerged Company for vesting of the Demerged Undertaking (as defined in the Scheme) on a going concern basis. The Demerged Company subscribed to equity shares of the Resulting Company amounting to INR 0.01 Crores on 20th December, 2024. Accordingly, the Resulting Company had no assets, liabilities, net-worth and revenue as on 31st March, 2024.

#The amounts of post-scheme assets, liabilities, net worth, revenue and PAT are provisional and prepared to indicate the effect of the Scheme on the financial position/ performance of the Demerged Company. The same will undergo changes on the Effective Date (as defined in the Scheme). The actual financial position/ performance, which may prevail after the Scheme becomes effective, may vary from the above calculations. In the case of the Resulting Company,

under post-scheme scenario, the details of Revenue and PAT (of Demerged Undertaking) have been reported for presentation purposes.

9. Shareholding Pattern and Capital Structure of the Demerged Company and the Resulting Company

a. Shareholding Pattern of the Demerged Company and the Resulting Company:

SKF India Limited (Demerged Company):

The pre scheme shareholding pattern of the Demerged Company is as follows (based on shareholding data as on December 31, 2024):

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (INR)	Percentage of shareholding
	Promoters:			
1	AB SKF	22,666,055	226,660,550.00	45.85%
2	SKF UK Limited	3,129,581	31,295,810.00	6.33%
3	SKF Forvaltning AB	196,423	1,964,230.00	0.40%
4	Public Holding:	23,445,904	234,459,040.00	47.42%
	TOTAL	49,437,963	494,379,630	100.00%

There will no change in the post Scheme shareholding pattern of the Demerged Company in terms of the Scheme.

SKF India (Industrial) Limited (Resulting Company):

The pre-Scheme shareholding pattern of the Resulting Company as on December 31, 2024 is as follows:

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (INR)	Percentage of shareholding
1	Promoters (along with its nominees)	10,000	1,00,000	100%
2	Public	-	-	0%
TOTAL		10,000	1,00,000	100.00%

The indicative post-Scheme shareholding pattern of the Resulting Company is as follows:

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (INR)	Percentage of shareholding
	Promoters:			
1	AB SKF	22,666,055	226,660,550.00	45.85%
2	SKF UK Limited	3,129,581	31,295,810.00	6.33%*
3	SKF Forvaltning AB	196,423	1,964,230.00	0.40%*
4	Public Holding:	23,445,904	234,459,040.00	47.42%
TOTAL		49,437,963	494,379,630	100.00%

The detailed pre and post Scheme shareholding pattern of the Demerged Company and the Resulting Company as on December 31, 2024, are enclosed as **Annexure 22**.

b. Capital Structure of the Demerged Company and the Resulting Company

The pre-Scheme capital structure of the Demerged Company and the Resulting Company is given in Paragraphs 4(I)(e) and 4(I)(f) above respectively. Pursuant to the Scheme, there will be no change in the post Scheme capital structure of the Demerged Company.

The indicative post Scheme share capital structure of the Resulting Company will be as follows:

Particulars	Amount in (INR)
Authorised Capital (Refer Note below*)	(Refer Note below*)
TOTAL	(Refer Note below*)
Issued, Subscribed and fully paid-up share capital 4,94,37,963 Equity Shares of INR 10/- each, fully paid up*	49,43,79,630
TOTAL	49,43,79,630

Subsequent to December 31, 2024, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Resulting Company, except that the Board of the Resulting Company in its meeting held on March 25, 2025, and shareholders in their meeting held on May 20, 2025, have passed a resolution, in accordance with the applicable provisions of the Companies Act, 2013 to increase the Authorised Capital to INR 50,00,00,000/- (Rupees Fifty crore only) divided into 5,00,00,000 (Five crore) equity shares of face value INR 10/- (Rupees Ten only) and make necessary amendments in its Memorandum of Association.

10. Effect of the Scheme on the stakeholders

The effect of the Scheme on the equity shareholders, key managerial personnel(s) and creditors of the Demerged Company and Resulting Company is given in the report adopted by the Board of Directors of each of the aforesaid companies at their respective meetings held on December 26, 2024 pursuant to the provision of Section 232(2)(c) of the 2013 Act and which are annexed hereto and marked as **Annexure 4** and **Annexure 5** respectively.

In addition, the Audit Committee and the Independent Directors of the Demerged Company in their respective meeting held on December 26, 2024, approved the draft Scheme.. The report of the Audit

Committee and the Independent Directors dated December 26, 2024, are annexed hereto and marked as **Annexure 6 and Annexure 7** respectively.

a. **Effect of the Scheme on the equity shareholders (promoter and non-promoter shareholders):**

It is clarified that neither the Resulting Company nor the Demerged Company have issued any classes of shares other than equity shares. Accordingly, there are no other classes of shareholders that will be affected by the Scheme.

Upon the Scheme becoming effective, the entire pre-scheme paid up share capital of the Resulting Company that is held by the Demerged Company (along with its nominees), shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed. Further, in consideration for the transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company, all the equity shareholders (promoter and non-promoter) of the Demerged Company as on the Record Date, shall receive equity shares of the Resulting Company in the same proportion as their shareholding in the Demerged Company. Accordingly, once the Scheme is effective, shareholding of the Resulting Company will mirror the shareholding of the Demerged Company.

b. **Effect of the Scheme on the Directors and Key Managerial Personnels:**

The Scheme will have no effect on the office of the existing Directors and Key Managerial Personnels (“KMPs”) of the Demerged Company and the Resulting Company. Further, no change in the Board of Directors of the Demerged Company and the Resulting Company is envisaged on account of the Scheme. No change in the composition of Board of Directors or Key Managerial Personnels (“KMPs”) of Demerged Company is envisaged only on account of the Scheme. The composition of the Board of Directors and KMP of Resulting Company shall be changed due to the Resulting Company New Shares being listed and traded on the Stock Exchanges pursuant to the Scheme, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended and restated from time to time to bring the composition of the Board of Directors and the KMPs in accordance with the SEBI LODR and the Act.

It is clarified that the composition of the Board of Directors and KMPs of the Demerged Company and the Resulting Company may change by appointments, retirements or

resignations in accordance with the provisions of the Act, SEBI LODR, other applicable laws, and the Memorandum and Articles of Association of these companies but the Scheme itself does not affect the office of Directors of such companies.

c. Effect of the Scheme on the Creditors:

In respect of the Scheme, no liabilities towards the creditors of the Demerged Company and the Resulting Company are neither being reduced nor being extinguished. The Scheme does not provide for any compromise or arrangement with the creditors of the Demerged Company and the Resulting Company.

Further, all the liabilities of the Demerged Company (relating to the Demerged Undertaking as decided by the Board) shall stand transferred to the Resulting Company, to the extent they pertain to the Demerged Undertaking (as defined in the Scheme) without causing any change in the original terms as agreed.

d. Effect of the Scheme on the Employees:

Upon the Scheme being effective, all the employees of the Demerged Company in respect of the Demerged Undertaking, who are in service on the date immediately preceding the Effective Date shall be deemed to be employed in the Resulting Company on such date and such employees shall be employed with the Resulting Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting with reference to the Demerged Company as on the said date.

e. Effect of the Scheme on Debenture holders, Debenture Trustees, Depositors and Deposit Trustees

The Demerged Company and the Resulting Company have neither issued any debentures nor taken any public deposits. Hence, there are no debenture holders, debenture trustees, depositors and deposit trustees.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

11. Impact of the Scheme on the revenue generating capacity of the Demerged Company:

The proposed demerger is expected to enable the Demerged Company and the Resulting Company to operate independently, pursue distinct growth strategies aligned to specific market and industry dynamics, improve efficiency, etc. This will enhance strategic flexibility, de-risk both businesses, unlock value for shareholders and will also facilitate a clearer focus on distinct opportunities, thereby positively impacting revenue generating capacity of each of the divisions.

A comparison of the revenue and net-worth of the Demerged Undertaking with total revenue and net-worth of the Demerged Company in the last three financial years is annexed hereto as **Annexure 18**. In addition, details of the pre-Scheme and the post-Scheme net-worth of the Demerged Company and the Resulting Company are annexed hereto as **Annexure 19** and **Annexure 20** respectively.

12. Synergies of business of the entities involved in the Scheme:

The synergies of business of the entities involved in the Scheme are included in Paragraph 3 (Rationale and Benefits of the Scheme) of the Statement to notice above.

13. Cost benefit analysis of the Scheme:

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc., the Scheme would entail the benefits specified in Paragraph 3 (Rationale and Benefits of the Scheme) of the Statement to notice above.

14. Value of assets and liabilities of Demerged Undertaking that are being transferred to Resulting Company as on September 30, 2024.

	As on September 30, 2024
Particulars	Amounts (INR in Crores)
ASSETS	
Non-current Assets	
Property, plant and equipment	115.0
Right-of-use assets	4.7

	As on September 30, 2024
Particulars	Amounts (INR in Crores)
Capital Work-in-progress	24.5
Investment properties	24.6
Intangible assets	0.2
Financial assets	0.0
Investments	0.0
Loans	157.6
Others Financial assets	22.3
Deferred tax assets (net)	18.7
Non-Current Tax Asset (net)	33.0
Other non-current assets	46.9
Total non-current assets	447.5
Current Assets	
Inventories	522.9
Financial Assets	
Trade receivables	522.0
Cash and cash equivalents	483.1
Bank balance other than above	6.7
Loans	0.0
Others Financial assets	14.6
Other Current Assets	54.7
Total current assets	1603.9
Total Assets	2051.4
EQUITY AND LIABILITIES	
Equity	
Equity Share Capital	49.4

	As on September 30, 2024
Particulars	Amounts (INR in Crores)
Other Equity	1287.8
Total Equity	1337.2
LIABILITIES	
Non-current liabilities	
Financial Liabilities	
Lease Liability	1.4
Provisions	22.3
Total non-current liabilities	23.7
Current Liabilities	
Financial Liabilities	
Lease Liability	5.4
Trade Payables	
Outstanding dues of micro and small enterprises	17.0
Outstanding dues other than micro and small enterprises	501.7
Other current financial liabilities	128.2
Provisions	29.1
Current tax liabilities (Net)	0.0
Other current liabilities	9.1
Total current liabilities	690.5
Total Liabilities	714.2
TOTAL EQUITY AND LIABILITIES	2,051.4

Notes:

1. The above details have been computed based on (a) the limited review standalone financial statements of the Company as at September 30, 2024, and (b) giving effect to the proposed accounting treatment as set out in Clause 12 of the Scheme, which is subject to SEBI and NCLT approval, on the said amounts as on September 30, 2024.
2. The amounts of assets and liabilities are provisional and prepared to indicate the effect of the Scheme on the financial position/ performance of the Demerged Company. The same will undergo changes on the Effective Date (as defined in the Scheme). The actual financial position/ performance, which may prevail after the Scheme becomes effective, may vary from the above calculations.

15. Amount due to the creditors

1. As on February 28, 2025, the amount owed to the unsecured creditors of the Demerged Company is Rs. 6,12,46,28,040.
2. As on February 28, 2025, the amount owed to the unsecured creditors of the Resulting Company is Rs. 40,000.
3. As on February 28, 2025, there are no secured Creditors in either of the Demerged Company or the Resulting Company.

16. Summary of Share Entitlement Ratio Report and Fairness Opinion

1. In the Share Entitlement Ratio Report dated December 24, 2024 issued by PwC Business Consulting Services LLP, Registered Valuers, it has opined the Share Entitlement Ratio in consideration for the demerger proposed in the Scheme is fair. The said Share Entitlement Ratio Report is annexed as **Annexure 8**.
2. Saffron Capital Advisors Private Limited, an independent SEBI Registered Merchant Banker in their Fairness Opinion dated December 25, 2024, has also opined that the Share Entitlement Ratio is fair and reasonable. The said Fairness Opinion is annexed as **Annexure 9**.
3. The Share Entitlement Ratio has accordingly been recommended as follows:

1(One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each for every 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each held in the Demerged Company

4. The Share Entitlement Ratio Report shall be available for inspection at the registered office of the Company;

17. Approvals and intimations in relation to the Scheme

1. The proposed Scheme was placed before the Independent Directors and the Audit Committee of the Demerged Company on December 26, 2024. The Independent Directors and the Audit Committee of the Demerged Company recommended the Scheme after considering the various documents, certificates, reports including the Share Entitlement Ratio Report issued by PwC Business Consulting Services LLP dated December 24, 2024 and fairness opinion issued by Saffron Capital Advisors Private Limited dated December 25, 2024;
2. The Board of Directors of the Demerged Company have approved the Scheme at their meeting held on December 26, 2024.
3. The Board of Directors of the Resulting Company have approved the Scheme at their meeting held on December 26, 2024.
4. The Demerged Company has not received any complaint on the Scheme from any person/entity. Copy of the Complaint Report as submitted by the Demerged Company with the BSE and NSE are annexed hereto as **Annexure 10** and **Annexure 11** respectively.
5. A copy of the Order dated June 04, 2025 and a copy the Scheme has been filed by the Demerged Company and Resulting Company with the Registrar of Companies, Mumbai.
6. Further, all shareholders of the Resulting Company have given their consent to the Scheme by way of sworn affidavits, and therefore, the Tribunal by the Order has granted dispensation from holding of the meeting of the equity shareholders of the Resulting Company, to consider the Scheme.
7. The BSE has issued letter dated March 28, 2025 granting no objection to the filing of the Scheme with the Tribunal. A copy of the letter dated March 28, 2025 issued by the BSE is annexed as **Annexure 12** (“**BSE Observation Letter**”).
8. The NSE has issued letter dated March 28, 2025 granting no objection to the filing of the Scheme with the Tribunal. A copy of the letter dated March 28, 2025, issued by the NSE is annexed as **Annexure 13** (“**NSE Observation Letter**”).

9. Information pertaining to the Resulting Company involved in the Scheme in the format prescribed for abridged prospectus, as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **Annexure 17**.
10. Saffron Capital Advisors Private Limited, an independent SEBI registered merchant banker, has issued a certificate certifying the accuracy and adequacy of the information in the above stated abridged prospectus annexed as **Annexure 17**.
11. All approvals as stated in Clause 24 (Conditionality of the Scheme) of the Scheme, in order to give effect to the Scheme will be obtained.

18. Pending investigations

1. As on the date of this statement, there are no proceedings pending against the Demerged Company and the Resulting Company under the Insolvency and Bankruptcy Code 2016, nor any winding up proceedings pending against the Resulting Company under the Act and no investigation or proceedings under the Companies Act, 2013 have been initiated or are pending in relation to the Resulting Company.
2. Details of all on-going adjudication and recovery proceedings, prosecution initiated and other enforcement action against the Demerged Company, its promoters and directors are annexed as **Annexure 14**. There are no such proceedings pending as on the date hereof against the Resulting Company.
3. There are no proceedings/ investigation pending against the Applicant Companies under Sections 210 – 217, 219, 220, 223, 224, 225, 226 & 227 of the Act.

19. Share Capital / Debt Restructuring

1. The Scheme does not provide for any corporate debt restructuring in either of the Demerged Company and Resulting Company.
2. Upon allotment of the Resulting Company New Equity Shares, the entire pre-scheme paid up share capital of the Resulting Company shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under

Section 66 of the Act or any other provisions of applicable laws separately. The aforesaid reduction of capital does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.

20. Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards

The accounting treatment provided in the proposed Scheme, in terms of the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, is in compliance with applicable Accounting Standards notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and generally accepted accounting principles in India. The same has been certified by the respective Statutory Auditor of the companies involved in the Scheme. The said Certificates are enclosed as **Annexure 15** and **Annexure 16** to this notice.

21. Additional information submitted to the stock exchanges as per ‘**Annexure M**’ of NSE checklist and E-mail dated March 28, 2025 received from BSE: Enclosed as **Annexure 21**.

22. Inspection of Documents

A copy of this Notice, Statement and the Annexures are available on the website of the Demerged Company at <https://www.skf.com/in/investors/shareholder-information>. In addition to the above documents annexed hereto, the following documents will be available for inspection and for taking copies thereof by the equity shareholders of the Demerged Company at its Registered Office at Chinchwad, Pune, Maharashtra, India, 411033 on any working day (except Saturdays, Sundays and public holidays) up to the date of the Meeting and in Investors section of the website of the Demerged Company:-

- (a) Copy of the Order of the Tribunal dated June 04, 2025;
- (b) Memorandum and Articles of Association of the Demerged Company and the Resulting Company;
- (c) Undertaking by the Demerged Company confirming the non-applicability of approval of majority of public shareholders to the Scheme as prescribed under Paragraph A(10)(b) of Part I of the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI, along with Certificate dated December 26, 2024 issued by the Statutory Auditors of the Demerged Company, certifying the said undertaking;

- (d) All other documents displayed on the Demerged Company's website in terms of the SEBI Circular.

Based on the above, and considering the rationale and benefits, in the opinion of the Board of Directors, the Scheme will be of advantage to, beneficial and in the best interests of the companies and their respective shareholders, creditors, employees and other stakeholders, and the terms thereof are fair and reasonable. The Board of Directors of the Demerged Company recommends the Scheme for the approval of its shareholders.

Sd/-

Kuldeep Kumar Kareer, (Retd. Judicial Member, NCLT)

Chairperson appointed for the
Meeting

Place: Pune

Date: June 06, 2025