DG/330 & 331
23rd July, 2020

BSELISTING NEAPS

| | |
|---|---|
| The Secretary<br>**BSE Limited**,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai 400 001. | The Manager, Listing Department<br>**National Stock Exchange of India Limited**<br>'Exchange Plaza', C-1, Block G,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai 400 051 |

Dear Sir,

***Sub : Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Brief proceedings and details of the voting results of the 59th Annual General Meeting respectively***

Pursuant to Regulation 30, Part A of Schedule - III of the Listing Regulations, we are submitting herewith the proceedings of the 59th Annual General Meeting ('AGM') of the Company held on Thursday, 23rd July, 2020 at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which concluded at 4.45 p.m as an Annexure A.

Pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting, herewith the details regarding the voting results of the business items transacted at the said AGM in the format as prescribed by SEBI as an Annexure B.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014, we are also enclosing the Consolidated Report of the Scrutinizer dated 23rd July, 2020 on remote e-voting and e-voting at the AGM (collectively referred as "electronic voting") as an Annexure C.

The consolidated scrutinizer report are also being uploaded on the Company's website www.skf.com/in and on the website of NSDL www.evoting.nsdl.com.

We request you to note the above and acknowledge the receipt.

Thanking you,

Yours faithfully,
For SKF India Limited

SKF India Ltd. Chinchwad, Pune-411033

Ranjan Kumar
Company Secretary



Annexure A

Annexure A

**Proceedings of the 59th Annual General Meeting of the Company held on Thursday, July 23, 2020 and the results thereof:**

1. Mr. Ranjan Kumar, Company Secretary of the Company and being the moderator of the AGM acknowledges the presence of all the stakeholders at the AGM through VC/OAVM.

2. Mr. Gopal Subramanyam, Chairman of the Company and Chairman of Stakeholder & Relationship Committee briefly introduced the Directors and Key Managerial Personnel, present on the dias. The Chairperson of the Audit Committee, the Nomination and Remuneration Committee were present at the AGM and Chairman also, mentioned that Mr. Bernd Stephen, Non-Executive and Non-Independent Director could not attend this meeting due to his personal reasons.

3. Upon the request of the Chairman, the Company Secretary, then, checked & confirmed the presence of quorum at the AGM and further confirmed the presence of authorized representatives of Statutory, Secretarial and Cost Auditors of the Company. He then, shared some important information about the meeting with the shareholders. Below are the details regarding the attendance of members present at the meeting:

| **Details of presence of the members, directors and auditors at the AGM** | | |
|---|---|---|
| **Sr. No.** | **Particulars** | **Details** |
| 1 | **Date of the AGM/EGM** | Annual General Meeting - Thursday, July 23, 2020 |
| 2 | **Total number of shareholders as on record date** | As of Cut-off date i.e. July 16, 2020 - 34,201 |
| 3 | **No. of Shareholders present in the meeting through Video Conferencing::**<br><br>Total No. of shareholders present and their shareholding: | 56 Nos<br>Shareholding : 26599868 |
| | Promoters and Promoter Group :<br>Public : | 3<br>53 |
| 4 | **No. of Directors and Auditors attended the meeting through Video Conferencing:**<br><br>Directors including Independent Director :<br>Representatives of Statutory / Cost / Secretarial Auditors : | 5<br>3 |



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4. The Company Secretary announced that the Register of Directors & Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors were interested and other documents as referred in the AGM Notice were available for inspection through electronic mode by the members and the process for doing the inspection was laid in notes to notice.

5. The Company Secretary further stated that Annual Report for the financial year 2019-20 along with Notice for the AGM was dispatched to the members of the Company whose email ID was registered with the Company / RTA / Depositories through electronic mode.

6. The Chairman addressed the members about the significant developments of the Company. He then shared his views on the unprecedented situation of COVID 19 and brief the impact of the same on the industry, corporates and world. He, then requested Mr. Manish Bhatnagar, Managing Director of the Company to brief about the performance of the Company during the financial year 2019-20 and future prospects of the industry and the Company.

7. After, Mr. Manish Bhatnagar, Managing Director briefed about the performance of the Company during the financial year 2019-20, he then concluded his speech by thanking the members and all the stakeholders for their continued support.

8. The Chairman then informed the members that there was no qualification or adverse remark, observations or comments in the Auditors' Report which can have any adverse effect on the functioning of the Company.

9. Upon the request of the Chairman, Mr. Ranjan Kumar, Company Secretary of the Company briefed the members about the voting facility that was available to the Members, scrutinizer appointed for scrutinizing the electronic voting process, in a fair and transparent manner and declaration of combined results of the remote e-voting and e-voting at the AGM.

10. The Chairman, then, apprised and reiterates the process of taking queries / questions raised by the members (as already covered in the AGM Notice).

11. The Chairman, then, briefed the objectives and implications of the Ordinary and Special Business(es) set out in the AGM notice and took up the agenda. The brief details of the businesses considered at the AGM are as follows:

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SKF

| Sr. No. | Agenda | Type of Resolution required (Ordinary/Special) | Mode of Voting | Results |
|---|---|---|---|---|
| **Ordinary Business(es)** | | | | |
| 1 | To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with Reports of the Board of Directors and the Auditors thereon | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |
| 2 | To declare special dividend as final dividend of Rs. 130/- per equity shares for the financial year ended March 31, 2020. | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |
| 3 | To appoint a Director in place of Mr. Aldo Cedrone, (DIN 08455073) who retires by rotation and being eligible offers himself for re-appointment | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |
| **Special Business(es)** | | | | |
| 4 | Appointment of Mr. Werner Hoffmann (DIN 07685942) as a Director of the Company | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |
| 5 | Shifting of the Registered Office of the Company from Mumbai to Pune within the State of Maharashtra | Special | Electronic voting system at the AGM | Passed with requisite majority |
| 6. | Approval of transactions with AB SKF | Ordinary | Electronic voting system at the AGM | Not Passed with requisite majority |

SKF India Ltd. Chinchwad, Pune

| | | | | |
|---|---|---|---|---|
| 7. | Approval of transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |
| 8. | Ratification of Remuneration to Cost Auditor | Ordinary | Electronic voting system at the AGM | Passed with requisite majority |

12. The queries raised by members on the Company's operations and financial statements for the year ended March 31,2020, were answered to the satisfaction of the members.

13. Upon the request of the Chairman, Mr. Manish Bhatnagar, Managing Director of the Company took few operational/business questions and then hand-it over to Mr. Anurag Bhagania, CFO to answer the specific questions on financial statements.

14. Mr. Manish Bhatnagar, Managing Director and Mr. Anurag Bhagania, CFO of the Company answered the questions raised by Members on the financials of the Company.

15. After attending the queries received from Members, the Chairman invited the Members who had registered themselves as "Speaker". After, attending all speakers, Mr. Manish Bhatnagar, Managing Director and Mr. Anurag Bhagania, CFO answered the questions raised by Speaker Members.

16. Then, the Chairman concluded by thanking all the members, his colleagues on the Board and all the stakeholders for their continued support. Further, he extended his sincere thanks to the attendees for attending the AGM and declared the meeting as closed.

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Annexure B

**SKF INDIA LIMITED**

**Resolution (1)**

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | ORDINARY |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | |

**To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with Reports of the Directors and the Auditors thereon**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 14979 | 0.25 | 14764 | 215 | 98.56 | 1.44 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 14979 | 0.25 | 14764 | 215 | 98.56 | 1.44 | 0 |
| | Total | E-Voting | **49437963** | 41856955 | 84.67 | 41856740 | 215 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **41856955** | **84.67** | **41856740** | **215** | **100.00** | **0.00** | **0** |

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## SKF INDIA LIMITED

### Resolution (2)

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | ORDINARY |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | |

**To declare a dividend of Rs.130/- per equity shares for the financial year ended March 31, 2020.**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 248997 | 4.18 | 248608 | 389 | 99.84 | 0.16 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 248997 | 4.18 | 248608 | 389 | 99.84 | 0.16 | 0 |
| | Total | E-Voting | **49437963** | 42090973 | 85.14 | 42090584 | 389 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **42090973** | **85.14** | **42090584** | **389** | **100.00** | **0.00** | **0** |

SKF India Ltd. * Chinchwad, Pune-411033

**SKF INDIA LIMITED**

**Resolution (3)**

**Resolution required: (Ordinary / Special)** ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**To appoint a Director in place of Mr. Aldo Cedrone, (DIN 08455073) who retires by rotation and being eligible offers himself for re-appointment**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 14360454 | 82.10 | 13988672 | 371782 | 97.41 | 2.59 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 14360454 | 82.10 | 13988672 | 371782 | 97.41 | 2.59 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 248873 | 4.18 | 248432 | 441 | 99.82 | 0.18 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 248873 | 4.18 | 248432 | 441 | 99.82 | 0.18 | 0 |
| | Total | E-Voting | **49437963** | 40601386 | 82.13 | 40229163 | 372223 | 99.08 | 0.92 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **40601386** | **82.13** | **40229163** | **372223** | **99.08** | **0.92** | **0** |

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**SKF INDIA LIMITED**

**Resolution (4)**

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | ORDINARY |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | |

**Appointment of Mr. Werner Hoffmann (DIN 07685942) as a Director of the Company**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 14340358 | 81.98 | 13963664 | 376694 | 97.37 | 2.63 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 14340358 | 81.98 | 13963664 | 376694 | 97.37 | 2.63 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 248872 | 4.18 | 248435 | 437 | 99.82 | 0.18 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 248872 | 4.18 | 248435 | 437 | 99.82 | 0.18 | 0 |
| | Total | E-Voting | **49437963** | 40581289 | 82.09 | 40204158 | 377131 | 99.07 | 0.93 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **40581289** | **82.09** | **40204158** | **377131** | **99.07** | **0.93** | **0** |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**SKF INDIA LIMITED**

**Resolution (5)**

**Resolution required: (Ordinary / Special)** SPECIAL

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Shifting of the Registered Office of the Company from Mumbai to Pune within the State of Maharashtra**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 248932 | 4.18 | 247162 | 1770 | 99.29 | 0.71 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 248932 | 4.18 | 247162 | 1770 | 99.29 | 0.71 | 0 |
| | Total | E-Voting | **49437963** | 42090908 | 85.14 | 42089138 | 1770 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **42090908** | **85.14** | **42089138** | **1770** | **100.00** | **0.00** | **0** |

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**SKF INDIA LIMITED**

**Resolution (6)**

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | ORDINARY |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | |

**Approval of transactions with AB SKF, Parent Company**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15674296 | 89.61 | 1922245 | 13752051 | 12.26 | 87.74 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15674296 | 89.61 | 1922245 | 13752051 | 12.26 | 87.74 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 247733 | 4.16 | 12719 | 235014 | 5.13 | 94.87 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 247733 | 4.16 | 12719 | 235014 | 5.13 | 94.87 | 0 |
| | Total | E-Voting | **49437963** | 15922029 | 32.21 | 1934964 | 13987065 | 12.15 | 87.85 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **15922029** | **32.21** | **1934964** | **13987065** | **12.15** | **87.85** | **0** |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**SKF INDIA LIMITED**

**Resolution (7)**

| | |
|---|---|
| **Resolution required: (Ordinary / Special)** | ORDINARY |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | |

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

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15674296 | 89.61 | 13134439 | 2539857 | 83.80 | 16.20 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15674296 | 89.61 | 13134439 | 2539857 | 83.80 | 16.20 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 247733 | 4.16 | 247183 | 550 | 99.78 | 0.22 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 247733 | 4.16 | 247183 | 550 | 99.78 | 0.22 | 0 |
| | Total | E-Voting | **49437963** | 15922029 | 32.21 | 13381622 | 2540407 | 84.04 | 15.96 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **15922029** | **32.21** | **13381622** | **2540407** | **84.04** | **15.96** | **0** |

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**SKF INDIA LIMITED**

**Resolution (8)**

**Resolution required: (Ordinary / Special)** ORDINARY

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**Ratification of Remuneration to Cost Auditor**

| | Promoter/Public | Mode of Voting | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled | Invalid Votes |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | [1] | [2] | [3]=[(2)/(1)]*100 | [4] | [5] | [6]=[(4)/(2)]*100 | [7]=[(5)/(2)]*100 | [8] |
| 1 | Promoter and Promoter Group | E-Voting | 25992059 | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 25992059 | 100.00 | 25992059 | 0 | 100.00 | 0.00 | 0 |
| 2 | Public - Institutional holders | E-Voting | 17491547 | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 15849917 | 90.61 | 15849917 | 0 | 100.00 | 0.00 | 0 |
| 3 | Public-Others | E-Voting | 5954357 | 248933 | 4.18 | 248493 | 440 | 99.82 | 0.18 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Total | | 248933 | 4.18 | 248493 | 440 | 99.82 | 0.18 | 0 |
| | Total | E-Voting | **49437963** | 42090909 | 85.14 | 42090469 | 440 | 100.00 | 0.00 | 0 |
| | | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 | 0 |
| | | **Total** | | **42090909** | **85.14** | **42090469** | **440** | **100.00** | **0.00** | **0** |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

Annexure 'C'

**PARIKH & ASSOCIATES**
**COMPANY SECRETARIES**

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
SKF India Limited
Mahatma Gandhi Memorial Building,
Netaji Subhash Road, Charni Road,
Mumbai 400 002

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 59th Annual General Meeting of SKF India Limited held on Thursday, July 23, 2020 at 3.00 p.m. IST through video conferencing ('VC') / other audio visual means ('OAVM').**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of SKF India Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 59th Annual General Meeting ("AGM") of SKF India Limited on Thursday, July 23 ,2020 at 3.00 p.m. IST through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process at the said AGM.

The notice dated May 7, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

The remote e-voting period commenced on July 20, 2020 (9:00 a.m. IST) and ended on July 22, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.



SKF India Ltd. ★ Chinchwad, Pune-411033 ★

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, July 16, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting facility were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting and e-voting at the meeting and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and the e-voting at the AGM in respect of the said resolutions.

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 1: Ordinary Resolution**

**To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with Reports of the Board of Directors and the Auditors thereon.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 233 | 4,18,56,740 | 100.00 (Rounded Off) |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 215 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 2: Ordinary Resolution**

**To declare special dividend as final dividend of Rs. 130/- per equity shares for the financial year ended March 31, 2020.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 232 | 4,20,90,584 | 100.00(Rounded Off) |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 6 | 389 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Aldo Cedrone, (DIN08455073) who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 220 | 4,02,29,163 | 99.08 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 11 | 3,72,223 | 0.92 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 4: Ordinary Resolution**

**Appointment of Mr. Werner Hoffmann (DIN 07685942) as a Director of the Company.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 216 | 4,02,04,158 | 99.07 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 13 | 3,77,131 | 0.93 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 5: Special Resolution**

**Shifting of the Registered Office of the Company from Mumbai to Pune within the State of Maharashtra.**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 221 | 4,20,89,138 | 100.00 (Rounded Off) |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 16 | 1,770 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 6: Ordinary Resolution**

**Approval of transactions with AB SKF**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 141 | 19,34,964 | 12.15 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 87 | 1,39,87,065 | 87.85 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033

**Resolution 7: Ordinary Resolution**

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

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 193 | 1,33,81,622 | 84.04 |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 35 | 25,40,407 | 15.96 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

SKF India Ltd. ★ Chinchwad, Pune-411033 ★

**Resolution 8: Ordinary Resolution**

**Ratification of Remuneration to Cost Auditor**

(i) Voted **in favour** of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 229 | 4,20,90,469 | 100.00(Rounded Off) |

(ii) Voted **against** the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 9 | 440 | 0.00 |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|---|---|
| NIL | NIL |

Thanking you,
Yours faithfully,

P N Parikh

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104,
st=Maharashtra,
2.5.4.20=02a59473a64d87ecbddfe0a8e3ad70b06b16d5d30bb138b26dcc8c4b693f8ed1,
serialNumber=e6a5dfe9f9f1e9732378e198497c9be1a9a5543aafae294fe7c98b0c5e69c2fc, cn=P N Parikh
Date: 2020.07.23 18:19:35 +05'30'

P.N. Parikh
**Parikh & Associates**
**Practising Company Secretaries**
FCS: 327 CP No.: 1228
111,11th Floor, SaiDwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: July 23, 2020

SKF India Ltd. Chinchwad, Pune