

July 28, 2017

**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Mumbai  
Kind Attn: Manager, Listing Department

**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai  
Kind Attn: General Manager  
Department of Corporate Services  
Scrip Code No. 500472 (BSE)

Dear Sirs,

**Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-- Brief proceeding and details of the voting results of the 56<sup>th</sup> Annual General Meeting respectively**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company held on Friday, July 28, 2017 at 3.30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001 which concluded at 5.45 p.m.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format.

Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting through ballot forms at the AGM.

The above are also being uploaded on the Company's website.

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

Thanking you,

Yours faithfully

For SKF India Limited



**Pradeep Bhandari**  
Company Secretary

Encl : As above

**SKF India Limited**

Registered Office: Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400 002, Maharashtra, India  
Tel +91 (22) 6633 7777. Fax +91 (22) 2281 9074. Web [www.skf.com](http://www.skf.com), [www.skfindia.com](http://www.skfindia.com)  
CIN: L29130MH1961PLC011980

**Brief details of the items deliberated at the annual general meeting held on July 28, 2017 and the results**

| Sr. No. | Agenda                                                                                                                                                                           | Resolution required (Ordinary/Special) | Mode of Voting                              | Results                        |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------------------------|--------------------------------|
| 1       | To receive, consider and adopt the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 together with Reports of the Directors and the Auditors thereon. | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |
| 2       | To declare a dividend on Equity Shares for the year ended 31 <sup>st</sup> March, 2017.                                                                                          | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |
| 3       | To appoint a Director in place of Mr. Rakesh Makhija (DIN 117692) who retires by rotation and being eligible offers himself for re-appointment.                                  | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |
| 4       | Ratification of appointment of M/s Price Waterhouse & Co Bangalore LLP as a Statutory Auditors of the Company.                                                                   | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |
| 5       | Appointment of Mr. Bernd Stephan (DIN:07835737) as a Director of the Company.                                                                                                    | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |
| 6       | Ratification of remuneration to Cost Auditor                                                                                                                                     | Ordinary                               | Remote e-voting and ballot paper at the AGM | Passed with requisite majority |



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| <b>Details of Voting Results</b> |                                                                                                                                      |                                                   |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| <b>Sr. No.</b>                   | <b>Particulars</b>                                                                                                                   | <b>Details</b>                                    |
| 1                                | <b>Date of the AGM/EGM</b>                                                                                                           | Annual General Meeting -<br>Friday, July 28, 2017 |
| 2                                | <b>Total number of shareholders as on record date</b>                                                                                | As of Cut-off date i.e. July 21, 2017 - 24346     |
| 3                                | <b>No. of Shareholders present in the meeting either in person or through proxy:</b><br><br>Promoters and Promoter Group:<br>Public: | <br><br>3<br>114                                  |
| 4                                | <b>No. of Shareholders attended the meeting through Video Conferencing:</b><br><br>Promoters and Promoter Group:<br>Public           | <br><br>Not applicable                            |

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| SKF INDIA LIMITED                                                                                                                                                   |                                |                               |                          |                     |                                                                |                        |                        |                                                             |                                                           |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------|--------------------------|---------------------|----------------------------------------------------------------|------------------------|------------------------|-------------------------------------------------------------|-----------------------------------------------------------|--|
| Resolution (1)                                                                                                                                                      |                                |                               |                          |                     |                                                                |                        |                        |                                                             |                                                           |  |
| Resolution required: (Ordinary / Special)                                                                                                                           |                                |                               |                          |                     |                                                                |                        |                        |                                                             |                                                           |  |
| 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, 2017 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<br>[3]=[2]/<br>(1)*100 | No. of Votes in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/<br>(2)*100 | % of Votes against on votes polled<br>[7]=[5]/<br>(2)*100 |  |
|                                                                                                                                                                     |                                |                               | [1]                      | [2]                 |                                                                | [4]                    | [5]                    |                                                             |                                                           |  |
|                                                                                                                                                                     |                                | E-Voting                      |                          | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Poll                          |                          | 26860968            | 100.00                                                         | 26860968               | 0                      | 100.00                                                      | 0.00                                                      |  |
| 1                                                                                                                                                                   | Promoter and Promoter Group    | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Total                         |                          | 26860968            | 100.00                                                         | 26860968               | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                     |                                | E-Voting                      |                          | 14418817            | 83.28                                                          | 14418817               | 0                      | 100.00                                                      | 0.00                                                      |  |
| 2                                                                                                                                                                   | Public - Institutional holders | Poll                          | 17313948                 | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Total                         |                          | 14418817            | 83.28                                                          | 14418817               | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                     |                                | E-Voting                      |                          | 12744               | 0.18                                                           | 12674                  | 70                     | 99.45                                                       | 0.55                                                      |  |
| 3                                                                                                                                                                   | Public-Others                  | Poll                          | 7163047                  | 18997               | 0.27                                                           | 18997                  | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Postal Ballot (if applicable) |                          | 31741               | 0.44                                                           | 31671                  | 70                     | 99.78                                                       | 0.22                                                      |  |
|                                                                                                                                                                     |                                | Total                         |                          | 14431561            | 28.11                                                          | 14431491               | 70                     | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                     |                                | E-Voting                      |                          | 26879965            | 52.36                                                          | 26879965               | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Poll                          |                          | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     | Total                          | Postal Ballot (if applicable) | 51337963                 | 0                   | 0.00                                                           | 0                      | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                     |                                | Total                         |                          | 41311526            | 80.47                                                          | 41311456               | 70                     | 100.00                                                      | 0.00                                                      |  |



| SKF INDIA LIMITED                                                          |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
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| Resolution (2)                                                             |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| Resolution required: (Ordinary / Special)                                  |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?  |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| To declare a dividend on Equity Shares for the year ended 31st March, 2017 |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| Promoter/Public                                                            | Mode of Voting                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3]=[2]/[1]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/[2]*100 | % of Votes against on votes polled<br>[7]=[5]/[2]*100 |  |
| 1                                                                          | E-Voting                      | 26860968                 | [2]                 | [3]                                                        | [4]                      | [5]                    | [6]                                                     | [7]                                                   |  |
|                                                                            | Poll                          |                          | 26860968            | 0                                                          | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Postal Ballot (if applicable) |                          | 0                   | 0                                                          | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                            | Total                         |                          | 26860968            | 100.00                                                     | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |  |
| 2                                                                          | E-Voting                      | 17313948                 | 14418817            | 83.28                                                      | 14418817                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Poll                          |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                            | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                            | Total                         |                          | 14418817            | 83.28                                                      | 14418817                 | 0                      | 100.00                                                  | 0.00                                                  |  |
| 3                                                                          | E-Voting                      | 7163047                  | 14418817            | 83.28                                                      | 14418817                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Poll                          |                          | 12744               | 0.18                                                       | 12679                    | 65                     | 99.49                                                   | 0.51                                                  |  |
|                                                                            | Postal Ballot (if applicable) |                          | 18997               | 0.27                                                       | 18997                    | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Total                         |                          | 31741               | 0.44                                                       | 31676                    | 65                     | 99.80                                                   | 0.20                                                  |  |
| Total                                                                      | E-Voting                      | 51337963                 | 14431561            | 28.11                                                      | 14431496                 | 65                     | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Poll                          |                          | 26879965            | 52.36                                                      | 26879965                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                            | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                            | Total                         |                          | 41311526            | 80.47                                                      | 41311461                 | 65                     | 100.00                                                  | 0.00                                                  |  |



| SKF INDIA LIMITED                                                                                                                                |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
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| Resolution (3)                                                                                                                                   |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| Resolution required: (Ordinary / Special)                                                                                                        |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| Whether promoter/ promoter group are interested in the agenda/ resolution?                                                                       |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |  |
| To appoint a Director in place of Mr. Rakesh Makhiya (DIN 0117692) 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<br>[3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/(2)*100 | % of Votes against on votes polled<br>[7]=[5]/(2)*100 |  |
| 1                                                                                                                                                | E-Voting                      | 26860968                 | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                                                                                                  | Poll                          |                          | 26860968            | 100.00                                                     | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                                                                                                  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                                                                                                  | Total                         |                          | 26860968            | 100.00                                                     | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |  |
| 2                                                                                                                                                | E-Voting                      | 17313948                 | 13933875            | 80.48                                                      | 13716957                 | 216918                 | 98.44                                                   | 1.56                                                  |  |
|                                                                                                                                                  | Poll                          |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                                                                                                  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                                                                                                  | Total                         |                          | 13933875            | 80.48                                                      | 13716957                 | 216918                 | 98.44                                                   | 1.56                                                  |  |
| 3                                                                                                                                                | E-Voting                      | 7163047                  | 13933875            | 80.48                                                      | 13716957                 | 216918                 | 98.44                                                   | 1.56                                                  |  |
|                                                                                                                                                  | Poll                          |                          | 12723               | 0.18                                                       | 12508                    | 215                    | 98.31                                                   | 1.69                                                  |  |
|                                                                                                                                                  | Postal Ballot (if applicable) |                          | 18997               | 0.27                                                       | 18997                    | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                                                                                                  | Total                         |                          | 31720               | 0.44                                                       | 31505                    | 215                    | 99.32                                                   | 0.68                                                  |  |
| Total                                                                                                                                            | E-Voting                      | 51337963                 | 13946598            | 27.17                                                      | 13729465                 | 217133                 | 98.44                                                   | 1.56                                                  |  |
|                                                                                                                                                  | Poll                          |                          | 26879965            | 52.36                                                      | 26879965                 | 0                      | 100.00                                                  | 0.00                                                  |  |
|                                                                                                                                                  | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |  |
|                                                                                                                                                  | Total                         |                          | 40826563            | 79.53                                                      | 40609430                 | 217133                 | 99.47                                                   | 0.53                                                  |  |



| SKF INDIA LIMITED                                                                                                                                                                                                                                                                                                              |                               |                          |                     |                                                                |                          |                        |                                                             |                                                           |  |
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| Resolution (4)                                                                                                                                                                                                                                                                                                                 |                               |                          |                     |                                                                |                          |                        |                                                             |                                                           |  |
| Resolution required: (Ordinary / Special)                                                                                                                                                                                                                                                                                      |                               |                          |                     |                                                                |                          |                        |                                                             |                                                           |  |
| Whether promoter/ promoter group are interested in the agenda/resolution?                                                                                                                                                                                                                                                      |                               |                          |                     |                                                                |                          |                        |                                                             |                                                           |  |
| Appointment of M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm's Registration Number 007567S with the ICAI) as the Statutory Auditors of the Company, to hold office for a term of 3 (three) years from the conclusion of 54th AGM subject to ratification of their appointment at every subsequent AGM |                               |                          |                     |                                                                |                          |                        |                                                             |                                                           |  |
| Promoter/Public                                                                                                                                                                                                                                                                                                                | Mode of Voting                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3]=[2]/<br>(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/<br>(2)*100 | % of Votes against on votes polled<br>[7]=[5]/<br>(2)*100 |  |
|                                                                                                                                                                                                                                                                                                                                |                               | [1]                      | [2]                 | [3]=[2]/<br>(1)*100                                            | [4]                      | [5]                    | [6]=[4]/<br>(2)*100                                         | [7]=[5]/<br>(2)*100                                       |  |
| 1                                                                                                                                                                                                                                                                                                                              | E-Voting                      | 26860968                 | 0                   | 0.00                                                           | 0                        | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Poll                          |                          | 26860968            | 100.00                                                         | 26860968                 | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                           | 0                        | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Total                         |                          | 26860968            | 100.00                                                         | 26860968                 | 0                      | 100.00                                                      | 0.00                                                      |  |
| 2                                                                                                                                                                                                                                                                                                                              | E-Voting                      | 17313948                 | 14418817            | 83.28                                                          | 14418817                 | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Poll                          |                          | 0                   | 0.00                                                           | 0                        | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                           | 0                        | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Total                         |                          | 14418817            | 83.28                                                          | 14418817                 | 0                      | 100.00                                                      | 0.00                                                      |  |
| 3                                                                                                                                                                                                                                                                                                                              | E-Voting                      | 7163047                  | 14418817            | 83.28                                                          | 14418817                 | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Poll                          |                          | 12744               | 0.18                                                           | 12279                    | 465                    | 96.35                                                       | 3.65                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Postal Ballot (if applicable) |                          | 18997               | 0.27                                                           | 18997                    | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Total                         |                          | 31741               | 0.44                                                           | 31276                    | 465                    | 98.54                                                       | 1.46                                                      |  |
| Total                                                                                                                                                                                                                                                                                                                          | E-Voting                      | 51337963                 | 14431561            | 28.11                                                          | 14431096                 | 465                    | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Poll                          |                          | 26879965            | 52.36                                                          | 26879965                 | 0                      | 100.00                                                      | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                           | 0                        | 0                      | 0.00                                                        | 0.00                                                      |  |
|                                                                                                                                                                                                                                                                                                                                | Total                         |                          | 41311526            | 80.47                                                          | 41311061                 | 465                    | 100.00                                                      | 0.00                                                      |  |



| SKF INDIA LIMITED                                                            |                 |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |
|------------------------------------------------------------------------------|-----------------|-------------------------------|--------------------------|---------------------|------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution (S)                                                               |                 |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |
| Resolution required: (Ordinary / Special)                                    |                 |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |
| Whether promoter/ promoter group are interested in the agenda/resolution?    |                 |                               |                          |                     |                                                            |                          |                        |                                                         |                                                       |
| Appointment of Mr. Bernd Stephan (DIN:07835737) 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<br>[3]=[2]/(1)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/(2)*100 | % of Votes against on votes polled<br>[7]=[5]/(2)*100 |
|                                                                              |                 |                               | [1]                      | [2]                 |                                                            | [4]                      | [5]                    |                                                         |                                                       |
|                                                                              |                 | E-Voting                      |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              |                 | Poll                          |                          | 26860968            | 100.00                                                     | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |
|                                                                              |                 | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              |                 | Total                         |                          | 26860968            | 100.00                                                     | 26860968                 | 0                      | 100.00                                                  | 0.00                                                  |
|                                                                              |                 | E-Voting                      |                          | 13933875            | 80.48                                                      | 13717653                 | 216222                 | 98.45                                                   | 1.55                                                  |
|                                                                              |                 | Poll                          |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              |                 | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              |                 | Total                         |                          | 13933875            | 80.48                                                      | 13717653                 | 216222                 | 98.45                                                   | 1.55                                                  |
|                                                                              |                 | E-Voting                      |                          | 12703               | 0.18                                                       | 12433                    | 270                    | 97.87                                                   | 2.13                                                  |
|                                                                              |                 | Poll                          |                          | 18997               | 0.27                                                       | 18997                    | 0                      | 100.00                                                  | 0.00                                                  |
|                                                                              |                 | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              |                 | Total                         |                          | 31700               | 0.44                                                       | 31430                    | 270                    | 99.15                                                   | 0.85                                                  |
|                                                                              |                 | E-Voting                      |                          | 13946578            | 27.17                                                      | 13730086                 | 216492                 | 98.45                                                   | 1.55                                                  |
|                                                                              |                 | Poll                          |                          | 26879965            | 52.36                                                      | 26879965                 | 0                      | 100.00                                                  | 0.00                                                  |
|                                                                              |                 | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                       | 0                        | 0                      | 0.00                                                    | 0.00                                                  |
|                                                                              | Total           | Total                         |                          | 40826543            | 79.53                                                      | 40610051                 | 216492                 | 99.47                                                   | 0.53                                                  |



| SKF INDIA LIMITED                                                         |                               |                          |                     |                                                              |                          |                        |                                                           |                                                         |  |
|---------------------------------------------------------------------------|-------------------------------|--------------------------|---------------------|--------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------|---------------------------------------------------------|--|
| Resolution required: (Ordinary / Special)                                 |                               |                          |                     |                                                              |                          |                        |                                                           |                                                         |  |
| Resolution (6)                                                            |                               |                          |                     |                                                              |                          |                        |                                                           |                                                         |  |
| 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<br>[3]=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[(4)/(2)]*100 | % of Votes against on votes polled<br>[7]=[(5)/(2)]*100 |  |
| 1                                                                         | E-Voting                      | 26860968                 | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Poll                          |                          | 26860968            | 100.00                                                       | 26860968                 | 0                      | 100.00                                                    | 0.00                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Total                         |                          | 26860968            | 100.00                                                       | 26860968                 | 0                      | 100.00                                                    | 0.00                                                    |  |
| 2                                                                         | E-Voting                      | 17313948                 | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Poll                          |                          | 14418817            | 83.28                                                        | 14418817                 | 0                      | 100.00                                                    | 0.00                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                          | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Total                         |                          | 14418817            | 83.28                                                        | 14418817                 | 0                      | 100.00                                                    | 0.00                                                    |  |
| 3                                                                         | E-Voting                      | 7163047                  | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Poll                          |                          | 12723               | 0.18                                                         | 11923                    | 800                    | 93.71                                                     | 6.29                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                          | 18997               | 0.27                                                         | 18997                    | 0                      | 100.00                                                    | 0.00                                                    |  |
|                                                                           | Total                         |                          | 31720               | 0.44                                                         | 30920                    | 0                      | 0.00                                                      | 0.00                                                    |  |
| Total                                                                     | E-Voting                      | 51337963                 | 0                   | 0.00                                                         | 0                        | 0                      | 0.00                                                      | 0.00                                                    |  |
|                                                                           | Poll                          |                          | 14431540            | 28.11                                                        | 14430740                 | 800                    | 99.99                                                     | 0.01                                                    |  |
|                                                                           | Postal Ballot (if applicable) |                          | 26879965            | 52.36                                                        | 26879965                 | 0                      | 100.00                                                    | 0.00                                                    |  |
|                                                                           | Total                         |                          | 41311505            | 80.47                                                        | 41310705                 | 800                    | 100.00                                                    | 0.00                                                    |  |



**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 : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**SKF India Limited**  
Mahatma Gandhi Memorial Building,  
Netaji Subhash Road,  
Mumbai – 400002

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 voting through ballot paper at the Annual General Meeting of SKF India Limited held on Friday, July 28, 2017 at 3.30 p.m.**

I, P. N. Parikh, of M/s. 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 56<sup>th</sup> Annual General Meeting (AGM) of SKF India Limited on Friday, July 28, 2017 at 3.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 28, 2017.

The notice dated June 08, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



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.

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

The shareholders of the company holding shares as on the "cut-off" date of Friday, July 21, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, July 25, 2017 at 09:00 a.m. (IST) and ended on Thursday, July 27, 2017 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting through ballot paper at the AGM.

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

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting 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 voting through ballot paper at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

**Adoption of Audited Financial Statements for the year ended March 31, 2017, together with the Reports of the 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 207                     | 4,13,11,456                        | 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 2                       | 70                                 | 0.00                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 1                                                   | 5                                    |



**Resolution 2: Ordinary Resolution**

To declare a dividend on Equity Shares for the year ended 31st March, 2017.

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

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 208                        | 4,13,11,461                           | 100.00(Rounded Off)                      |

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

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 1                          | 65                                    | 0.00                                     |

(iii) **Invalid** votes:

| Number of members<br>whose votes were<br>declared invalid | Number of invalid votes<br>cast by them |
|-----------------------------------------------------------|-----------------------------------------|
| 1                                                         | 5                                       |



**Resolution 3: Ordinary Resolution**

**To appoint a Director in place of Mr. Rakesh Makhija (DIN: 0117692) 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 196                     | 4,06,09,430                        | 99.47                                 |

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

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 7                       | 2,17,133                           | 0.53                                  |

(iii) **Invalid** votes:

| Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|-----------------------------------------------------|--------------------------------------|
| 1                                                   | 5                                    |



**Resolution 4: Ordinary Resolution**

**Ratification of appointment of M/s Price Waterhouse & Co Bangalore LLP as a Statutory Auditors of the Company.**

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

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 202                        | 4,13,11,061                           | 100.00(Rounded Off)                      |

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

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 7                          | 465                                   | 0.00                                     |

(iii) **Invalid** votes:

| Number of members<br>whose votes were<br>declared invalid | Number of invalid votes<br>cast by them |
|-----------------------------------------------------------|-----------------------------------------|
| 1                                                         | 5                                       |



**Resolution 5: Ordinary Resolution****Appointment of Mr. Bernd Stephan (DIN: 07835737) as a Director of the Company.**(i) Voted **in favour** of the resolution:

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 196                        | 4,06,10,051                           | 99.47                                    |

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

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 6                          | 2,16,492                              | 0.53                                     |

(iii) **Invalid** votes:

| Number of members<br>whose votes were<br>declared invalid | Number of invalid votes<br>cast by them |
|-----------------------------------------------------------|-----------------------------------------|
| 1                                                         | 5                                       |



**Resolution 6: Ordinary Resolution****Ratification of Remuneration to Cost Auditor.**

(i) Voted in favour of the resolution:

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 201                        | 4,13,10,705                           | 100.00(Rounded Off)                      |

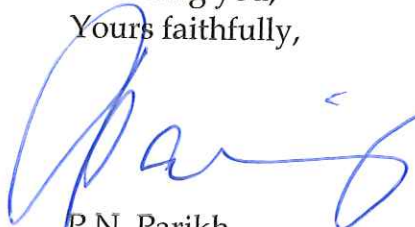
(ii) Voted against the resolution:

| Number of members<br>voted | Number of valid votes<br>cast by them | % of total number of<br>valid votes cast |
|----------------------------|---------------------------------------|------------------------------------------|
| 7                          | 800                                   | 0.00                                     |

(iii) Invalid votes:

| Number of members<br>whose votes were<br>declared invalid | Number of invalid votes<br>cast by them |
|-----------------------------------------------------------|-----------------------------------------|
| 1                                                         | 5                                       |

Thanking you,  
Yours faithfully,



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 28, 2017