

L&S/stk/331 & 332
29th June, 2020

BSELISTING

NEAPS

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

Sub: Annual Report 2019-20

As required under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"), we would like to inform that the Fifty Ninth (59th) Annual General Meeting ("AGM") of the members of the Company will be held on Thursday, July 23, 2020 at 3.00 p.m. IST through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of SEBI Listing Regulations, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2019-20 which is being sent through electronic mode to the members whose email addresses are registered with the Company's Registrar and Share Transfer Agent / Depositories in accordance with the circular issued by Ministry of Corporate Affairs dated May 5, 2020.

Pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Member and Share Transfer Books of the Company will remain closed from Thursday 16th July, 2020 to Thursday 23rd July, 2020 (both dates inclusive). The members of the Company, holding shares as on Thursday, 16th July, 2020 i.e. cut off date, either in physical form or in dematerialised form are eligible to vote on the resolutions proposed in the Notice of AGM.

SKF India Limited

Registered Office: Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400 002, Maharashtra, India
Tel: +91 (22) 22857777. Fax: +91 (22) 2281 9074. Web: www.skf.com, www.skfindia.com
CIN: L29130MH1961PLC011980

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The Annual Report containing the Notice is also uploaded on the Company's website www.skf.com/in.

Kindly take the same on record and display the same on the website of your Stock Exchange.

Thanking you,

Yours faithfully,
SKF India Limited

RANJAN
KUMAR

Digitally signed by RANJAN KUMAR
DN: cn=RANJAN KUMAR, o=SKF INDIA LIMITED, ou=INTERNAL,
c=IN, email=RANJAN.KUMAR@SKFINDIA.COM,
serial=11111111, version=3
Reason: I am the signer of this document.
Signed on: 2020.06.29 15:16:49 +05'30'

Ranjan Kumar
Company Secretary

cc:

1	National Securities Depository Ltd Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.	2	Central Depository Services (India) Ltd Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400 013
3	TSR Darashaw Consultants Pvt Ltd. 6, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.		

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CIN: L29130MH1961PLC011980

Notice

NOTICE is hereby given that the Fifty Ninth ("59th") Annual General Meeting of the Members of SKF India Limited ("the Company") will be held on Thursday, July 23, 2020 at 3:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. 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.
2. To declare special dividend as final dividend of ₹ 130/- per equity shares for the financial year ended March 31, 2020.
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.

SPECIAL BUSINESS:

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

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

"RESOLVED THAT in pursuance to recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and, in compliance to Sections 152, 161 & other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and, the Articles of Association of the Company, Mr. Werner Hoffmann (DIN : 07685942), who was appointed as an Additional Director of the Company with effect from August 21, 2019 to hold office up to the date of this Annual General Meeting, who being eligible offers himself for appointment and is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and issue

the letter of appointment to the concerned director and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

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

"RESOLVED THAT pursuant to Sections 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), and subject to the approval of Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400002 to Chinchwad Pune – 411033 that is from the jurisdiction of Registrar of Companies, Mumbai to Registrar of Companies, Pune within the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

- II. The Registered Office of the Company is situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Pune.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee or any officer/ executive/ representative and/ or any other person so authorized by the Board), be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval consent as may be considered necessary and to appoint counsels/consultants and advisors, file applications/ petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary

and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

6. Approval of transactions with AB SKF

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Regulation 23 (effective from July 01, 2019) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”), Foreign Exchange and Management Act, 1999 read with rules & regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of the payment of general license fees (royalty and trademark fee) by SKF India Limited (“the Licensee”) to Aktiebolaget SKF (“the Licensor” / “AB SKF”) being a related party, at the rate of 5% (Five percent) of the total net sales of the Products manufactured by the Company as per the terms and conditions of the existing General License Agreements (“GLAs”), notwithstanding that the transaction(s) involving payments to the Licensor with respect to general license fees (royalty and trade mark fee), during any financial year including any part thereof, is considered material related party transaction(s) being in excess of the limits specified under the SEBI Regulations at any time, which is in the ordinary course of business and on arm’s length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee or any officer/ executive/ representative and/ or any other person so authorized by the Board) be and is hereby authorized by the members of the Company to make amendment/s to the GLAs, from time to time, for the updation of Products and/or schedule of trademarks and/or change of the Licensor to any other SKF affiliate entity and/or other terms relating to operation of the GLAs, provided that the payment of general license fees (royalty and trade mark fee) taken together shall not exceed the rate of 5% (Five percent), of the total net sales price of the Products manufactured by the Company as per the terms of the GLAs.”

7. Approval of transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, if any, Regulation 18, 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI Regulations”), Foreign Exchange and Management Act, 1999 read with rules & regulations made thereunder, (including any statutory modifications or amendments or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the material contracts / arrangements / transactions that are in the ordinary course of business and at arm’s length basis with SKF GmbH, Schweinfurt, Germany (‘SKF Germany’), a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and SEBI Regulations, for the term of two consecutive Financial Years commencing from 2020-21 & 2021-22 on such terms and conditions as may be mutually agreed between the Company and SKF, Germany.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee or any officer/ executive/ representative and/ or any other person so authorized by the Board) be and is hereby authorized by the members of the Company to do all such acts and deeds to finalize the terms and conditions as may be considered necessary, expedient or desirable and to give effect to this Resolution.”

8. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to the Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs.410,000/- (Rupees four lakh and ten thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in

connection with the cost audit at actuals, if any, payable to M/s. R A & Co., Cost Auditor, having Registration No. 000242 who were appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2019-20.

By Order of the Board
SKF India Limited
Ranjan Kumar
Company Secretary

Registered Office:

Mahatma Gandhi Memorial Building,
Netaji Subhash Road, Charni Road,
Mumbai 400 002
CIN No.: L29130MH1961PLC011980
E-mail: investors@skf.com
Website: www.skf.com/in
Telephone No.:022-22857777
Date: May 7, 2020

Notes

1. In view of the massive outbreak and extraordinary circumstances created due to COVID-19 pandemic, the Ministry of Corporate Affairs vide its General Circular no. 14/2020 dated April 08, 2020, General Circular no.17/2020 dated April 13, 2020 and General Circular no. 20/2020 dated May 05, 2020 ("MCA Circulars") has allowed to hold the Annual General Meeting (AGM) of the Company during the calendar year 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. Therefore, in compliance to the MCA Circulars, applicable provisions of the Companies Act, 2013 ("Act") and SEBI Circulars and Regulations, this (59th) AGM of the Company is scheduled to be held through VC / OAVM in the manner given below. The deemed venue of this meeting shall be considered at the Registered Office of the Company situated at Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400002.
2. In view of relaxation given by MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including Financial statements, Auditor's report, Board's report, Notice of AGM along with all the annexures and attachments thereof is being sent through email to those Members whose email addresses are registered with the Company / Depositories as on July 16, 2020 and no physical copy of the same will be sent by the Company. Members may note that the Notice and Annual Report of

the Company for the financial year 2019-20 will also be available on the Company's website <https://www.skf.com/in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of www.evoting.nsdl.com (agency for providing the remote e-voting facility) i.e. National Securities Depository Limited.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts concerning the Special Business(s) in the Notice is annexed hereto and forms part of this Notice. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this meeting are also annexed as Annexure A.
4. It is being informed that physical presence of the members have been dispensed with for attending the meeting through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Section 113 of the Act, Institutional / Corporate members are requested to send a duly certified scanned copy (JPG / PDF Format) of the Board Resolution, governing body Resolution or Authorisation letter authorizing their representative to participate in remote e-voting or to attend and vote at the AGM at skf.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in before e-voting/ attending AGM from their registered email address.
7. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s TSR Darashaw Consultants Private Limited

- ("RTA") for assistance in this regard. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
8. In case the dividend declared at AGM could not be paid due to non-availability of the details of the bank account, the company shall dispatch the dividend warrant cheque to such shareholder by post upon normalization of the postal services.
 9. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrars and Share Transfer Agents, M/s TSR Darashaw Consultants Private Limited ("RTA"). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
 10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM and the dividend will be paid in the name of such first holder in the order of names.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 16th July, 2020 to Thursday 23rd July, 2020 (both dates inclusive) for the purpose of determining eligibility of member(s) entitled to receive dividend, if declared at the AGM.
 12. The special dividend as final dividend of Rs.130/- per equity shares of Rs. 10 each for the financial year 2019-20, as recommended by the Board of Directors of the Company, if declared at AGM, will be paid on or before the 30th day from the date of declaration, to the below members:
 - (i) in respect of shares held in physical form, to those members whose names stand in the Register of Members of the Company after giving effect to the valid share transfer in physical form lodged with the Company on or before Wednesday, 15th July, 2020; and
 - (ii) in respect of shares held in the dematerialized form, to those members whose names appear in the statement of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose at the end of the business hours on Wednesday, 15th July, 2020.
 13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at csg-unit@tsrdarashaw.com.
 14. Beneficial Owners holding shares in demat form are advised to get particulars of their bank account updated with the Depository Participant (DP) in terms of SEBI Guidelines and the regulations of NSDL & CDSL for the purpose of payment of dividend. The Company or RTA will not entertain requests for change of such bank details printed on their dividend warrants.

Member(s) holding shares in physical form are requested to notify the Company or Company's RTA, of any change in their addresses/Bank Mandates.
 15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
 16. The amount outstanding in unpaid dividend account in respect of financial year 2013 and shares where dividend had remained unpaid for last consecutive seven years will be transferred to the 'Investor Education and Protection Fund' maintained with the Central Government.

The Company has placed on its website www.skf.com/in, the information on unclaimed dividends.
 17. Members who would like to express their views/ask questions before or during the meeting may send an email at Company's email address investors@skf.com from their registered email id with the Company or RTA mentioning their views/questions along with their full

name, demat account number/folio number, registered email id, mobile number and such other details as may be deemed fit by July 14, 2020. Only the views/questions of those shareholders will be taken-up who has mailed it to the Company within prescribed time and will be replied suitably.

18. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.

19. Instructions for remote-voting, e-voting and joining the AGM through VC/OAVM as per MCA Circulars are as follows:

- (i) The Company shall be providing two way teleconferencing facility for the ease of participation of the members.
- (ii) Members are requested to participate on first come first serve basis. However, the participation of members holding 2% or more, promoters, institutional investors, directors, key managerial personnel, chairperson of audit committee, nomination and remuneration committee and stakeholders' relationship committee, the statutory auditors and the secretarial auditors of the Company is not restricted on first come first serve basis. Participation is restricted up to 1000 members only.
- (iii) The facility for joining AGM through VC/OAVM will be opened 15 minutes before the scheduled time i.e. 2:45 p.m IST and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 59th AGM.
- (iv) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to investors@skf.com in advance.
- (v) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/

CIR/P/2020/79 dated May 12, 2020, the Company is providing (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the businesses to be transacted at the AGM to be held through VC / OAVM. For the purpose of providing remote e-voting and facility of e-voting at the AGM, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") as the authorized agency.

- (vi) The voting rights of Members for remote e-voting and for e-voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of 16th July, 2020.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e closing of business hours of July 16, 2020 only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM.
- (viii) The remote e-voting facility will be available during the following period for all the members who are either holding shares in physical mode or in demat mode:
 - (a) Commencement of remote e-voting : From 9:00 a.m. (IST) on 20th July, 2020,
 - (b) End of remote e-voting : Up to 5:00 p.m.(IST) on 22nd July, 2020
- (ix) During this period, Members holding shares either in physical form or in dematerialized form as on cut-off date, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM as per the process mentioned below in the Notice.
- (x) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at pallavid@nsdl.co.in, or evoting@nsdl.co.in.
- (xi) Mr. P.N. Parikh, failing him Mr. Mitesh Dhabliwala and failing him Ms. Sarvari Shah, of M/s. Parikh and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process electronically or otherwise in a fair and transparent manner.

- (xii) The Scrutinizer shall on conclusion of the voting at the AGM first count the votes casted at the meeting and thereafter, unblock the votes casted through remote e-voting and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.skfindia.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.
- (xiii) The helpline number / contact person regarding any technical query/assistance for remote e-voting or participation and e-voting in the AGM through VC/OAVM is 1800-222-990 or Ms. Soni Singh, 022-2499 4559 or email at sonis@nsdl.co.in or evoting@nsdl.co.in
- (xiv) Members who have not yet registered their email addresses or want to update their registered email address are requested to register / update the same by providing Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to company's RTA at csg-unit@tsrdarashaw.com in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact the Depository Participants (DPs) for registering / updating the email address as per the process advised by your DPs.
- (xv) For receiving the dividend directly in their bank accounts, Members are requested to register / update their bank details by providing the Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), name of the bank, branch details, bank account number, MICR code, IFSC code, scanned copy of cancelled cheque etc. to company's RTA at csg-unit@tsrdarashaw.com in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact the Depository Participant (DP) for registering / updating the bank account details as per the process advised by your DP.
- (xvi) Any person who is not a member as on the cut-off date should treat this notice for information purpose only. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, he / she shall not be allowed to change it subsequently.
- (xvii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on closing of business hours of Thursday, 16th July, 2020. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting, as well as voting at the meeting through electronic voting system.
- (xviii) Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date i.e. closing of business of hours of Thursday, 16th July, 2020 may obtain the login id and password by sending a request at pallavid@nsdl.co.in, /evoting@nsdl.co.in. However, if he/she is already registered with NSDL for e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot user Details/Password" option or "Physical User Reset Password?" available on www.evoting.nsdl.com. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password/PIN for casting your vote.
- (xix) In case Shareholders are holding shares in demat mode, USER ID is the combination of (DPID + Client ID). In case, Shareholders are holding shares in Physical mode, USER ID is the combination of (EVEN No. +Folio No).
- (xx) A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be entitled to vote again.

Instructions for members for remote e-voting are as under:-

The remote e-voting period begins on 20th July, 2020 at 9:00 A.M. and ends on 22nd July, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

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

- (ii) If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skf.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csg-unit@tsrdarashaw.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csg-unit@tsrdarashaw.com
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

Instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Instructions for members for attending the AGM through VC/ OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@skf.com by July 14, 2020.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@skf.com. The same will be replied by the company suitably.
7. The shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

Item No. 4

The Board of Directors ("Board") on recommendation of Nomination & Remuneration Committee appointed Mr. Werner Hoffmann (DIN 07685942) as an Additional Director of the Company with effect from August 21, 2019. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Werner Hoffmann holds office of the Director up to the date of this Annual General Meeting. He is eligible for appointment as a Director. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Werner Hoffmann as a Director on the Board of the Company liable to retire by rotation.

The Board of Directors are confident that with his vast Global knowledge and varied experience, he will be of great value to the Company and hence recommends the Resolution No. 4 of this Notice for approval.

A brief profile of Mr. Werner Hoffmann is provided in the Annexure A to this Notice.

As per the circular issued by BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders' regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Werner Hoffmann is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Werner Hoffmann as a Director of the Company, for approval by the members of the Company, by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Werner Hoffmann is in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any.

Item No.5

Shifting of the registered office of the company from Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road, Mumbai 400002 to Chinchwad, Pune 411033 within the State of Maharashtra from the jurisdiction of Registrar of Companies, Mumbai to Registrar of Companies, Pune.

The registered office of the Company is presently situated at Mumbai. The Board of Directors of your company proposes to shift the registered office from Mumbai to Pune - to exercise better administrative & economic control and, to enable the Company to rationalize and streamline its operations as well as the management of its affairs.

Considering the overall interest of the Company, Shareholders & other stakeholders and, the fact that this proposal will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever, the Board of Directors, at its meeting held on May 7, 2020, approved the shifting of the registered office of the company from Mumbai jurisdiction of Registrar of Companies (RoC) to Pune jurisdiction of Registrar of Companies (RoC), within the State of Maharashtra.

In accordance with Section 12(5) of the Companies Act, 2013, the company can shift the registered office from the jurisdiction of one RoC to another RoC within the same state after obtaining the approval of the members through a special resolution and subject to approval from the Central Government (power delegated to Regional Director).

This shifting of registered office also requires the alteration of clause II of Memorandum of Association of the company, and hence it also requires the approval of the members by Special Resolution.

The shifting of the registered office, as proposed and approved by the Board of Directors, is in the best interest of the company, its members and the concerned stakeholders to exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs and is not prejudicial to the interest of all the stakeholders.

Accordingly, approval of the members of the company is being sought by way of a Special resolution for shifting of the registered office from Mumbai to Pune and consequential amendment to Memorandum of Association.

None of the Directors and Key Managerial Personnel of the company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any.

The Board recommends the passing of the resolution set out at Item No. 5 of the accompanying Notice as a Special Resolution.

Item No.6

The existing Technology License Agreement and Trade Mark License Agreement (hereinafter called 'the GLAs') with Aktiebolaget SKF ("the Licensor") allows your Company (the Licensee) access to SKF intellectual property rights including global portfolio of brands, proprietary technology including numerous patents, extensive research & development capabilities. Licensor is, through its affiliates, engaged in the manufacture and sale of products, solutions and services within rolling bearings, seals, mechatronics, services and lubrication systems, including Deep Groove ball Bearings, Taper Roller Bearings, Spherical Bearings, Hub units, Split Taper hub units, Macphersons strut bearing units, Kits, Mounted products, Seals, Lubrication systems and Mechatronic products like sensor bearings (hereinafter referred to as the "Products").

All the products manufactured by the Company, are on the basis of the Licenses provided by the Licensor to the Company under the GLAs. The GLAs have contributed significantly to the success story of your Company. The continued access to such intellectual property rights including global portfolio of brands, proprietary technology including numerous patents, extensive research & development capabilities will enable your Company to continue to deliver long term sustainable / profitable growth and Create Shared Value for society and the shareholders. Further, general license fees paid to the Licensor, are in the ordinary course of business and are on an arm's length basis. Regulation 23(1A) has been inserted in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") effective from July 1, 2019 and provides that transactions involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or collectively with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The bundle of intellectual property rights available under the GLAs extends beyond brand usage to include access to patents, technology, know-how and related assistance in their implementation.

In compliance with Regulation 23 of the Listing Regulations, and other applicable provisions, if any, approval of shareholders by way of Ordinary Resolution is being sought for continuation of general license fee (royalty and trade mark fee) payments to the Licensor at the rate of 5% (Five percent) of the total net sales price of the Products manufactured by the Company

under the existing GLAs As per Regulation 23(4) of the Listing Regulations, none of the related parties shall vote on the Ordinary Resolution.

The details of the existing General License Agreements and their material terms are as under:

- a. The Company has two GLAs with the Licensor, one for Royalty and other for Trade Mark fee.
- b. Licensor together with affiliates holds 52.58% shareholding in the Company.
- c. The GLAs with Licensor:
 - i. Technology License Agreement dated November 1, 2011 including amendments thereto, covering all the products manufactured and / or sold by the Company for Royalty purposes.
 - ii. Trade Mark License Agreement dated November 1, 2011 for right to use the registered Trade Marks of Licensor.

Both the above agreements are referred hereunder as 'GLAs'
- d. Material terms:
 - i. Right to use various patents, designs, specifications, know-how related to or associated with its Products (collectively referred to as "Technology Intangibles") in order to manufacture and sell the products in India and in such other countries that may be applicable (hereinafter referred to as the "Territory")
 - ii. Non-exclusive and non-assignable right to use the said Trade Marks in India for sale of products and services in India and such other countries that may be applicable.
- e. Technology Intangibles to be used for the purpose of manufacturing the Products in and for selling the Products in the Territory. In addition, Licensee has the right to manufacture Products to be sold to another company within the SKF Group.
- f. In consideration for the use of the Technology Intangibles and for the use of the Trade Marks, Licensee to pay to the Licensor, during the term of the GLAs, a fee for royalty and trade mark amounting to 5% of the total net sales price of the Products manufactured.
- g. Licensor shall without delay disclose and make available to Licensee any modification or improvement of the Technology Intangibles developed by Licensor whether or not patented and whether or not said modification or improvement is substantial.

- h. GLAs shall remain in force and remain in effect until terminated by either Party.
- i. Notwithstanding (h) above, either Party shall be entitled to terminate the GLAs forthwith under special circumstances as set out under the GLAs.

The access under the GLAs to the capabilities of SKF Group, is integral for the Company to continue to deliver long term sustainable growth, create Shared Value for the shareholders and society. The shareholders have supported the need for GLAs and the general license fees payment to the Licensor, by adopting the Audited Financial Accounts with Reports of Directors and Auditors thereon, over years with near absolute majority.

The resolution set out, is to comply with the new requirement effective July 1, 2019 under the Listing Regulations. Accordingly, approval of the Members is sought by way of an Ordinary Resolution under Regulation 23 of the Listing Regulations and other applicable provisions, if any, for continuation of general license fees (royalty and trade mark fee) payments to the Licensor at the rate of 5% (Five percent) of the total Net Sales Price of the Products manufactured under the existing GLAs with the Licensor on the same terms and conditions, notwithstanding that the transactions involving payments to the Licensor with respect to general license fees (royalty and trade mark fee) during any financial year including any part thereof, is considered material related party transactions being in excess of the limits specified under the SEBI Regulations. The transaction is in the ordinary course of business and on arm's length basis.

None of the Directors and the Key Managerial Personnel of the Company and their relatives except Mr. Bernd Stephan or Mr. Werner Hoffmann or Mr. Aldo Cedrone representing SKF Group are in any way concerned or interested, financially or otherwise, in the resolution 6 of the Notice.

Copy of the GLAs would be available for inspection by the members during the meeting. The Board of Directors recommend Ordinary Resolution set out at Item No. 6 of the Notice of the AGM for approval by the members.

Item No.7.

The Company is a subsidiary of Aktiebolaget SKF ("AB SKF"). SKF GmbH, Schweinfurt, Germany is also a subsidiary of AB SKF and is a 'Related Party' as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation-2(zb) of SEBI Regulations. In terms of Regulation-23 of the SEBI Regulations, the transactions as described hereunder had exceeded 10% of the annual turnover of the Company as per the last audited financial statements of the Company and therefore exceeded the materiality threshold as prescribed under the SEBI Regulations. Thus, in terms of SEBI Regulations, these transactions would require the approval of the Members by way of an Ordinary Resolution.

All the transactions carried out by SKF India Limited with SKF GmbH, Schweinfurt are in the ordinary course of business and at arm's length basis and hence are recommended for approval by the members. Considering the dynamic business environment where neither demand nor foreign exchange rates can be predicted in advance, the Company expects the level of transactions to be above the materiality threshold as prescribed under the SEBI Regulations, for the period for which the approval of Members is sought as stated above. To sustain quality standards of the SKF Group and to ensure quantitative benefits to enable operational efficiency, this needs to be considered as an enabling resolution. The details of the Related Party Transactions will continue to be disclosed in the Annual Financial Statements.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business as also play significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No.7 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI Regulations.

None of the Directors and Key Managerial Personnel or their relatives except Mr. Bernd Stephan, Mr. Aldo Cedrone and, Mr. Werner Hoffmann representing SKF Group are concerned or interested in the resolution.

Item No. 8

The Company is required to have its cost records audited by Cost Accountant in practice. Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. R A & Co., Cost Accountants, having Firm Registration No. 000242 as Cost Auditors of the Company for the financial year ending March 31, 2020 at a remuneration Rs. 410,000/- (Rupees four lakh and ten thousand only) plus out of pocket expenses as actual, if any and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution No. 8.

The Board accordingly recommends Resolution No. 8 of this Notice for your approval.

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

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By Order of the Board
SKF India Limited
Ranjan Kumar
Company Secretary

Registered Office:
Mahatma Gandhi Memorial Building,
Netaji Subhash Road, Charni Road,
Mumbai 400 002.

CIN No.: L29130MH1961PLC011980
E-mail: investors@skf.com
Website: www.skf.com/in
Telephone No.: 022-22857777
Date: May 7, 2020

Annexure A

Information pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India of Directors seeking re-appointment / appointment at the Annual General Meeting

Name of the Director	Mr. Werner Hoffmann	Mr. Aldo Cedrone
Director Identification Number	07685942	08455073
Date of Birth	June 10, 1969	August 10, 1958
Nationality	Germany	Italian
Date of Appointment on Board	August 21, 2019	May 17, 2019
Qualification	Diploma in Business Administration, Fern Universität Hagen, Germany	Master in Mechanical Engineering, Rome University ; School of Management, Rome University
Experience	<ul style="list-style-type: none"> • Leadership position with responsibility for finance organization of up to 500 employees • Extensive experience in change management in different Sr. management roles in a fast-changing market transitioning from traditional to semiconductor-based technology • Strategic partner for the re-alignment and development of the business in Asia Pacific Region • Open and trustful leadership style with high degree of employee motivation • Successful, result-oriented management of highly complex, business-critical projects with multinational cross-functional teams • Broad scope of experience in leading responsibilities in manufacturing environment • Experienced in M&A-projects and managing JVs 	<ul style="list-style-type: none"> • Ball Bearings Manufacturing Director, located in Airasca, Italy • Associated with SKF Group since 1989 in various positions, including as Automotive Division Director; Head – Powertrain & Electrical TW; Factory Manager; Quality and Production Manager • Ownership of 'One implementation Plan for DGBB and Ball Bearing Units Product Lines' • Responsibility for all the Bearing Manufacturing Units for the Automotive market • Plan and execute restructuring projects • Member of car electrification and hybridization team
Shareholding in SKF India Ltd	Nil	Nil
List of Directorship held in other Companies	N.A.	N.A.
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	Member of Audit Committee (AC)	Nil
Relationship between the Directors inter-se	Nil	Nil

Note: Other directorship do not include directorships of foreign companies. For other details such as number of meetings of the Board attended during the year, remuneration drawn, please refer to the Corporate Governance report