

L&S/stk/331 & 332
29th June, 2021

BSELISTING

NEAPS

The Secretary BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001. Scrip Code No. 500472	The Manager, Listing Department National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Symbol: SKFINDIA
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Dear Sir(s),

Sub: Annual Report for the Financial Year 2020-21 along with Notice of 60th Annual General Meeting

This is in Continuation to our letter dated May 14, 2021 and June 17, 2021, we would like to inform that the Sixtieth (60th) Annual General Meeting("AGM") of the members of the Company is scheduled to be held on Friday, July 23, 2021 at 3:00 P.M. IST through Video Conferencing / Other Audio Visual Means in compliance with the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations") read with General Circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI from time to time.

Pursuant to Section 108 of the Companies Act, 2013 and Regulation 30 and 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 2020-21 which is being sent through electronic mode to the members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depositories.

SKF India Limited

Registered Office: Chinchwad, Pune 411 033, Maharashtra, India
Tel: +91 (20) 6611 2500. Web: www.skf.com, www.skfindia.com
CIN: L29130MH1961PLC011980



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Pursuant to Regulation 42 of the SEBI Listing Regulations, the Company has fixed the Record Date as Wednesday, July 7, 2021 for determining eligibility/entitlement of members to receive the final dividend for the Financial Year ended March 31, 2021, if declared and approved by the shareholders at the ensuing AGM. The members of the Company, holding shares as on Friday, 16th July, 2021 i.e. cut off date, either in physical form or in dematerialised form are eligible/entitled to vote on the resolutions proposed in the Notice of AGM.

The Annual Report containing the Notice of AGM for the Financial Year 2020-21 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, c=IN,
o=SKF INDIA LIMITED, ou=INTERNAL
AUDIT, LEGAL AND SECRETARIAL,
email=ranjan.kumar@skf.com
Date: 2021.06.29 17:18:58 +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 Unit No. A-2501, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel, Mumbai 400 013
3	TSR Darashaw Consultants Pvt Ltd. C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083.		

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NOTICE

NOTICE is hereby given that the Sixtieth ("60th") Annual General Meeting ("AGM") of the Members of SKF India Limited ("the Company") will be held on Friday, July 23, 2021 at 3.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with Reports of the Board of Directors and the Auditors thereon and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
2. To approve and declare final dividend of INR 14.50 per equity shares for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Werner Hoffmann, (DIN 07685942), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

4. Appointment of Ms. Ingrid Viktoria Van Camp (DIN 08945782) 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 the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and, in compliance to Section 149, 152 & 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, Ms. Ingrid Viktoria Van Camp (DIN: 08945782), who was appointed as an Additional Director of the Company with effect from November 16, 2020 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 her 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. Remuneration to Non-Executive Directors by way of Commission

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

"RESOLVED THAT pursuant to Article 131(3) of the Articles of Association of the Company, provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time and subject to other consents, if any, the commission equal to such amounts or proportions and in such manner and in all respects as may be decided by the Nomination & Remuneration Committee/Board of Directors, not exceeding in aggregate one per cent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof for each of the five financial years of the Company commencing from 1st April, 2021 be paid to and distributed amongst such Directors of the Company excluding the Managing Director, Whole-time Director(s) as may be determined by Board.

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors to determine the manner, rate, quantum and distribute the commission amongst such Director(s) as the Board may decide from time to time and to do all such acts, deeds and things as may be required in this regard."

6. Ratification of Remuneration to Cost Auditor for the financial year 2020-21

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 all 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 and approve the remuneration of INR 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 of the Company, 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 2020-21.

By Order of the Board
SKF India Limited

Ranjan Kumar
Company Secretary

Registered Office:
Chinchwad, Pune 411033, Maharashtra, India.
CIN No.: L29130MH1961PLC011980
E-mail: investors@skf.com
Website: www.skf.com/in
Telephone No.: 020- 66112500
Date: May 14, 2021

Notes

1. In view of the massive outbreak and extraordinary circumstances created due to COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") 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 read with General Circular no. 02/2021 dated January 13, 2021

("MCA Circulars") has allowed to hold the Annual General Meeting ("AGM" or "meeting") of the Company during the calendar year 2021 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 60th 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 Chinchwad, Pune 411033.

2. In view of relaxation given by MCA Circulars and SEBI Circular dated May 12, 2020 read with SEBI circular no. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (hereinafter referred as "SEBI circulars"), 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 June 18, 2021 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 2020-21 will also be available on the Company's website 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 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 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") 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 1, 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 on Wednesday, July 7, 2021 for the purpose of determining eligibility of member(s) entitled to receive dividend, if declared at the AGM.
12. The final dividend of INR 14.50 per equity shares of INR 10 each for the financial year 2020-21, 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 of dividend, 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, July 7, 2021; 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, July 7, 2021.
13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 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@tcplindia.co.in
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 2013-2014 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, 2021. 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 60th 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 other documents referred to in the Notice and Explanatory Statement 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 60th 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 July 16, 2021.
- (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, 2021 only shall be entitled to avail the facility of remote e-voting / e-voting facility during the AGM. Any person who is not a member as on the Cut-off date should treat this notice for information purpose only.

The Members can opt for only one mode of voting i.e. remote e-Voting or e-voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.
- (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, 2021,
- (b) End of remote e-voting : Up to 5:00 p.m.(IST) on 22nd July, 2021
- (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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. 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 evoting@nsdl.co.in.
- (xi) The Board of Directors of the Company has appointed Mr. P.N. Parikh, failing him Mr. Mitesh Dhabliwala and failing him Ms. Sarvari Shah, of M/s. Parikh and Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting process electronically or otherwise for remote e-Voting and e-Voting at the AGM 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 Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. 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 / 1800 1020 990 /1800 224 430, Ms. Soni Singh, email at 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 their 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@tcplindia.co.in 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 their 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 their Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), self attested copy of their PAN original copy of cancelled cheque etc. to company's RTA at csg-unit@tcplindia.co.in in case the shares are held by them in physical form. Further, if shares are held on demat mode, then the members may contact their 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 Friday, July 16, 2021. 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 Friday, July 16, 2021 may obtain the login id and password by sending a

request at 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/her 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, 2021 at 9:00 A.M. and ends on 22nd July, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 16, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 16, 2021.

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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. Open the .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 etc.
 - 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.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 1800-22-4430 or send a request to NSDL at 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@tcplindia.co.in .
2. 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@tcplindia.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. 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.
4. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/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, 2021.
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 **Ms. Ingrid Viktoria Van Camp (DIN 08945782)** as an Additional Director of the Company with effect from November 16, 2020. Pursuant to Section 161(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder and the Articles of Association of the Company, Ms. Ingrid Viktoria Van Camp shall hold office of the Director up to the date of this Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing her candidature of Ms. Ingrid Viktoria Van Camp as a Director on the Board of the Company, liable to retire by rotation.

The Board of Directors are confident that with her vast Global knowledge and varied experience, she will be of great value to the Company.

A brief profile and other information of Ms. Ingrid Viktoria Van Camp, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, 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 20th June, 2018, Ms. Ingrid Viktoria Van Camp is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. Accordingly, the Board, on recommendation of Nomination and Remuneration Committee, recommends the resolution as set forth in Item No. 4 in relation to appointment of Ms. Ingrid Viktoria Van Camp 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 Ms. Ingrid Viktoria Van Camp 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

At the Fifty-Fifth Annual General Meeting of the Company held on 20th July, 2016, the shareholders had approved the payment of commission upto 1% per annum of the net profits of the Company to Directors (other than Managing / Whole-time Directors and the Non-resident Directors) effective from 1st April, 2016 for a period of five years. The period of five years has expired on 31st March, 2021.

In accordance with the Nomination and Remuneration Policy of the Company, the commission payable to Non-executive Director will be based on the remuneration structure as determined by the Board. In view of continued business activities of the Company, it is appropriate that pursuant to the provisions of the Companies Act, 2013 ("The Act"), a commission not exceeding in the aggregate 1% per annum of the net profits of the Company computed in the manner laid down in Section 197 & 198 of the Act may be paid for each of the five financial years of the Company commencing from 1st April, 2021 and be distributed to Non-executive Directors of the Company excluding Managing / Whole-time Director(s) as may be decided from time to time.

The proportion and manner of such payment and distribution would be as the Nomination and Remuneration Committee/ Board may decide from time to time and in accordance with the provisions of the law.

Apart from commission proposed to be paid to Non-Executive Directors in terms of the special resolution, such Directors also entitled to receive sitting fees and re-imbursement of expenses for each of the Board or Committee Meetings attended as the case may be.

All the Directors of the Company except Mr. Aldo Cedrone, Mr. Werner Hoffman, Ms. Ingrid Viktoria Van Camp and Mr. Manish Bhatnagar, Managing Director of the Company, may be deemed to be interested in this resolution.

Accordingly, approval of the members of the company is being sought by way of a Special resolution for payment of commission to Directors of the Company.

The Board recommends the passing of the resolution set out at Item No. 5 of this Notice by way of Special Resolution for your approval.

Item No. 6

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, 2021, at a remuneration INR 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. 6 of this Notice for ratification and approval of remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 6 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.

By Order of the Board
SKF India Limited

Ranjan Kumar
Company Secretary

Registered Office:

Chinchwad, Pune 411033, Maharashtra, India.

CIN No.: L29130MH1961PLC011980

E-mail: investors@skf.com

Website: www.skf.com/in

Telephone No.: 020- 66112500

Date: May 14, 2021

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 60th Annual General Meeting

Name of the Director	Mr. Werner Hoffmann	Ms. Ingrid Viktoria Van Camp
Director Identification Number	07685942	08945782
Date of Birth (age)	June 10, 1969 (51 years old)	April 28, 1966 (54 years old)
Nationality	Germany	Swedish
Date of first Appointment on Board of the Company	August 21, 2019	November 16, 2020
Qualification	Diploma in Business Administration, Fern Universität Hagen, Germany	Master of Science in Mechanical Engineering, PhD in Machine Elements; Luleå University of Technology, Sweden.
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 	<p>Employed since 1996</p> <p>Presently the CTO and President, Innovation and Business Development of Aktiebolaget SKF</p> <p>Previous positions</p> <ul style="list-style-type: none"> • President Business and Product Development, • Director Industrial Market Technology and Solutions, • Director of Product Innovation Lubrication BU, as well as several other positions within SKF.
Terms & conditions of appointment/ re-appointment	As per the appointment letter	As per the appointment letter
Remuneration sought	NA	NA
Remuneration last drawn	NA	NA
Number of Board Meeting attended during the FY 2020-21	4/4	1/1 (Appointed as Additional Director on November 16, 2020)
Shareholding in SKF India Ltd	Nil	Nil
List of Directorship held in other Companies	N.A.	N.A.

Name of the Director	Mr. Werner Hoffmann	Ms. Ingrid Viktoria Van Camp
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	Member of Audit Committee (AC) of SKF India Limited	Nil
Chairmanships / Memberships of the Committees of Boards of other Companies	Nil	Nil
Inter-se Relationship between the Directors and other Key Managerial personnel of the Company	Nil	Nil

Note: Other directorship does not include directorships of foreign companies.