

By E:mail

NSE/AGM-35a 2015  
24th April, 2015

**National Stock Exchange of India**

Exchange Plaza, 5th Floor,  
Plot No.CII, G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.

Dear Sir,

**Subject – Disclosure of voting results as per Clause 35A of Listing Agreement**

In due compliance with the listing agreement, please find the details of the voting results at the 54th Annual General Meeting of the Company:

| S. No. | Description                                                                                                                         | Particulars    |
|--------|-------------------------------------------------------------------------------------------------------------------------------------|----------------|
| A      | Date of AGM                                                                                                                         | April 23, 2015 |
| B.     | Total number of shareholders on record date (i.e. March 13, 2015 for the purpose to determine shareholders eligible to vote at AGM) | 24523 Nos.     |
| C      | No. of Shareholders present in the meeting either in person or through proxy:                                                       | 151 Nos.       |

|  | Shareholders                 | In-person /<br>Authorised<br>Representative | Proxy |
|--|------------------------------|---------------------------------------------|-------|
|  | Promoters and Promoter Group | 3                                           | 0     |
|  | Public                       | 141                                         | 7     |

The agenda wise details of e-voting and poll at the Annual General Meeting are provided in Annexure A. Further enclosed the report of Scrutinizer on e-voting facility provided by the Company and on poll conducted at the Annual General Meeting in Annexure B & C. A consolidated summary of the vote cast and the results are also enclosed in Annexure D.

We request you to kindly this intimation on record.

Yours faithfully,  
SKF India Limited

*Pradeep Bhandari*  
Pradeep Bhandari  
Company secretary

**SKF India Limited**

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

## SKF INDIA LIMITED

To receive, consider and adopt the Audited Financial Statements for the year ended December 31, 2014 together with Reports of the Directors and Auditors thereon.

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                                |                          |                     |                                                                               |                          |                        |                                                                            |                                                                          |
|--------------------------------------------------------------------------------------|--------------------------------|--------------------------|---------------------|-------------------------------------------------------------------------------|--------------------------|------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------|
| Resolution No 1                                                                      | Promoter/Public                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>$[3] = \frac{[2]}{[1]} \times 100$ | No. of Votes - in favour | No. of Votes - against | % of Votes in favour of votes polled<br>$[6] = \frac{[4]}{[2]} \times 100$ | % of Votes against on votes polled<br>$[7] = \frac{[5]}{[2]} \times 100$ |
|                                                                                      |                                | [1]                      | [2]                 |                                                                               | [4]                      | [5]                    |                                                                            |                                                                          |
| 1                                                                                    | Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                                                           | 28254568                 | 0                      | 100                                                                        | 0                                                                        |
| 2                                                                                    | Public - Institutional holders | 16866015                 | 10344109            | 61.33                                                                         | 10344109                 | 0                      | 100                                                                        | 0                                                                        |
| 3                                                                                    | Public-Others                  | 7611955                  | 18741               | 0.25                                                                          | 18725                    | 16                     | 99.91                                                                      | 0.09                                                                     |
|                                                                                      | Grand Totals                   | 52732538                 | 38617418            | 73.23                                                                         | 38617402                 | 16                     | 100                                                                        | 0                                                                        |

Category = &lt;All&gt;

Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

To confirm the payment of Interim dividend and to declare as final dividend on Equity Shares for the year ended December 31, 2014

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                                |                     |                                                                |                          |                        |                                                             |                                                           |      |  |
|--------------------------------------------------------------------------------------|--------------------------------|---------------------|----------------------------------------------------------------|--------------------------|------------------------|-------------------------------------------------------------|-----------------------------------------------------------|------|--|
| Resolution No 2                                                                      | Total No. of Shares Held       | No. of votes polled | % of Votes Polled on outstanding shares<br>[3] = [(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6] = [(4)/(2)]*100 | % of Votes against on votes polled<br>[7] = [(5)/(2)]*100 |      |  |
| 1                                                                                    | Promoter and Promoter Group    | 28254568            | 28254568                                                       | 100                      | 28254568               | 0                                                           | 100                                                       | 0    |  |
| 2                                                                                    | Public - Institutional holders | 16866015            | 10345284                                                       | 61.34                    | 10345284               | 0                                                           | 100                                                       | 0    |  |
| 3                                                                                    | Public-Others                  | 7611955             | 12331                                                          | 0.16                     | 12020                  | 311                                                         | 97.48                                                     | 2.52 |  |
|                                                                                      | Grand Totals                   | 52732538            | 38612183                                                       | 73.22                    | 38611872               | 311                                                         | 100                                                       | 0    |  |

Category = <All>

Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

To appoint a Director in place of Rakesh Makhija (DIN: 117692) who retires by rotation and being eligible offers himself for re-appointment.

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                          |                     |                                                                    |                          |                        |                                                                 |                                                               |  |
|--------------------------------------------------------------------------------------|--------------------------|---------------------|--------------------------------------------------------------------|--------------------------|------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|--|
| Resolution No 3                                                                      | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3] = [(2) / (1)] * 100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour of votes polled<br>[6] = [(4) / (2)] * 100 | % of Votes against on votes polled<br>[7] = [(5) / (2)] * 100 |  |
| Promoter/Public                                                                      |                          |                     |                                                                    |                          |                        |                                                                 |                                                               |  |
|                                                                                      | [1]                      | [2]                 |                                                                    | [4]                      | [5]                    |                                                                 |                                                               |  |
| 1 Promoter and Promoter Group                                                        | 28254568                 | 28254568            | 100                                                                | 28254568                 | 0                      | 100                                                             | 0                                                             |  |
| 2 Public - Institutional holders                                                     | 16866015                 | 10345284            | 61.34                                                              | 10303284                 | 42000                  | 99.59                                                           | 0.41                                                          |  |
| 3 Public-Others                                                                      | 7611955                  | 12191               | 0.16                                                               | 12075                    | 116                    | 99.05                                                           | 0.95                                                          |  |
| Grand Totals                                                                         | 52732538                 | 38612043            | 73.22                                                              | 38569927                 | 42116                  | 99.89                                                           | 0.11                                                          |  |

Category = <All>  
Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

Appointment of M/s Price Waterhouse & Co., Bangalore LLP, Chartered Accountants, (Firm's Registration Number 007567S with the ICAI) as the Statutory Auditors of the Company to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting.

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                          |                     |                                         |                          |                        |                                    |                                    |  |  |
|--------------------------------------------------------------------------------------|--------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|------------------------------------|------------------------------------|--|--|
| Resolution No 4                                                                      | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour votes polled  | % of Votes against votes polled    |  |  |
|                                                                                      | [1]                      | [2]                 | $[3] = \frac{[2]}{[1]} \times 100$      | [4]                      | [5]                    | $[6] = \frac{[4]}{[2]} \times 100$ | $[7] = \frac{[5]}{[2]} \times 100$ |  |  |
| 1 Promoter and Promoter Group                                                        | 28254568                 | 28254568            | 100                                     | 28254568                 | 0                      | 100                                | 0                                  |  |  |
| 2 Public - Institutional holders                                                     | 16866015                 | 10345284            | 61.34                                   | 10345284                 | 0                      | 100                                | 0                                  |  |  |
| 3 Public-Others                                                                      | 7611955                  | 12201               | 0.16                                    | 12074                    | 127                    | 98.96                              | 1.04                               |  |  |
| Grand Totals                                                                         | 52732538                 | 38612053            | 73.22                                   | 38611926                 | 127                    | 100                                | 0                                  |  |  |

Category = <All>

Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

Appointment of Mr. K.C. Mehra (DIN: 00005685) as an Independent Director of the Company.

**Details for reporting as per Clause 35A of listing agreement based on result of Poll**

| Resolution No 5                  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3] = [(2) / (1)] * 100 | No. of Votes in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6] = [(4) / (2)] * 100 | % of Votes against on votes polled<br>[7] = [(5) / (2)] * 100 |
|----------------------------------|--------------------------|---------------------|--------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
| Promoter/Public                  | [1]                      | [2]                 |                                                                    | [4]                    | [5]                    |                                                                 |                                                               |
| 1 Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                                                | 28254568               | 0                      | 100                                                             | 0                                                             |
| 2 Public - Institutional holders | 16866015                 | 10345284            | 61.34                                                              | 10339013               | 6271                   | 99.94                                                           | 0.06                                                          |
| 3 Public-Others                  | 7611955                  | 12011               | 0.16                                                               | 11884                  | 127                    | 98.94                                                           | 1.06                                                          |
| Grand Totals                     | 52732538                 | 38611863            | 73.22                                                              | 38605465               | 6398                   | 99.98                                                           | 0.02                                                          |

Category = <All>

Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

Appointment of Mr. P.R. Menon (DIN: 0005078) as an Independent Director of the Company.

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                                |                          |                     |                                         |                        |                      |                                      |                                    |  |
|--------------------------------------------------------------------------------------|--------------------------------|--------------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|--|
| Resolution No 6                                                                      | Promoter/Public                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes in favour | No. of Votes against | % of Votes in favour of votes polled | % of Votes against on votes polled |  |
|                                                                                      |                                | [1]                      | [2]                 | $[3] = \frac{[2]}{[1]} \times 100$      | [4]                    | [5]                  | $[6] = \frac{[4]}{[2]} \times 100$   | $[7] = \frac{[5]}{[2]} \times 100$ |  |
| 1                                                                                    | Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                     | 28254568               | 0                    | 100                                  | 0                                  |  |
| 2                                                                                    | Public - Institutional holders | 16866015                 | 10345284            | 61.34                                   | 10345284               | 0                    | 100                                  | 0                                  |  |
| 3                                                                                    | Public-Others                  | 7611955                  | 11651               | 0.15                                    | 11385                  | 266                  | 97.72                                | 2.28                               |  |
|                                                                                      | Grand Totals                   | 52732538                 | 38611503            | 73.22                                   | 38611237               | 266                  | 100                                  | 0                                  |  |

Category = <All>  
Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

Appointment of Mr. P.M Telang (DIN:00012562) as the Independent Director of the Company.

**Details for reporting as per Clause 35A of listing agreement based on result of Poll**

| Resolution No 7                  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|----------------------------------|--------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                  | [1]                      | [2]                 | $[3] = \frac{[2]}{[1]} \times 100$      | [4]                      | [5]                    | $[6] = \frac{[4]}{[2]} \times 100$   | $[7] = \frac{[5]}{[2]} \times 100$ |
| 1 Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                     | 28254568                 | 0                      | 100                                  | 0                                  |
| 2 Public - Institutional holders | 16866015                 | 10345284            | 61.34                                   | 9787284                  | 558000                 | 94.61                                | 5.39                               |
| 3 Public-Others                  | 7611955                  | 11621               | 0.15                                    | 11365                    | 256                    | 97.8                                 | 2.2                                |
| Grand Totals                     | 52732538                 | 38611473            | 73.22                                   | 38053217                 | 558256                 | 98.55                                | 1.45                               |

Category = <All>

Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

Appointment of Ms. Hema A Hattangady (DIN: 00175563) as a Director / Independent Director of the Company.

**Details for reporting as per Clause 35A of listing agreement based on result of Poll**

| Resolution No 8 |                                |                          |                     |                                                            |                          |                        |                                                         |                                                       |
|-----------------|--------------------------------|--------------------------|---------------------|------------------------------------------------------------|--------------------------|------------------------|---------------------------------------------------------|-------------------------------------------------------|
|                 | Promoter/Public                | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares<br>[3]=[2]/[1]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[6]=[4]/[2]*100 | % of Votes against on votes polled<br>[7]=[5]/[2]*100 |
|                 |                                | [1]                      | [2]                 |                                                            | [4]                      | [5]                    |                                                         |                                                       |
| 1               | Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                                        | 28254568                 | 0                      | 100                                                     | 0                                                     |
| 2               | Public - Institutional holders | 16866015                 | 10345284            | 61.34                                                      | 10345284                 | 0                      | 100                                                     | 0                                                     |
| 3               | Public-Others                  | 7611955                  | 11681               | 0.15                                                       | 11425                    | 256                    | 97.81                                                   | 2.19                                                  |
|                 | Grand Totals                   | 52732538                 | 38611533            | 73.22                                                      | 38611277                 | 256                    | 100                                                     | 0                                                     |

Category = <All>

Sr.No Range = 0 to 90

**SKF INDIA LIMITED**

**Re- Appointment of Mr Shishir Joshipura (DIN: 00574970) as Managing Director of the Company and payment of remuneration to him.**

**Details for reporting as per Clause 35A of listing agreement based on result of Poll**

| Resolution No 9                  | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour of votes polled | % of Votes against on votes polled |
|----------------------------------|--------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                  | [1]                      | [2]                 | $[3] = \frac{[2]}{[1]} \times 100$      | [4]                      | [5]                    | $[6] = \frac{[4]}{[2]} \times 100$   | $[7] = \frac{[5]}{[2]} \times 100$ |
| 1 Promoter and Promoter Group    | 28254568                 | 28254568            | 100                                     | 28254568                 | 0                      | 100                                  | 0                                  |
| 2 Public - Institutional holders | 16866015                 | 10345284            | 61.34                                   | 10340188                 | 5096                   | 99.95                                | 0.05                               |
| 3 Public-Others                  | 7611955                  | 11681               | 0.15                                    | 11565                    | 116                    | 99.01                                | 0.99                               |
| Grand Totals                     | 52732538                 | 38611533            | 73.22                                   | 38606321                 | 5212                   | 99.99                                | 0.01                               |

Category = <All>  
Sr.No Range = 0 to 90



**SKF INDIA LIMITED**

**Payment of remuneration to the Cost Auditors of the Company for the Financial Year 2014.**

| Details for reporting as per Clause 35A of listing agreement based on result of Poll |                          |                     |                                         |                          |                        |                                      |                                    |  |  |
|--------------------------------------------------------------------------------------|--------------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|--|--|
| Resolution No 10                                                                     |                          |                     |                                         |                          |                        |                                      |                                    |  |  |
| Promoter/Public                                                                      | Total No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |  |  |
|                                                                                      | [1]                      | [2]                 | [3]=[2]/[1]*100                         | [4]                      | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |  |  |
| 1 Promoter and Promoter Group                                                        | 28254568                 | 28254568            | 100                                     | 28254568                 | 0                      | 100                                  | 0                                  |  |  |
| 2 Public - Institutional holders                                                     | 16866015                 | 10345284            | 61.34                                   | 10345284                 | 0                      | 100                                  | 0                                  |  |  |
| 3 Public-Others                                                                      | 7611955                  | 11645               | 0.15                                    | 11619                    | 26                     | 99.78                                | 0.22                               |  |  |
| Grand Totals                                                                         | 52732538                 | 38611497            | 73.22                                   | 38611471                 | 26                     | 100                                  | 0                                  |  |  |

Category = <All>

Sr.No Range = 0 to 90



Approval of transactions with SKF Asia Pacific Pte Ltd, Singapore, SKF Group Company.

Category = <All>  
Sr.No Range = 0 to 90

Ann. 'B'

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

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**SKF INDIA LIMITED**  
Mahatma Gandhi Memorial Building,  
Netaji Subhash Road,  
Mumbai 400 002.

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of SKF India Limited, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 54<sup>th</sup> Annual General Meeting of the Company to be held on April 23, 2015.

The Notice dated February 18, 2015 convening Annual General Meeting (AGM) of the Company along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 54<sup>th</sup> AGM of the Company to be held on April 23, 2015.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of March 13, 2015 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 11 in the Notice of the 54<sup>th</sup> AGM of SKF India Limited.

The voting period for e-voting commenced on Thursday, April 16, 2015 at 09.00 a.m. and ended on Saturday, April 18, 2015 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto Saturday, April 18, 2015 (05:00 p.m.) were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> December, 2014, together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 177                                                                                | 3,86,16,760                   | 100.00                                |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| NIL                                                                                | NIL                           | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 1                                                         | 1,500                               |



## II. Resolution No. 2 :-

Payment of Interim Dividend and declaration of Final Dividend on equity shares of the company for the year ended December 31, 2014.

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

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 174                                                                                | 3,86,11,230                   | *100.00                               |

## (ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 1                                                                                  | 295                           | #0.00                                 |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 4                                                         | 7,910                               |

\* % of votes in favour: 99.9992

#% of votes against : 0.0008



Re-appointment of Mr. Rakesh Makhija (DIN 117692), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 172                                                                                | 3,85,69,285                   | 99.89                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 2                                                                                  | 42,100                        | 0.11                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 5                                                         | 8,050                               |



## IV. Resolution No. 4 :-

Appointment of M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No. 007567S), as Statutory Auditors of the Company, to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting.

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

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 170                                                                                | 3,86,11,284                   | *100.00                               |

## (ii) Voted against the resolution:

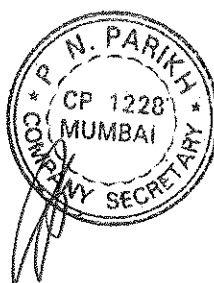
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 3                                                                                  | 111                           | #0.00                                 |

## (iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 5                                                         | 8,010                               |

\* % of votes in favour: 99.9997

#% of votes against : 0.0003



Appointment of Mr. K.C. Mehra (DIN: 00005685) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

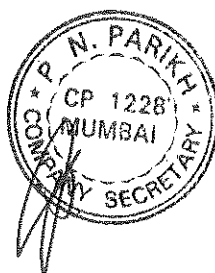
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 167                                                                                | 3,86,04,823                   | 99.98                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 6                                                                                  | 6,382                         | 0.02                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,230                               |



Appointment of Mr. P. R. Menon (DIN: 00005078) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 169                                                                                | 3,86,10,595                   | *100.00                               |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 3                                                                                  | 250                           | #0.00                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,560                               |

\* % of votes in favour: 99.9994

#% of votes against : 0.0006



Appointment of Mr. P. M. Telang (DIN 00012562) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

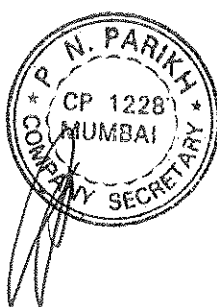
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 168                                                                                | 3,80,52,575                   | 98.55                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 3                                                                                  | 5,58,240                      | 1.45                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,560                               |



Appointment of Ms. Hema A. Hattangady (DIN: 00175563) as a Director/Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 171                                                                                | 3,86,10,635                   | *100.00                               |

(ii) Voted against the resolution:

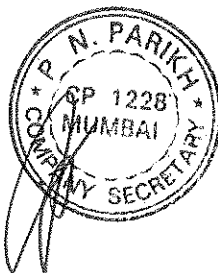
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 2                                                                                  | 240                           | #0.00                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,560                               |

\* % of votes in favour: 99.9994

#% of votes against : 0.0006



Re-Appointment of Mr. Shishir Joshipura (DIN: 00574970) as Managing Director of the Company and payment of remuneration to him.

(i) Voted in favour of the resolution:

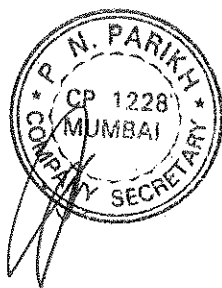
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 170                                                                                | 3,86,05,679                   | 99.99                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 3                                                                                  | 5,196                         | 0.01                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,560                               |



Payment of remuneration to the Cost Auditors of the Company for the Financial Year 2014.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 170                                                                                | 3,86,10,829                   | *100.00                               |

(ii) Voted against the resolution:

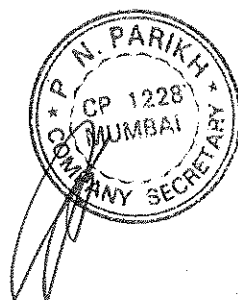
| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 1                                                                                  | 10                            | #0.00                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 6                                                         | 8,560                               |

\* % of votes in favour: 99.99997

#% of votes against : 0.00003



Approval of transactions with SKF Asia Pacific Pte Ltd., Singapore, SKF Group Company.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 166                                                                                | 1,03,53,232                   | *100.00                               |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system and through physical mode | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------------------------------|-------------------------------|---------------------------------------|
| 1                                                                                  | 51                            | #0.00                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of Votes cast (Shares) |
|-----------------------------------------------------------|-------------------------------------|
| 8                                                         | 9,645                               |

\* % of votes in favour: 99.9995

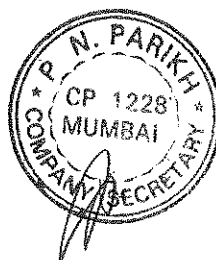
#% of votes against : 0.0005

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

P. N. Parikh  
Parikh & Associates  
Practising Company Secretary  
FCS: 327 CP: 1228  
Place: Mumbai  
Dated: April 21, 2015



# **PARIKH & ASSOCIATES**

## **COMPANY SECRETARIES**

Office :  
 111, 11th Floor, Sai-Dwar CHS Ltd,  
 Sab TV Lane, Opp Laxmi Industrial Estate  
 Off Link Road, Above Shabari Restaurant,  
 Andheri (W), Mumbai : 400 053  
 Tel. : 26301232 / 26301233 / 26301240  
 Email : cs@parikhassociates.com  
 parikh.associates@rediffmail.com

FORM NO. MGT-13

### Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
 The Chairman  
**SKF INDIA LIMITED**  
 Mahatma Gandhi Memorial Building,  
 Netaji Subhash Road,  
 Mumbai- 400002.

The Fifty-Fourth Annual General Meeting of the Equity Shareholders of SKF India Limited held on Thursday, April 23, 2015 at 3:30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K.Dubash Marg, Mumbai 400001

Dear Sir,

I, P.N. Parikh, of M/s Parikh & Associates, Practising Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Fifty-Fourth Annual general meeting of the Shareholders of SKF India Limited held on Thursday, April 23, 2015 at 3:30 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20, K.Dubash Marg, Mumbai 400001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**I. Resolution No. 1 :-**

Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> December, 2014, together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



**II. Resolution No. 2 :-**

**Confirmation of payment of Interim Dividend and declaration of Final Dividend on equity shares of the company for the year ended December 31, 2014.**

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

**(iii) Invalid votes:**

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



III. Resolution No. 3 :-

Re-appointment of Mr. RakeshMakhija (DIN 0117692), who retires by rotation and, being eligible, offers himself for re-appointment.

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

## (ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

## (iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



IV. Resolution No. 4 :-

Appointment of M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No. 007567S), as Statutory Auditors of the Company, to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting.

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

## (ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

## (iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



**Continuation Sheet**

**V. Resolution No. 5 :-**

Appointment of Mr. K.C. Mehra (DIN: 00005685) as an Independent Director of the Company.

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

**(iii) Invalid votes:**

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



VI. Resolution No. 6 :-Appointment of Mr. P. R. Menon (DIN: 00005078) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

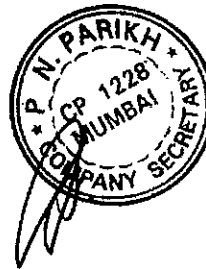
| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



**VII. Resolution No. 7 :-**

Appointment of Mr. P. M. Telang (DIN 00012562) as an Independent Director of the Company.

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

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

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

**(iii) Invalid votes:**

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



VIII. Resolution No. 8 :-

Appointment of Ms. Hema A. Hattangady (DIN: 00175563) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



## IX. Resolution No. 9:-

Re-Appointment of Mr. Shishir Joshipura (DIN: 00574970) as Managing Director of the Company and payment of remuneration to him.

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



**X. Resolution No. 10:-**

**Payment of remuneration to the Cost Auditors of the Company for the Financial Year 2014.**

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



**XI. Resolution No. 11:-**

**Approval of transactions with SKF Asia Pacific Pte Ltd., Singapore, SKF Group Company.**

(i) Voted in favour of the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 28                                                         | 642                                   | 97.57                                 |

(ii) Voted against the resolution:

| Number of members present and voting ( in person or proxy) | Number of Votes cast by them (Shares) | % of total number of valid votes cast |
|------------------------------------------------------------|---------------------------------------|---------------------------------------|
| 4                                                          | 16                                    | 2.43                                  |

(iii) Invalid votes:

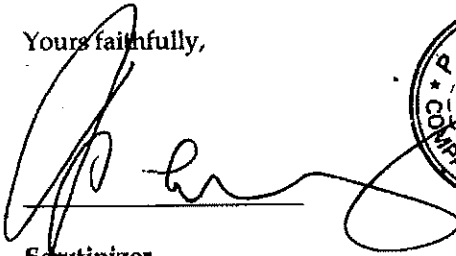
| Total number of members present and voting ( in person or proxy) whose votes were declared invalid | Total number of Votes cast by them (Shares) |
|----------------------------------------------------------------------------------------------------|---------------------------------------------|
| 3                                                                                                  | 1,052                                       |



6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Scrutinizer

Name : P.N. Parikh

Practising Company Secretary

FCS: 327 CPNo.:1228

111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp Laxmi Indl Estate,

Off Link Road, Above Shabari

Restaurant, Andheri West

Mumbai - 400053

Place: Mumbai

Dated: 24<sup>th</sup> April, 2015

**RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE FIFTY-FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, APRIL 28, 2015 AT 3:30 P.M.**

**I. Resolution No. 1 :-**

Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> December, 2014, together with the Reports of the Directors and Auditors thereon.

(No. of Shares)

|                       | Votes in favour    | Votes against | Total              |
|-----------------------|--------------------|---------------|--------------------|
| E-voting/Ballot forms | 3,86,16,760        | 0             | 3,86,16,760        |
| Poll                  | 642                | 16            | 658                |
| <b>Total</b>          | <b>3,86,17,402</b> | <b>16</b>     | <b>3,86,17,418</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.

**II. Resolution No. 2 :-**

Payment of Interim Dividend and declaration of Final Dividend on equity shares of the company for the year ended December 31, 2014.

(No. of Shares)

|                       | Votes in favour    | Votes against | Total              |
|-----------------------|--------------------|---------------|--------------------|
| E-voting/Ballot forms | 3,86,11,230        | 295           | 3,86,11,525        |
| Poll                  | 642                | 16            | 658                |
| <b>Total</b>          | <b>3,86,11,872</b> | <b>311</b>    | <b>3,86,12,183</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.

**SKF India Limited**

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

**III. Resolution No. 3 :-**

Re-appointment of Mr. Rakesh Makhija (DIN 117692), who retires by rotation and, being eligible, offers himself for re-appointment.

(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 3,85,69,285        | 42,100        | 3,86,11,385        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>3,85,69,927</b> | <b>42,116</b> | <b>3,86,12,043</b> |

% of Votes in favour of the resolution:- 99.89

% of Votes against the resolution:- 0.11

Based on the above, the Resolution has been passed with requisite majority.

**IV. Resolution No. 4 :-**

Appointment of M/s. Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No. 007567S), as Statutory Auditors of the Company, to hold office for a term of 4 (four) years from the conclusion of this Annual General Meeting.

(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 3,86,11,284        | 111           | 3,86,11,395        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>3,86,11,926</b> | <b>127</b>    | <b>3,86,12,053</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded -off)

% of Votes against the resolution:- --

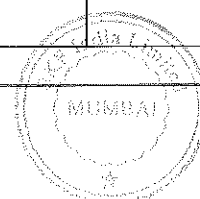
Based on the above, the Resolution has been passed with requisite majority.

**V. Resolution No. 5 :-**

Appointment of Mr. K.C. Mehra (DIN: 00005685) as an Independent Director of the Company.

(No. of Shares)

|                        | Votes in favour | Votes against | Total       |
|------------------------|-----------------|---------------|-------------|
| E-voting/ Ballot forms | 3,86,04,823     | 6,382         | 3,86,11,205 |



## Annexure D

|              |                    |              |                    |
|--------------|--------------------|--------------|--------------------|
| Poll         | 642                | 16           | 658                |
| <b>Total</b> | <b>3,86,05,465</b> | <b>6,398</b> | <b>3,86,11,863</b> |

% of Votes in favour of the resolution:- 99.98

% of Votes against the resolution:- 0.02

Based on the above, the Resolution has been passed with requisite majority.

**VI. Resolution No. 6 :-**

Appointment of Mr. P. R. Menon (DIN: 00005078) as an Independent Director of the Company.

(No. of Shares)

|                       | Votes in favour    | Votes against | Total              |
|-----------------------|--------------------|---------------|--------------------|
| E-voting/Ballot forms | 3,86,10,595        | 250           | 3,86,10,845        |
| Poll                  | 642                | 16            | 658                |
| <b>Total</b>          | <b>3,86,11,237</b> | <b>266</b>    | <b>3,86,11,503</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.

**VII. Resolution No. 7 :-**

Appointment of Mr. P. M. Telang (DIN 00012562) as an Independent Director of the Company.

(No. of Shares)

|                       | Votes in favour    | Votes against   | Total              |
|-----------------------|--------------------|-----------------|--------------------|
| E-voting/Ballot forms | 3,80,52,575        | 5,58,240        | 3,86,10,815        |
| Poll                  | 642                | 16              | 658                |
| <b>Total</b>          | <b>3,80,53,217</b> | <b>5,58,256</b> | <b>3,86,11,473</b> |

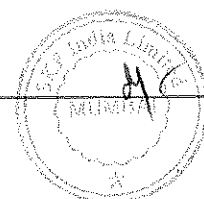
% of Votes in favour of the resolution:- 98.55

% of Votes against the resolution:- 1.45

Based on the above, the Resolution has been passed with requisite majority.

**VIII. Resolution No. 8 :-**

Appointment of Ms. Hema A. Hattangady (DIN: 00175563) as a Director/Independent Director of the Company.



(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 3,86,10,635        | 240           | 3,86,10,875        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>3,86,11,277</b> | <b>256</b>    | <b>3,86,11,533</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.

**IX. Resolution No. 9 :-**

Re-Appointment of Mr. Shishir Joshipura (DIN: 00574970) as Managing Director of the Company and payment of remuneration to him.

(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 3,86,05,679        | 5,196         | 3,86,10,875        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>3,86,06,321</b> | <b>5,212</b>  | <b>3,86,11,533</b> |

% of Votes in favour of the resolution:- 99.99

% of Votes against the resolution:- 0.01

Based on the above, the Resolution has been passed with requisite majority.

**X. Resolution No. 10 :-**

Payment of remuneration to the Cost Auditors of the Company for the Financial Year 2014.

(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 3,86,10,829        | 10            | 3,86,10,839        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>3,86,11,471</b> | <b>26</b>     | <b>3,86,11,497</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.



**XI. Resolution No. 11 :-**

Approval of transactions with SKF Asia Pacific Pte Ltd., Singapore, SKF Group Company.

(No. of Shares)

|                        | Votes in favour    | Votes against | Total              |
|------------------------|--------------------|---------------|--------------------|
| E-voting/ Ballot forms | 1,03,53,232        | 51            | 1,03,53,283        |
| Poll                   | 642                | 16            | 658                |
| <b>Total</b>           | <b>1,03,53,874</b> | <b>67</b>     | <b>1,03,53,941</b> |

% of Votes in favour of the resolution:- 100.00 (Rounded-off)

% of Votes against the resolution:- --

Based on the above, the Resolution has been passed with requisite majority.

**FOR SKF INDIA LIMITED**

*Indip. Masani*

**COMPANY SECRETARY**

