

L&S/stk/331 & 332
29th June, 2018

BSELISTING

NEAPS

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

Sub : Notice of the 57th Annual General Meeting

In terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, please find attached herewith a copy of the notice of the 57th Annual General Meeting of the Company to be held on Wednesday, 25th July, 2018 at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021 at 3.00 p.m.

Thanking you,

Yours faithfully,
SKF India Limited



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. Web www.skf.com, www.skfindia.com
CIN: L29130MH1961PLC011980

NOTICE

NOTICE IS HEREBY GIVEN that the Fifty Seventh Annual General Meeting of the Members of SKF India Limited will be held at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021 on Wednesday, July 25, 2018 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2018 together with Reports of the Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Bernd Stephan (DIN 07835737) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) and pursuant to the approval of Members at the Fifty Fourth Annual General Meeting, the appointment of M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm's Registration Number 0075675 with the ICAI) as Statutory Auditors of the Company be and is hereby ratified to hold office as such from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be decided by the Audit Committee / Board of Directors of the Company from time to time."

SPECIAL BUSINESS:

5. Appointment of Mr. Carl Orstadius (DIN: 08080144) as a Director of the Company

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. Carl Orstadius (DIN: 08080144) who was appointed as an Additional Director of the Company with effect from April 1, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 129 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company."

6. Appointment of Mr. Carl Orstadius (DIN: 08080144) as Managing Director of the Company

To consider and if thought fit, to pass the following Resolutions as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provision of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof and subject to such other approvals as may be necessary, the appointment of Mr. Carl Orstadius as Managing Director of the Company for a period of one year with effect from April 1, 2018 on the terms and conditions and remuneration as contained in the agreement dated 20.3.2018 between Mr. Carl Orstadius and the Company, copy whereof initialed by the Chairman for the identification is placed before the meeting be and is hereby approved."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year the remuneration payable to Managing Director shall be governed by Section II, Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof or re-enactments thereof, or such other limits as may be prescribed by the Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Nomination & Remuneration Committee / Board of Directors of the Company be and are hereby authorized to alter and vary the aforesaid terms as to remuneration including perquisites subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013, as in force from time to time and to do all such acts, matters, deeds and things as are usual or expedient to implement this resolution."

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

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modifications or amendments or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the material contracts / arrangements / transactions in the ordinary course of business with SKF GmbH, Schweinfurt, Germany ('SKF Germany'), a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for the Financial Years from 2017-18 to 2019-20 as set out under the Statement setting out the material facts annexed to this Notice dated May 8, 2018 for Item No.7 on such terms and conditions as may be mutually agreed upon between the Company and SKF, Germany."



"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts and deeds to finalise the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution."

8. Ratification of Remuneration to Cost Auditor

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies and confirms the remuneration of ₹ 3.8 lakhs (Rupees Three lakhs and eighty thousand) plus applicable taxes and out-of-pocket expenses incurred in connection with the cost audit, payable to Messrs R A & Co., Cost Auditor, Mumbai having Registration No. 000242 appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the year 2017-18.

By Order of the Board
SKF India Limited



P. Bhandari
Company Secretary

Registered Office :

Mahatma Gandhi Memorial Building,
Netaji Subhash Road,
Mumbai 400 002.
CIN No.:L29130MH1961PLC011980
E-mail:investors@skf.com
Website:www.skfindia.com
Telephone No.:022-66337777
May 8, 2018

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" or "Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority.

as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights then such proxy shall not act as a proxy for any other person or Member.

2. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 17, 2018 to Wednesday, July 25, 2018, both days inclusive, for the purpose of payment of dividend, if declared at the Annual General Meeting.
4. The dividend on equity shares, as recommended by the Board of Directors, if declared at Annual General Meeting, will be paid:
 - (i) in respect of shares held in physical form to those shareholders whose names stand on the Register of Members of the Company after giving effect to all valid transfer deeds in physical form lodged with the Company on or before Monday, July 16, 2018; and
 - (ii) in respect of shares held in the dematerialized form to those deemed members whose names appear in the statements as furnished by the depositories for this purpose as at the end of the business hours on Monday, July 16, 2018.
5. Beneficial Owners of shares in demat form are advised to get particulars of their Bank account updated with the Depository Participant (DP) as in terms of SEBI Guidelines and the regulations of NSDL & CDSL, their Bank Account details, as furnished to the DP, will be printed on their dividend warrants. The Company will not entertain requests for change of such bank details printed on their dividend warrants.
6. The amount outstanding in unpaid dividend account in respect of financial year 2011 and shares where dividend had remained unpaid for last 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.skfindia.com, the information on unclaimed dividends.
7. The Ministry of Corporate Affairs has introduced a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies. It has issued circulars stating that documents including Annual Report can be sent by e-mail to its shareholders. Your Company welcomes this green initiative



for paperless communication, which is in line with its focus on eco friendly and sustainable products and services.

To support this green initiative in full measure, shareholders who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holdings with the Depository through their concerned Participants. Shareholders who hold shares in physical form are requested to fill and send the "Email Registration Form" to the Company which is available on SKF India's website www.skfindia.com under Investor page section / Shareholder's Information.

In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014 as amended, the copy of Annual Report of the Company for the Financial Year 2017-18 and this Notice, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and proxy form are being sent by e-mail, unless any Member has requested for a physical copy of the same, to those members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. This notice and the Annual Report 2017-18 will also be available on the Company's website www.skfindia.com in the investors section.

In case you wish to get a physical copy of the Annual Report, you may send your request to csg-annualreports@tsrdarashaw.com mentioning your Folio / DP ID & Client ID.

8. 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.
9. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to and including the date of the annual general meeting.
10. Route Map showing directions to reach to the venue of the 57th AGM is being provided in the Annual Report. The route map has been uploaded on the website of the Company viz. www.skfindia.com
11. Process of Members opting for e-Voting:
 - (1) E-voting: In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all

resolutions set forth in this Notice. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right to vote at the AGM.

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

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

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

Details on Step 1 is mentioned below:

Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

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

- 7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
- 8 Now, you will have to click on "Login" button.
- 9 After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

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

Other Instructions:

- i. The e-voting period commences on Sunday, July 22, 2018 (9.00 a.m. IST) and ends on Tuesday, July 24, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Wednesday, July 18, 2018 i.e. cutoff date, may cast their vote electronically.
- ii. 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 cast by the Member, he / she / it shall not be allowed to change it subsequently.

- iii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Wednesday, July 18, 2018. 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 or poll paper.
- iv. 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. July 18, 2018 may obtain the login id and password by sending a request at pallavid@nsdl.co.in/evoting@nsdl.co.in. However, if he/she is already registered with NSDL for e-voting then he/she can use his/her existing User ID and password for casting vote.
- v. 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).
- vi. A Member may participate in the Annual General Meeting even after exercising his right to vote through e-voting but shall not be entitled to vote again.
- vii. Mr. P. N. Parikh and failing him Mr. Mitesh Dhabliwala and failing him Ms Sarvari Shah of M/s. Parikh and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
- viii. The Scrutinizer shall on conclusion of the voting at the AGM first count the votes cast at the meeting and thereafter, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.skfindia.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of the voting shall also be placed on the Notice Board at the Registered Office of the Company.

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

Item No.5

The Board of Directors appointed Mr. Carl Orstadius (DIN 08080144) as an Additional Director of the Company with effect from April 1, 2018 on the recommendation of the Nomination and Remuneration Committee. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article 129 of the Articles of Association of the Company, Mr. Carl Orstadius holds office of the Director up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

The Board of Directors is confident that with his vast Global knowledge and varied experience within SKF will be of great value to the Company and hence recommends the Resolution at Item No.5 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Carl Orstadius is in any way concerned or interested, financially or otherwise, in this resolution.

Item No.6

The Board on the recommendation of the Nomination and Remuneration Committee appointed Mr. Carl Orstadius as Managing Director of the Company effective from April 1, 2018 for a period of 1 (one) year at its meeting held on March 20, 2018 on the terms and conditions including remuneration as set out in the agreement dated March 20, 2018 which are as under:

1. Remuneration

A) Salary

The Managing Director shall be paid by way of annual Base Salary a sum of ₹ 7,800,000/- which shall be revised annually each year beginning April 2019. The increase shall be at the discretion of the Nomination & Remuneration Committee / Board of Directors of the Company.

B) In Addition to the Base Salary the Managing Director will be entitled to an annual Supplementary Allowance amounting to ₹ 7,800,000/- and an annual Location Allowance amounting to ₹ 8,500,000/-.

C) Incentives

i. The Managing Director will be entitled to a Short Term Variable Salary (STVS) Incentive as per the Group Bonus Plan. The maximum STVS payable is 25% of Base Salary and Supplementary Allowance put together.

ii. Long Term Scheme : The Managing Director will be entitled to participate in the Group Long Term Variable Salary (LTVS) program.

D) Retirement Benefits

Provident Fund : SKF will contribute 12% of Annual Base

- Salary towards Provident Fund
- Gratuity : Gratuity as per the Payment of Gratuity Act.
- Additionally : An amount of upto a maximum ₹800,000 annually will be paid by the Company towards Pension Schemes and Social Security costs in Sweden

E) Perquisites

In addition to the above remuneration, the Managing Director shall also be entitled to the following perquisite :-

a) House Accommodation/House Rent Allowance (HRA)

The company will provide a rent free furnished accommodation in Pune.

b) Medical reimbursement to self and dependant family (spouse and children) for outpatient medical care and will be covered under the Hospitalisation scheme as per the Rules of the Company.

c) Membership of two clubs.

d) Car and Telephone – The Company shall provide one Car and driver and telephone reimbursement as per the Company policy.

e) Hospitalisation Policy, Personal Accident Group Insurance Scheme and Death Insurance policy as per the Company rules and regulations.

Provision for the use of company car and telephone(s) at residence and mobile including payment for local calls and long distance official calls shall not be included in the computation of perquisites for the purpose of calculating such ceilings.

f) Leave – Entitlement for leave as per the rules of the Company. Encashment of unutilised leave at the end of tenure shall not be considered as a perquisite for purposes of ceiling on remuneration prescribed in the Companies Act, 2013.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual costs.

The total remuneration and perquisites payable to the Managing Director shall be within the ceiling limits prescribed in Sections 196 to 201 of the Companies Act, 2013. In case of absence or inadequacy of profits in any financial year, the Company shall, subject to the provisions of Section II, Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof and / or the approval of the

Central Government where necessary, pay the remuneration mentioned above as minimum remuneration to Mr. Orstadius.

The Nomination and Remuneration Committee / Board of Directors are authorised to alter, increase and vary the remuneration and perquisites provided that total remuneration by way of salary and perquisites and other allowances shall be within the maximum limits as laid down under Sections 196 to 201 and all other applicable provisions, if any of the Act read with Section II, Part II of Schedule V of the Companies Act, 2013, as may be amended from time to time or any equivalent statutory re-enactment thereof for the time being in force.

2. Other material terms of appointment

- i. Mr. Orstadius acting as the Managing Director of the Company shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") shall from time to time determine and subject to any directions and restrictions from time to time given and imposed by the Board, he shall have the general control, management and superintendence of the day-to-day business and affairs of the Company with powers to enter into any contracts on behalf of the Company in the ordinary course of business, and to do and perform all other acts, deeds and things which in the ordinary course of business he may consider necessary, expedient or proper in the interests of the Company.
- ii. The agreement may be terminated by either party by giving a notice in writing of three month to the other party.
- iii. The Company shall be entitled to forthwith determine this Agreement in the event of Mr. Orstadius being found guilty of misconduct or negligence in the discharge of his duties or in the conduct of the Company's business or to any other act or commission inconsistent with his duties as the Managing Director or any breach of this Agreement which in the opinion of the Board renders his termination from the office of Managing Director desirable.
- iv. If, before the expiration of this Agreement, the tenure of office of Mr. Orstadius shall be determined by reason of reconstruction or amalgamation, whether by winding up of the Company or otherwise, Mr. Orstadius shall have no claim against the Company for damages or otherwise whatsoever.
- v. The terms and conditions of appointment of MD also include clauses pertaining to adherence with the SKF Code of Conduct, Non-Competition Policy and maintenance of confidentiality.

A copy of the Agreement entered into between Mr. Orstadius and the Company is available at the Registered Office of the Company for inspection on any working day (except Saturday) during normal working hours of the Company.

The Board of Directors recommends resolutions set out at Item No.6 of this Notice for your approval.

Mr. Orstadius is not related to any of the Directors of the Company.

None of the Directors, Key Managerial Personnel or other relative except Mr. Orstadius is interested in the resolution set out at Item No.6 of this Notice.

Item No.7

The particulars of the contract / arrangements / transactions are as under:

PARTICULARS	INFORMATION
Name of the Related Party	SKF GmbH, Schweinfurt
Name of Director(s) or Key Managerial Personnel who is related, if any.	None of the Directors except Mr. Bernd Stephan and Mr. Carl Orstadius being representatives of AB SKF on the Board of Company
Nature of relationship	Subsidiary of Holding Company
Nature, and monetary value of contract / transactions with SKF GmbH, Schweinfurt (RPTs)	1. Purchase of raw material and finished goods (2231.3 minr) 2. Purchase of capital goods (0.1 minr) 3. Sale of Goods & Services (577.4) 4. Service Received (0.9 minr) 5. Reimbursement paid (0.6 minr) 6. Reimbursement Received (1.1 minr)
Particulars of Contract with SKF GmbH, Schweinfurt.	1. Purchase of Finished Goods for resale: SKF India Limited business model comprises of two broad streams – sales of own manufactured goods and services and sales of traded goods manufactured by other SKF companies. In respect of traded goods, the buying price is fixed according to international transfer pricing guidelines and is approved by Special Valuation Bureau of Customs. SKF Germany is one of SKF Group companies from whom SKF India Limited is sourcing its product to meet the demand of the customer. 2. Purchase of components and capital goods: These are generally specialized items that are made to SKF drawings and specifications and are bought at arm's length prices. 3. Sale of goods: SKF India Limited sells products to other SKF Legal entities for ultimate sales to external customers in their country and the prices for the same are fixed according to international transfer pricing guidelines. SKF Germany is one of such customers to whom SKF India Ltd exports its products. 4. Reimbursement of expenses received or paid, services obtained or rendered from time to time: SKF India Limited may incur expenses which either need to be reimbursed or recovered or availed for procurement of goods for its ultimate customer.

PARTICULARS	INFORMATION
Whether the transactions have been approved by the Audit Committee	Yes, the Related Party Transactions are in Accordance with the Related Party Transactions Policy of the Company and have been Approved by the Audit Committee.
Estimated Monetary Value of such RPTs	Considering the nature of the industry / business in which the Company operates, the Company expects the level of transactions with SKF, GmbH, Schweinfurt to be above the Materiality threshold. Therefore the approval of the Members is sought for an aggregate value of transactions with SKF GmbH, Schweinfurt, for an amount not exceeding twice the aggregate value of RPTs in the ordinary course of business, in each financial year entered into by the Company with SKF, GmbH, Schweinfurt as compared to the value of RPTs entered into in the immediately preceding financial year. e.g. If the value of RPTs contracted is ₹ 100/- in FY 2017-18 then the ceiling for the RPTs for FY 2018-19 would be ₹ 200/-.
Any other information relevant or important for the Members to make a decision on the proposed transaction.	None

All the above transactions carried out by SKF India Limited with SKF GmbH, Schweinfurt are in the ordinary course of business and at arm's length and hence are recommended for approval by the members.

Considering the dynamic business environment where neither demand nor foreign exchange rates can be predicted in advance, the Company expects the level of transactions to be above the materiality threshold as prescribed under the Listing Regulations, for the period for which the approval of Members is sought as stated above. To sustain quality standards of the SKF Group, quantitative benefits to enable operational efficiency, this needs to be considered as an enabling resolution. The details of the Related Party Transactions will continue to be disclosed in the Annual Financial Statements.

The Related Party Transactions as aforesaid are necessary, normal and incidental to business as also play significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in Item No.7 of the Notice for the approval of the Members in terms of Regulations 23 of SEBI (LODR) Regulations, 2015.

None of the Directors and Key Managerial Personnel or their relatives except Bernd Stephan and Mr. Carl Orstadius representing SKF Group are in any way concerned or interested in the resolution.

Item No. 8

The Company is required to have its cost records audited by Cost Accountant in practice. Accordingly, the Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of Messrs. R A & Co., Cost Accountants, having Firm Registration No. 000242 as Cost auditors of the Company for the financial year ending March 31, 2018.

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

The Board accordingly recommends Item No. 8 of the 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.

By Order of the Board
SKF India Limited

P. Bhandari

P. Bhandari
Company Secretary

Registered Office :
Mahatma Gandhi Memorial Building,
Netaji Subhash Road,
Mumbai 400 002.
CIN No.:L29130MH1961PLC011980
E-mail:investors@skf.com
Website:www.skfindia.com
Telephone No.:022-66337777
May 8, 2018

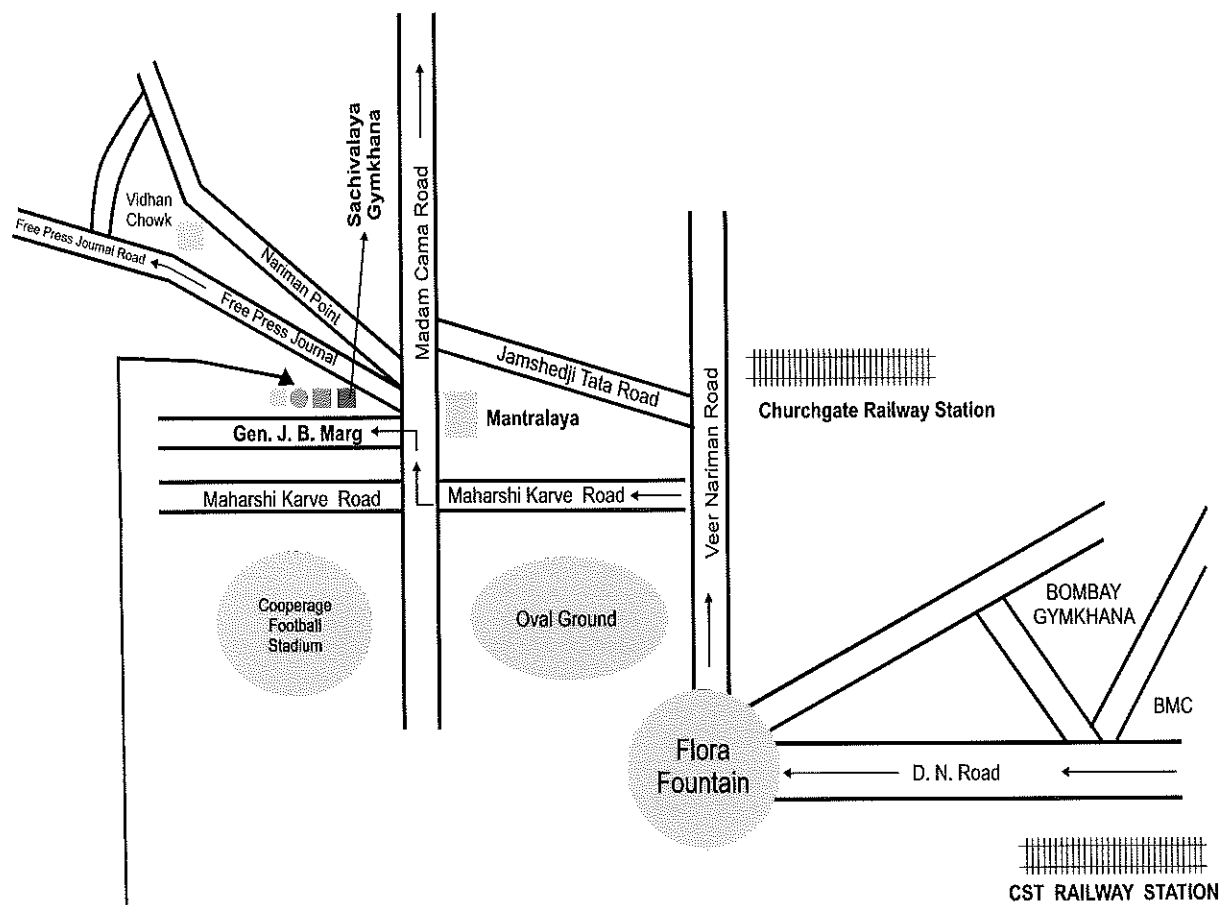
Details of Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Carl Orstadius	Mr. Bernd Stephan
Director Identification Number	08080144	07835737
Date of Birth	01.02.1962	09.12.1956
Nationality	Swedish	German
Date of Appointment on Board	01.04.2018	08.06.2017
Qualification	Master of Business Administration from the University of Gothenburg, Sweden	Mechanical Engineer from University of Essen in Germany
Expertise	Mr. Orstadius has been associated with SKF Group since 1987 and has held several leading positions in the past within SKF Group. The most recent one being at SKF Group Headquarters at Gothenburg, Sweden as an in charge of Supply Chain, Investments and Integrated Cost Reductions apart from Controlling function of Automotive & Aero Business Segment of SKF Group. In the past three years, he has been the driver behind improvement in the operating margin of the Global Automotive business for SKF. Mr. Orstadius was Managing Director of SKF Sweden in 2006-10 and of SKF Peru in 1996-98	Mr. Stephan is associated with SKF Group since 1994 and is currently President , Automotive and Aerospace and Member of SKF Group management. Prior to that, Mr. Bernd Stephan was Sr. Vice President Group Technology (CTO) and had held several leading positions in the past within SKF Group in Renewable Energy, Business unit Trucks, Business unit CR Europe. Mr. Stephan was Managing Director of C R Elastomere GmbH in 1994.
Shareholding in SKF India Ltd	Nil	Nil
List of Directorship held in other Companies	SKF Espanola Lincoln Helios (India) Limited	SKF Austria AG and SKF GmbH, Germany
Chairmanship / Membership of Audit and Stakeholders Relationship Committee	Stakeholders Relationship Committee SKF India Ltd.	Nil
Relationship between the Directors inter-se	Nil	Nil

For other details such as number of meetings of the Board attended during the year, remuneration drawn, please refer to the Corporate Governance report.



ROUTE MAP TO THE VENUE OF THE AGM on Wednesday, July 25, 2018 at 3.00 p.m.



Rangaswar Hall

4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannath Bhosale Marg,
Next to Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021

SKF India Limited

CIN : L29130MH1961PLC011980

Registered Office : Mahatma Gandhi Memorial Building, N. S. Road, Charni Road, Mumbai 400 002
Phone No.:+91 (22) 66337777, Fax :+91 (22) 22819074, Website : www.skf.com/in E-mail : investors@skf.com**Attendance Slip**

(To be presented at the entrance duly signed)

I hereby record my presence at the FIFTY-SEVENTH ANNUAL GENERAL MEETING of SKF India Ltd. to be held at Rangaswar Hall, 4 th Floor, Yashwantrao Chavan Pratishthan, Gen. Jaganmathrao Bhosale Marg, Mumbai 400 021 on Wednesday, 25 th July, 2018 at 3.00 p.m. SIGNATURE OF THE ATTENDING MEMBER / PROXY : _____

ELECTRONIC VOTING PARTICULARS		
Electronic Voting Event Number (EVEN)	User ID	Password

Note : Please refer to the instructions printed under the Notes to the Notice of the 57th Annual General Meeting. The voting periods starts from 9.00 am on Sunday 22nd July, 2018 and ends on Tuesday, 24th July, 2018, at 5.00 p.m. The voting portal shall be disabled by NSDL for voting thereafter.

SKF India Limited

CIN : L29130MH1961PLC011980

Registered Office : Mahatma Gandhi Memorial Building, N. S. Road, Charni Road, Mumbai 400 002
Phone No.:+91 (22) 66337777, Fax :+91 (22) 22819074, Website : www.skf.com/in E-mail : investors@skf.com**Proxy Form**

Name of the Member(s)
Registered Address
Email ID
Folio No./DP ID – Client ID

I/We being the Member(s) of _____ shares of above named Company, hereby appoint:

- | | | | | |
|----|--------------------|-----------|-------------|----|
| 1. | Name : | Address : | Signature : | or |
| | Email ID : | | | |
| | failing him / her. | | | |
| 2. | Name : | Address : | Signature : | or |
| | Email ID : | | | |
| | failing him / her. | | | |
| 3. | Name : | Address : | Signature : | |
| | Email ID : | | | |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 57th Annual General Meeting of the Company to be held on Wednesday, 25th July, 2018 at 3.00 p.m. at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jaganmathrao Bhosale Marg, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below :

No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2018 together with Reports of the Directors and the Auditors thereon.		
2.	To declare a dividend on Equity Shares for the financial year ended March 31, 2018.		
3.	To appoint a Director in place of Mr. Bernd Stephan (DIN 07835737) who retires by rotation and being eligible offers himself for re-appointment.		
4.	Re-appointment of M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm's Registration Number 007567S with the ICAI) as Statutory Auditors.		
5.	Appointment of Mr. Carl Orstadius (DIN: 08080144) as a Director of the Company.		
6.	Appointment of Mr. Carl Orstadius (DIN: 08080144) as Managing Director of the Company.		
7.	Approval of transactions with SKF GmbH, Schweinfurt, Germany, SKF Group Company.		
8.	Ratification of Remuneration to Cost Auditor for the year 2017-18.		

Signed this _____ day of _____ 2018.

Signature of Member(s) : _____ Signature of Proxy holder(s) : _____

Notes :

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 57th Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



Signature across the stamp