

December 5, 2018

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001, India  
**Scrip Code: 500472**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai - 400 051, India  
**Symbol: SKFINDIA**

Dear Sirs,

**Subject: Submission of public announcement for the buyback of equity shares of INR 10 each ("Equity Shares") for a maximum amount of INR 3,990 million through tender offer route pursuant to the provisions of Regulation 7(1) of SEBI (Buy Back of Securities) Regulations, 2018 ("Buyback")**

This is in furtherance to, (i) our intimation letter dated October 19, 2018, regarding convening of our board meeting to approve the Buyback, (ii) our letter dated October 24, 2018, informing the outcome of our board meeting held on the same date (October 24, 2018) that approved *inter alia*, the Buyback of our equity shares through tender offer route, and (iii) our letter dated December 3, 2018, regarding submission of the voting results of a special resolution dated December 1, 2018 for approval of Buyback of equity shares of the Company.

In this connection, pursuant to Regulation 7 of the SEBI Buyback Regulations, the Company has published the Public Announcement for the Buyback on December 5, 2018, in the newspapers mentioned below:

| Name of the Newspaper | Language | Editions     |
|-----------------------|----------|--------------|
| Business Standard     | English  | All Editions |
| Business Standard     | Hindi    | All Editions |
| Nav Shakti            | Marathi  | Mumbai       |

The copy of the said Public Announcement and a certified true copy of the special resolution are enclosed for your reference and dissemination on the Stock Exchanges.

You are requested to kindly take note of the same.

For SKF India Limited



**Pradeep Bhandari**  
Company Secretary

Encl.: As above

**SKF India Limited**

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

**SPECIAL RESOLUTIONS PASSED BY THE SHAREHOLDERS  
BY POSTAL BALLOT NOTICE DATED 24<sup>th</sup> OCTOBER, 2018**

**APPROVAL FOR BUYBACK OF EQUITY SHARES**

**"RESOLVED THAT** pursuant to Article 63 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Companies Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the "**Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company ("**Board**", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution), consent of the shareholders be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of INR 10 (Indian Rupees Ten only) each ("**Equity Shares**"), not exceeding 1,900,000 Equity Shares (representing 3.70% of the total paid-up equity capital of the Company) at a price of INR 2,100 (Indian Rupees Two Thousand One Hundred only) per Equity Share ("**Buyback Offer Price**"), payable in cash, for an aggregate maximum amount of INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("**Transaction Costs**") (such maximum amount hereinafter referred to as the "**Buyback Offer Size**") which represents 21.73% of the aggregate of the Company's paid-up capital and free reserves as on March 31, 2018 as per the audited financials of the company for the year ended as on March 31, 2018 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter (defined hereunder), as on a record date to be subsequently decided by the Board, through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended."



**"RESOLVED FURTHER THAT**, as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on record date, on a proportionate basis, provided that fifteen percent of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations."

**"RESOLVED FURTHER THAT**, the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach the stock exchange(s), as may be required, for facilitating the same."

**"RESOLVED FURTHER THAT** the Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s)/Officer(s)/ Authorised Representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including entitlement ratio, record date, the timeframe for completion of Buyback; appointment of designated stock exchange and other intermediaries/ agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the draft letter of offer / letter of offer with the SEBI, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with a bank, entering into agreement(s), release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/ or other regulators and statutory authorities as may be required from time to time."



**"RESOLVED FURTHER THAT** the Buyback Committee be and is hereby authorized to delegate all or any of the authorities conferred upon it/ them to any officer(s)/ authorized signatory(ies) of the Company."

**"RESOLVED FURTHER THAT,** nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and / or the Buyback Committee be and are hereby jointly and/or severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and / or any person authorised by the Board may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Certified True Copy  
For SKF India Limited**



Pradeep Bhandari  
Company Secretary & Compliance Officer

Date : 5.12.2018

# SKF INDIA LIMITED

CIN: L29130MH1961PLC011980

Registered Office: Mahatma Gandhi Memorial Building, Netaji Subhash Road, Charni Road (W), Mumbai 400 002, Maharashtra, India | Tel. No.: +91 22 6633 7777 | Fax No.: +91 22 2281 9074

Corporate Office: Chinchwad, Pune 411 033, Maharashtra, India | Tel. No.: +91 20 6611 2500 | Fax No.: +91 20 2747 3822 | E-mail: investors@skf.com | Website: www.skfindia.com

Company Secretary & Compliance Officer: Pradeep Bhandari



## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SKF INDIA LIMITED IN CONNECTION WITH THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES), REGULATIONS, 2018

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of SKF India Limited pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

**OFFER FOR BUYBACK OF NOT EXCEEDING 1,900,000 (ONE MILLION AND NINE HUNDRED THOUSAND ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 10 EACH (INDIAN RUPEES TEN ONLY) ("EQUITY SHARES") AT A PRICE OF INR 2,100 (INDIAN RUPEES TWO THOUSAND AND ONE HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS**

### 1. DETAILS OF THE BUYBACK

- Pursuant to the resolution passed by the Board of Directors of SKF India Limited (the "Company") (the Board of Directors of the Company are hereinafter referred to as the "Board" or the "Board of Directors", which expression shall include the committee constituted by the Board to exercise its power related to the buyback i.e., the Buyback Committee) on October 24, 2018 ("Board Meeting") and the special resolution dated December 1, 2018 passed by the shareholders of the Company through postal ballot including electronic voting, the results of which were declared on December 3, 2018, the Company, hereby, announces the buyback of not exceeding 1,900,000 fully paid up equity shares of the Company of face value INR 10 each ("Equity Shares") (representing 3.70% of the total paid up equity capital of the Company) from the shareholders/ beneficial owners of Equity Shares of the Company including the promoter and members of the promoter group as on December 21, 2018 (the "Record Date") (for further details in relation to the Record Date, refer to paragraph 11 of this Public Announcement), on a proportionate basis, through the "tender offer" process as prescribed under the SEBI Buyback Regulations, at a price of INR 2,100 (Indian Rupees Two Thousand and One Hundred only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount of INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only) (such maximum amount hereinafter referred to as the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"). The Buyback Offer Size and the Buyback Offer Price do not include any expense incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors' fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback Offer Size represents 21.73% of the aggregate of the Company's paid-up capital and free reserves as per the audited financials of the Company for the year ended as on March 31, 2018 (the last audited financial statements available on the date of the Board Meeting recommending the proposal of the Buyback). The Buyback is subject to receipt of such approvals, permissions, consents, sanctions and exemptions of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), and/ or the Stock Exchanges (hereinafter defined).

- The Buyback is pursuant to Article 63 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act 2013 ("Companies Act"), and the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, each as amended from time to time and the provisions of the SEBI Buyback Regulations and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- The Buy-back shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date (as defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POL/CYCEL/1/2015 dated April 13, 2015 and circular bearing reference number and CFD/DCR2/ CIR/P/2016/131 dated December 09, 2016 ("SEBI Circulars"), including any further amendments thereof. Please refer to paragraph 11 below for further details regarding the Record Date and shareholders' entitlement to tender the Equity Shares in the Buyback.

- The Buyback of Equity Shares from shareholders who are person resident outside India including foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, and the rules, regulations framed thereunder, if any and such approvals shall be required to be taken by such non-resident Indian shareholders.

- In terms of the SEBI Buyback Regulations, under the tender offer method, the promoter and members of the promoter group have the option to participate in the Buyback. In this regard, Aktiebolaget SKF, the promoter of the Company, and SKF UK Ltd and SKF Forvaltning AB, members of the promoter group, have expressed their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in paragraph 6.4 of this Public Announcement. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the Company may increase or decrease from the existing shareholding in the total equity capital and voting rights of the Company. The Promoter is already in control over the Company and therefore any further increase in the voting rights of the Promoter will not result in any change in control of the Company.

- The Buyback of Equity Shares may be subject to taxation in India and/or in the country of residence of the Eligible Shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are required to consult their own legal, financial and tax advisors for the applicable tax implications prior to participating in the Buyback.

- A copy of this Public Announcement is available on the Company's website i.e., www.skfindia.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the websites of the Stock Exchanges, i.e., www.nseindia.com and www.bseindia.com during the period of the Buyback.

### 2. NECESSITY FOR BUYBACK

- Share buyback is the acquisition by a company of its own shares. The Board is of the view that the proposed Buyback will help the Company achieve the following objectives: (a) Optimize returns to shareholders; (b) Enhance overall shareholders value; and (c) Optimize the capital structure. The above objectives will be achieved by returning part of surplus cash back to shareholders through the Buyback process. This may lead to reduction in outstanding Equity Shares, improvement in earnings per Equity Share and enhanced return on invested capital. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Board at its meeting held on October 24, 2018, considered the accumulated free reserves as well as the cash liquidity reflected in the last audited financial statements as on March 31, 2018 and considering these, the Board decided to allocate a sum of INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company as on the Record Date through the Buyback.

- After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback at a price of INR 2,100 (Indian Rupees Two Thousand and One Hundred only) per Equity Share for an aggregate consideration of INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only). The Buyback is being undertaken, *inter-alia*, for the following reasons:

- The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per their entitlement or 15% of the number of shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- The Buyback gives an option to the shareholders holding Equity Shares of the Company on the Record Date, who can choose to participate in the Buyback and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding in the Company, post the Buyback offer, without any additional investment.

### 3. MAXIMUM AMOUNT REQUIRED FOR THE BUYBACK, ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED:

- The maximum amount required for Buyback will not exceed INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only) excluding Transaction Costs, being 21.73% of the aggregate of the fully paid up capital and free reserves of the Company, which is not exceeding 25% of the aggregate of the fully paid up capital and free reserves of the Company as per the last audited financial Statements of the Company as on March 31, 2018.
- The aggregate paid-up capital and free reserves as on March 31, 2018 is INR 18,359.2 million (Indian Rupees Eighteen Thousand Three Hundred and Fifty-Nine Million and Two Hundred Thousand only). Under the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback shall not exceed 25% of the aggregate of the paid-up capital and free reserves of the Company i.e. INR 4,589.8 million (Indian Rupees Four Thousand Five Hundred and Eighty-Nine Million and Eight Hundred Thousand only) as per the last audited financial statements of the Company available as on the date of Board meeting recommending the proposal of the Buyback. The maximum amount proposed to be utilized for the Buyback, is INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only) excluding Transaction Costs and is therefore within the above-mentioned limit.

- The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The funds used will not exceed 25% of the aggregate of the paid-up capital and free reserves of the Company as on March 31, 2018. The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

### 4. MAXIMUM PRICE AT WHICH THE EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND BASIS OF ARRIVING AT THE BUYBACK PRICE:

- The Equity Shares of the Company are proposed to be bought back at a price of INR 2,100/- (Indian Rupees Two Thousand and One Hundred only) per Equity Share ("Buyback Offer Price"). The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), i.e., the stock exchanges where the Equity Shares are listed (BSE and NSE are hereinafter together referred to as the "Stock Exchanges"), the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.
- The Buyback Offer Price represents:
  - premium of 22.42% and 22.42% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback i.e., October 19, 2018; and
  - premium of 25.75% and 25.45% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback i.e., October 19, 2018.

### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK:

- The Company proposes to Buyback not exceeding 1,900,000 Equity Shares of the Company, representing 3.70 % of the total paid-up equity capital of the Company.
- Further, under the Companies Act and the SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 12,834,490 Equity Shares. Since the Company proposes to buy back up to 1,900,000 Equity Shares, the same is within the aforesaid 25% limit.

### 6. DETAILS OF PROMOTERS SHAREHOLDING AND OTHER DETAILS

- Except as stated below, none of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and members of the promoter group, where such promoter or member of the promoter group is a company; and (iv) persons who are in control of the Company, hold any Equity Shares as on the date of the notice of postal ballot i.e., October 24, 2018 ("Postal Ballot Notice"):

| Sr. No.      | Name of Shareholder | No. of Equity Shares held | Percentage of paid-up Equity Share capital |
|--------------|---------------------|---------------------------|--------------------------------------------|
| 1.           | Aktiebolaget SKF    | 23,423,776                | 45.63                                      |
| 2.           | SKF UK Ltd          | 3,234,203                 | 6.30                                       |
| 3.           | SKF Forvaltning AB  | 202,989                   | 0.39                                       |
| <b>Total</b> |                     | <b>26,860,968</b>         | <b>52.32</b>                               |

- None of the directors of the Company ("Directors") or the key managerial personnel of the Company ("KMPs") hold any Equity Shares in the Company as on the date of the Postal Ballot Notice, except for the following:

| Sr. No. | Name                                            | No. of Equity Shares held | Percentage of paid-up Equity Share capital |
|---------|-------------------------------------------------|---------------------------|--------------------------------------------|
| 1.      | Mr. Prakash M. Telang<br>(Independent Director) | 1,000                     | Negligible                                 |

- No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and members of the promoter group, where such promoter or members of the promoter group entity is a company and (iv) persons who are in control of the Company during a period of six months preceding the date of the board meeting and the date of the Postal Ballot Notice for Buyback.

- Intention of promoter and members of the promoter group to participate in the Buyback: Aktiebolaget SKF ("Promoter"), and SKF UK Ltd and SKF Forvaltning AB ("Promoter Group"), the Promoter and Promoter Group of SKF India Limited, hereby declare and confirm that they would be participating in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below:

| Sr. No.      | Name of the Promoter / Promoter Group | Maximum Number of Equity Shares which may be tendered |
|--------------|---------------------------------------|-------------------------------------------------------|
| 1.           | Aktiebolaget SKF                      | 1,656,870                                             |
| 2.           | SKF UK Ltd                            | 228,770                                               |
| 3.           | SKF Forvaltning AB                    | 14,360                                                |
| <b>Total</b> |                                       | <b>1,900,000</b>                                      |

The details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group intend to tender are set-out below:

| Aktiebolaget SKF |                      |                                                |                                   |            |                         |
|------------------|----------------------|------------------------------------------------|-----------------------------------|------------|-------------------------|
| Date             | No. of Equity Shares | Issue Price/ Transfer Price (per equity share) | Nature of Transaction             | Face Value | Nature of Consideration |
| 09.05.1962       | 78,472               | INR 100                                        | Further issuance of equity shares | INR 100    | Cash                    |
| 19.03.1974       | 50,000               | -                                              | Bonus issue                       | INR 100    | Bonus                   |
| 11.03.1980       | 37,215               | -                                              | Bonus issue                       | INR 100    | Bonus                   |
| <b>Total</b>     |                      | <b>165687*</b>                                 |                                   |            |                         |

\*165,687 equity shares of face value of INR 100 each was split into 1,656,870 equity shares of INR 10 each with effect from October 18, 2001. These equity shares were originally issued at the face value of INR 100 each.

**Maximum Equity Shares intended to be tendered - 1,656,870**

| SKF UK Ltd   |                      |                                                |                                   |            |                         |
|--------------|----------------------|------------------------------------------------|-----------------------------------|------------|-------------------------|
| Date         | No. of Equity Shares | Issue Price/ Transfer Price (per equity share) | Nature of Transaction             | Face Value | Nature of Consideration |
| 09.05.1962   | 19,220               | INR 100                                        | Further issuance of equity shares | INR 100    | Cash                    |
| 19.03.1974   | 3,657                | -                                              | Bonus issue                       | INR 100    | Bonus                   |
| <b>Total</b> |                      | <b>22,877*</b>                                 |                                   |            |                         |

\*22,877 equity shares of face value of INR 100 each was split into 228,770 equity shares of INR 10 each with effect from October 18, 2001. These equity shares were originally issued at the face value of INR 100 each.

**Maximum Equity Shares intended to be tendered - 228,770**

| SKF Forvaltning AB |                      |                                                |                                   |            |                         |
|--------------------|----------------------|------------------------------------------------|-----------------------------------|------------|-------------------------|
| Date               | No. of Equity Shares | Issue Price/ Transfer Price (per equity share) | Nature of Transaction             | Face Value | Nature of Consideration |
| 09.05.1962         | 1,436                | INR 100                                        | Further issuance of equity shares | INR 100    | Cash                    |
| <b>Total</b>       |                      | <b>1,436*</b>                                  |                                   |            |                         |

\*1,436 equity shares of face value of INR 100 each was split into 14,360 equity shares of INR 10 each with effect from October 18, 2001. These equity shares were originally issued at the face value of INR 100 each.

**Maximum Equity Shares intended to be tendered - 14,360**

- As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoter and members of promoter group, and their associates, other than the Company, have not dealt in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of the board meeting i.e., October 24, 2018 till the date of this Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of this Public Announcement till the closing of the Buyback.

### 7. CONFIRMATIONS FROM THE COMPANY AND BOARD OF DIRECTORS AS PER PROVISIONS OF THE SEBI BUYBACK REGULATIONS AND COMPANIES ACT

- The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- All Equity Shares of the Company are fully paid up.
- The Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of the Board meeting.
- The Company shall not raise further capital for a period of one year from the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares.
- The Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made.
- The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback.
- The aggregate maximum amount of the Buyback, i.e. INR 3,990 million (Indian Rupees Three Thousand Nine Hundred and Ninety Million only) does not exceed 25% of the aggregate of the paid-up capital and free reserves as per the last audited financial statements of the Company as on March 31, 2018.
- The number of Equity Shares proposed to be purchased under the Buyback i.e. 1,900,000 (One Million and Nine Hundred Thousand only) Equity Shares does not exceed 25% of the total paid-up equity capital of the Company.
- The Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations.
- The Company shall not withdraw the Buyback offer after the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made.
- The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws.
- The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares.
- The Company shall not directly or indirectly purchase its Equity Shares:
  - through any subsidiary company including its own subsidiary companies, if any or
  - through any investment company or group of investment companies;
- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.
- The Company shall not buyback locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.
- The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves.
- The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- The Buyback shall be completed within a period of one year from the date of passing of the special resolution.
- The Buyback shall not result in delisting of the Equity Shares from the stock exchanges.

### 8. CONFIRMATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company, and after taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act, 1956 or the Companies Act or the Insolvency and Bankruptcy Code, 2016, and has formed the opinion that:

- Immediately following the date of the Board meeting, and the date on which the results of shareholders' resolution passed by way of Postal Ballot including e-voting were declared ("Postal Ballot Resolution"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts; and

- As regards the Company's prospects for the year immediately following the date of the Board meeting approving the Buyback as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting as also from the date of Postal Ballot Resolution.

### 9. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT AND OPINION FORMED BY BOARD REGARDING INSOLVENCY

The text of the report dated December 4, 2018 received from Price Waterhouse & Co Bangalore LLP, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

*Quote:*

The Board of Directors

SKF India Limited

Mahatma Gandhi Memorial Building,

Netaji Subash Road, Charni Road,

Mumbai 400 002

**Auditors' Report on Buy Back of Shares pursuant to the requirement of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules thereunder**

- This report is issued in accordance with our agreement dated October 19, 2018.
- We have been engaged by SKF India Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Annexure I in connection with the proposed buy back by the Company of its equity shares in pursuance of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the "Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018" (the "Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initialled the Annexure I for identification purposes only.

#### Board of Directors Responsibility

- The Board of Directors of the Company is responsible for the following:
  - The amount of capital payment for the buy-back is properly determined; and
  - It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the shareholders' resolution passed by way of postal ballot including electronic voting approving the buy-back is declared ("Postal Ballot Resolution"); and
  - A declaration is signed by at least two directors of the Company, that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Postal Ballot Resolution and in forming the opinion, it has taken into account the liabilities as if the Company were being wound up under the provisions of the Act.

#### Auditor's Responsibility

- Pursuant to the requirement of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
  - whether the amount of capital payment for the buy-back has been properly determined and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and the Regulations; and
  - whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Postal Ballot Resolution.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
  - Examined authorisation for buy back from the Articles of Association of the Company;
  - Examined that the amount of capital payment for the buy-back as detailed in Annexure I is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
  - Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
  - Examined that all the shares for buy-back are fully paid-up;
  - Inquired into the state of affairs of the Company with reference to the audited financial statements of the Company as at and for the year ended March 31, 2018 (the "Audited Financial Statements") and unaudited financial statements for the six months ended September 30, 2018 which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
  - Examined minutes of the meetings of the Board of Directors and minutes of the Postal Ballot Resolution;
  - Examined Directors' declarations for the purpose of buy-back and solvency of the Company; and
  - Obtained appropriate representations from the Management of the Company.
- We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- The financial statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 8, 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

#### Opinion

- As a result of our performance of aforementioned procedures, we report that:
  - The amount of capital payment of INR 3,990.0 million for the equity shares in question, as stated in the accompanying certified extract of the minutes of the Board of Directors' meeting held on October 24, 2018, which we have initialled for identification, is within the permissible capital payment of INR 4,589.8 million, as calculated in Annexure I based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act and the Regulations; and
  - The Board of Directors in their meeting held on October 24, 2018 has formed the opinion, as specified in Clause (x) of Schedule I to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Postal Ballot Resolution.

#### Restrictions on Use

- Our work was performed solely to assist you in meeting your responsibilities with reference to the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable the Board of Directors of the Company to include in the Public Announcement to be made to the shareholders of the Company, the Draft Letter of Offer and the Letter of Offer to be issued by the Company which will be filed with (a) the Securities and Exchange Board of India (b) the Registrar of Companies as required by the Regulations (c) the Central Depository Services (India) Limited and the National Securities Depository Limited for the purpose of extinguishment of equity shares (d) merchant banker to the buy-back appointed by the Company, (e) the authorised dealer for the purpose of capital payment, and (f) the National Stock Exchange of India Limited and BSE Limited and should not be used for any other purpose. Price Waterhouse & Co Bangalore LLP does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse & Co Bangalore LLP  
Firm Registration Number: 007567S / S - 200012  
Chartered Accountants

Jeetendra Mirchandani

Partner

Membership Number: 48125

#### Annexure 1

Statement of determination of the permissible capital payment towards Buy back of Equity Shares in accordance with Section 68 of the Companies Act, 2013 and Regulation 4 of the Regulations based on the last audited financial statements:

| Particulars as on March 31, 2018                                                                                                                        | Amount in Rs. million |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| Paid up Equity share capital as on March 31, 2018 (A) [5,13,37,963 equity shares of face value Rs. 10 each]                                             | 513.4                 |
| <b>Free Reserves</b>                                                                                                                                    |                       |
| General Reserve                                                                                                                                         | 6,835.0               |
| Surplus in Statement of Profit and Loss                                                                                                                 | 11,010.8              |
| <b>Total Reserves (B)</b>                                                                                                                               | 17,845.8              |
| <b>Total paid up capital and free reserves (A) + (B)</b>                                                                                                | 18,359.2              |
| Maximum amount permissible for buy back under Section 68 of the Companies Act, 2013 (25% of paid up capital and free reserves)                          | 4,589.8               |
| Maximum amount permitted by Board resolution dated October 24, 2018 approving buyback, based on the audited accounts for the year ended March 31, 2018. | 3,990.0               |
| Buy back size as a percentage of total paid-up equity capital and free reserves                                                                         | 21.73%                |

For SKF India Limited

Pradeep Bhandari

Company Secretary

Place : Pune

Date : December 4, 2018

*Unquote*

(Continue on page 2...)

(Continue from page 1...)

10. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- Process
- 10.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares in physical form (“**Physical Shares**”) and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form (“**Demat Shares**”) (such shareholders are referred as the “**Eligible Shareholders**”).
- 10.2 The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” as specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time and in accordance with the procedure prescribed in the circular issued by NSE bearing number NSE/CMTR/34242 dated February 22, 2017, Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee on such terms and conditions as may be permitted by law from time to time.
- 10.3 For implementation of the Buyback, the Company has appointed Edelweiss Securities Limited as the registered broker to the Company (the “**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:  
**Edelweiss Securities Limited**  
Edelweiss House, 5th floor, Off C.S.T Road,  
Kalina, Mumbai 400 098  
**Tel. No.:** +91 22 6623 3325  
**Fax No.:** +91 22 2286 4411  
**Contact Person:** Atul Benke  
**Email:** instops@edelweissfn.com  
**Website:** https://edelweissfn.com/  
**SEBI Registration Number:** INZ000166136  
**CIN:** U67110AP1993PLC052266
- 10.4 For the purpose of this Buyback, NSE would be the designated stock exchange (“**Designated Stock Exchange**”). The Company shall request NSE to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by NSE from time to time.
- 10.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers (“**Shareholder Broker**”) during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 10.6 In the event the Shareholder Broker of any Eligible Shareholder is not registered with NSE as a trading member / stock broker / Shareholder Broker, then that Eligible Shareholder can approach any NSE registered stock broker and can register himself by using Web Based Unique Client Code Application (UCI online) facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using Web Based Unique Client Code Application (UCI online) facility through any other NSE registered stock broker, then that Eligible Shareholder may approach the Company’s Broker, viz. Edelweiss Securities Limited, to register himself by using Web Based Unique Client Code Application (UCI online).
- 10.7 **Procedure to be followed by shareholders holding Demat Shares:**
- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of NSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the special account of Indian Clearing Corporation Limited (“**Clearing Corporation**”), by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation prior to placing the bid by the Shareholder Broker.
- (c) The details of the special account of Clearing Corporation shall be informed in the offer opening circular that will be issued by NSE or Clearing Corporation.
- (d) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (e) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- (f) Modification/ cancellation of orders will be allowed during the tendering period of the Buyback. Multiple bids made by a Single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as “one bid” for the purposes of acceptance.
- (g) The cumulative quantity of Equity Shares tendered shall be made available on the website of NSE i.e., throughout the trading session and will be updated at specific intervals during the tendering period.
- 10.8 **Procedure to be followed by the shareholders holding Physical Shares:**
- (a) The SEBI Buyback Regulations provide for buyback of both Demat Shares and Physical Shares, and accordingly, the Eligible Shareholders who hold Equity Shares in physical form and intend to tender such Equity Shares in the Buyback, shall follow the procedure provided herein below.
- (b) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the shares, (ii) original share certificate(s), (iii) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- (c) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of NSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- (d) Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the

Registrar to the Buyback i.e. TSR Darashaw Limited (at the address mentioned at paragraph 13 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as “SKF India Limited Buyback 2018”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker.

- (e) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, NSE shall display such bids as ‘unconfirmed physical bids’. Once Registrar to the Buyback confirms the bids, they will be treated as ‘confirmed bids’.
- (f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- (g) **All Equity Shareholders holding the Physical Shares shall note that in accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI’s press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. In case the applicable law restricts the buyback of Equity Shares held in physical form, the Company may not be able to accept the tender of such Equity Shares held in physical form from April 1, 2019.**
- 10.9 **Method of Settlement**
- Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:
- (a) The settlement of trades shall be carried out in the manner as detailed in the following paragraphs, which is similar to settlement of trades in the secondary market.
- (b) The Company will pay the consideration to the Company’s Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation’s bank account as per the prescribed schedule.
- (c) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the “**Company Demat Account**”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of NSE.
- (d) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant (“**DP**”) account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (e) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder’s DP account. Any excess Physical Shares pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- (f) The settlements of fund obligation for Demat Shares and Physical Shares shall be effected as per the SEBI circulars and as prescribed by NSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such Eligible Shareholder’s bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the Eligible Shareholder will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholders.
- (g) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker’s settlement accounts for releasing the same to such shareholder’s account.
- (h) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (i) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for details of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager to the Buyback and Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (j) The Equity Shares bought lying to the credit of the Company Demat Account and the Physical Shares bought back and accepted will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.
11. **RECORD DATE AND SHAREHOLDER ENTITLEMENT**
- 11.1 As required under the SEBI Buyback Regulations, the Company has fixed, December 21, 2018 (friday) as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders of the Equity Shares, who will be eligible to participate in the Buyback.
- 11.2 In due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback (“**Letter of Offer**”) along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- 11.3 The Equity Shares proposed to be bought back by the Company, as part of the Buyback is divided into two categories:
- (a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on record date, is not more than INR 2,00,000 (Indian Rupees Two Lakhs only); and
- (b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.
- 11.4 In terms of Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.
- 11.5 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. The final number of Equity Shares which the Company will purchase from the Eligible Shareholders will be based on the Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders, over and above their entitlement.
- 11.6 After accepting the Equity Shares tendered on the basis of entitlement, Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by the Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in other category.
- 11.7 In order to ensure that the same Eligible Shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company

proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback (defined below) as per the shareholder records received from the depositories.

- 11.8 The Eligible Shareholders participation in the Buyback is voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any.
- 11.9 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date or 1,900,000 Equity Shares whichever is lower. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- 11.10 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.
- 11.11 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible shareholders as on Record Date.

12. COMPLIANCE OFFICER

The Company has designated Mr. Pradeep Bhandari as the compliance officer for the purpose of the Buyback (“**Compliance Officer**”).

Mr. Pradeep Bhandari

Company Secretary & Compliance Officer  
SKF India Limited

Mahatma Gandhi Memorial Building

Netaji Subhash Road

Charni Road (W), Mumbai 400 002

Maharashtra, India

**Tel. No.:** +91 22 6633 7777

**Fax No.:** +91 22 2281 9074

**Email:** investors@skf.com

**Website:** www.skfindia.com

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 9:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays at the above-mentioned address.

13. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact TSR Darashaw Limited (“**Registrar to the Buyback**”) on any day, except Saturday, Sunday and public holidays between 10:00 a.m. and 3:30 p.m. at the following address:

**TSR DARASHAW**  
Total Solutions Repository

TSR Darashaw Limited

6-10 Haji Moosa Patrawala Industrial Estate

20, Dr. E. Moses Road

Near Famous Studio,

Mahalaxmi (West), Mumbai 400 011

Maharashtra, India

**Tel No.:** +91 22 6656 8484

**Fax No.:** +91 22 6656 8494

**Email:** SKFBuyback2019@tsrdarashaw.com

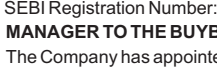
**Contact Person:** Ms. Mary George

Website: www.tsrdarashaw.com

SEBI Registration Number: INR000004009

14. MANAGER TO THE BUYBACK

The Company has appointed the following as Manager to the Buyback:



Edelweiss Financial Services Limited  
14<sup>th</sup> floor, Edelweiss House,

Off. C. S. T. Road

Kalina, Mumbai - 400 098,

Maharashtra, India

**Tel. No.:** +91 22 4009 4400

**Fax No.:** +91 22 4086 3610

**Email:** skf.buyback@edelweissfn.com

**Contact Person:** Shubham Mehta

**Website:** www.edelweissfn.com

**SEBI Registration Number:** INM0000010650

**CIN:** L99999MH1995PLC094641

15. DIRECTORS’ RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full and final responsibility for all information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of SKF India Limited

|                                                            |                                                                             |                                                                                                |
|------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| Mr. Manish Bhatnagar<br>Managing Director<br>DIN: 08148320 | Mr. Rakesh Makhija<br>Chairman & Non-Executive<br>Director<br>DIN: 00117692 | Mr. Pradeep Bhandari<br>Company Secretary &<br>Compliance Officer<br>Membership Number: A14177 |
|------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|

Place : Pune

Date : December 4, 2018