

# SKF INDIA LIMITED

CIN: L29130MH1961PLC011980

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## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF SKF INDIA LIMITED

This post Buyback public announcement ("Post Buyback Public Announcement") is being made in accordance with the Regulation 24(vi) 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") regarding completion of the Buyback (defined hereinafter). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated December 4, 2018 and published on December 5, 2018 ("Public Announcement") and the letter of offer dated January 14, 2019 ("Letter of Offer"), issued in connection with the Buyback. The capitalized terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUYBACK

- SKF India Limited (the "Company") had announced the 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/- (Indian Rupees Ten only) ("Equity Shares"), representing 3.70% of the total paid up equity capital of the Company as at March 31, 2018, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including the promoter and members of the promoter group, as on the Record Date i.e., Friday, December 21, 2018 ("Eligible Shareholders"), 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) 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 ("Buyback Offer Size"), and such buyback of Equity Shares, the "Buyback". 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 as on the date of the Board Meeting recommending the proposal of the Buyback).
- The Company had adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any amendments thereof, issued by SEBI.
- The tendering period for the Buyback Offer opened on Wednesday, January 23, 2019 and closed on Tuesday, February 5, 2019.

### 2. DETAILS OF THE BUYBACK

- 1,900,000 (One Million and Nine Hundred Thousand only) Equity Shares were bought back under the Buyback, at a price of INR 2,100/- (Indian Rupees Two Thousand and One Hundred only) per Equity Share.
- The total amount utilized in the Buyback is 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.
- The Registrar to the Buyback, being TSR Darashaw Limited ("Registrar"), considered 9,564 valid applications for 5,903,337 Equity Shares in response to the Buyback resulting in the subscription of approximately 3.11 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar, are as follows:

Category	Number of Equity Shares reserved in the Buyback	Number of valid bids	Total Equity Shares validly tendered	% Response
Reserved category for Small Shareholders	285,000	8,766	238,558	83.70%
General Category for all other Equity Shareholders	1,615,000	798	5,664,779	350.76%
<b>Total</b>	<b>1,900,000</b>	<b>9,564</b>	<b>5,903,337</b>	<b>310.70%</b>

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar to the eligible Equity Shareholders on February 14, 2019.
- The settlement of all valid bids was completed by NSE Clearing Limited ("Clearing Corporation") on February 14, 2019. The Clearing Corporation has made direct funds payout to the Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned Shareholder Broker for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company Demat Account on February 14, 2019. The unaccepted dematerialized Equity Shares have been returned to respective Shareholder Broker/custodians by the Clearing Corporation on February 14, 2019 and the unaccepted Physical Shares have been dispatched to the registered address of the Equity Shareholders on February 14, 2019.
- The extinguishment of 1,900,000 Equity Shares accepted under the Buyback, comprising
  - 1,899,562 Equity Shares in dematerialized form are currently under process and shall be completed on or before February 21, 2019.
  - 438 Equity Shares in physical form are currently under process and shall be completed on or before February 21, 2019.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company as on the Record Date i.e., December 21, 2018 ("Pre Buyback") and post Buyback, is as under:

Particulars	Pre Buyback	Post Buyback
Authorised share capital	INR 1,000 million (100,000,000 Equity Shares of INR 10 each)	INR 1,000 million (100,000,000 Equity Shares of INR 10 each)
Issued, subscribed and fully paid up share capital	INR 513.38 million (51,337,963 Equity Shares of INR 10 each)	INR 494.38 million* (49,437,963 Equity Shares of INR 10 each)

\* Subject to extinguishment of 1,900,000 Equity Shares

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back are as mentioned below:

Sr. No.	Name	Number of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Share accepted as a % of total Post Buyback Equity Shares
1.	Aktiebolaget SKF	757,721	39.88	1.53
2.	HDFC Trustee Company Ltd.- A/c HDFC Mid-Cap Opportunities Fund	141,661	7.46	0.29
3.	HDFC Trustee Company Ltd.- A/c HDFC Hybrid Equity Fund	111,328	5.86	0.23
4.	SKF U.K. Ltd.	104,622	5.51	0.21
5.	HDFC Small Cap Fund	48,414	2.55	0.10
6.	HDFC Standard Life Insurance Company Limited	37,692	1.98	0.08
7.	First State Indian Subcontinent Fund	36,005	1.90	0.07
8.	Kotak Emerging Equity Scheme	32,039	1.69	0.06
9.	Blue Diamond Properties Private Limited	28,266	1.49	0.06
10.	The Scottish Oriental Smaller Companies Trust Plc	27,728	1.46	0.06
11.	Franklin Templeton Mutual Fund A/c Franklin India Prima Fund	27,518	1.45	0.06
12.	Franklin Templeton Mutual Fund A/c Franklin India Equity Fund	22,367	1.18	0.05
13.	UTI-Mastershare Unit Scheme	21,668	1.14	0.04
14.	Caisse De Depot Et Placement Du Quebec-First State Investments International Limited	18,978	1.00	0.04
15.	The New India Assurance Company Limited	18,966	1.00	0.04

- The shareholding pattern of the Company as on the Record Date ("Pre Buyback") and post Buyback is set forth below:

Category of Shareholder	Pre-Buyback		Post-Buyback*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and persons acting in concert (collectively "the Promoter")	26,860,968	52.32	25,992,059	52.58
Foreign Investors (including Non-Resident Indians / FII's / Foreign Mutual Funds)	5,086,917	9.91		
Financial Institutions/Banks/ Banks & Mutual Funds promoted by Banks/ Institutions	12,707,023	24.75	23,445,904	47.42
Others (Public, Public Bodies Corporate etc.)	6,683,055	13.02		
<b>Total</b>	<b>51,337,963</b>	<b>100.00</b>	<b>49,437,963</b>	<b>100.00</b>

\*Subject to extinguishment of 1,900,000 Equity Shares

- MANAGER TO THE BUYBACK



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Website: www.edelweissfin.com  
SEBI Registration Number: INM0000010650  
Validity Period: Permanent  
CIN: L99999MH1995PLC094641

- DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for the information contained in this Post Buyback Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be used 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 contain any misleading information.

For and on behalf of the Board of  
SKF India Limited

Name: Rakesh Makhija  
Designation: Chairman & Non-Executive Director  
DIN: 0117692  
Place : Pune  
Date : February 14, 2019

Name: Manish Bhatnagar  
Designation: Managing Director  
DIN: 08148320

Name: Pradeep Bhandari  
Designation: Company Secretary & Compliance Officer  
Membership No.: 14177