

17 July, 2017

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| <p>The Secretary<br/>National Stock Exchange of India Ltd.<br/>Exchange Plaza,<br/>Plot no. C/1, G Block,<br/>Bandra Kurla Complex, Bandra (East),<br/>Mumbai – 400 051.<br/><b><u>Script Code: TIMKEN</u></b></p> | <p>The Secretary<br/>BSE Ltd.<br/>Phiroze Jeejeebhoy Towers,<br/>Dalal Street,<br/>Mumbai - 400 001.<br/><b><u>Script Code: 522113</u></b></p> |
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Dear Sirs,

**Re. Intimation regarding 30<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of law, we write to inform you that:

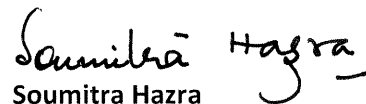
- i. 30<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held Wednesday, 9 August, 2017, at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase – I, Bangalore – 560100. Copy of the AGM Notice is attached herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (Rules), public notice giving relevant details relating AGM Notice as per the Rules has been published in Economic Times and Samyukta Karnataka (Bangalore Edition) on 17 July, 2017. Copy of the same is attached herewith.

We request you to kindly take this on record.

Thanking you,  
Yours faithfully

For **TIMKEN INDIA LIMITED**

  
Soumitra Hazra  
Company Secretary  
& Chief- Compliance

Registered office:  
Timken India Limited  
39-42, Electronic City  
Phase II, Hosur Road  
Bangalore 560 100, Karnataka  
India

# NOTICE

## TIMKEN INDIA LIMITED

CIN: L29130KA1996PLC048230

Regd. Office: 39-42, Electronic City, Phase II, Hosur Road, Bangalore - 560 100 Phone: 080 41362000, Fax: 080 41362010

Email: soumitra.hazra@timken.com;

Website: <https://www.timken.com/en-in/>

### NOTICE

NOTICE is hereby given that the 30th Annual General Meeting ('AGM') of the Company will be held on Wednesday, 9 August, 2017, at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 to transact the businesses set out in the Notice dated 24 May, 2017 convening the said meeting.

The 30th AGM Notice and Annual Report for FY 2016-17 have been sent to the members by permitted mode on 14 & 15 July, 2017. The 30th AGM Notice and Annual Report for FY 2016-17 are available on the Company's website <https://www.timken.com/en-in/>. The 30th AGM Notice is also available at the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have not received 30th AGM Notice, Annual Report for FY 2016-17 may download the same from the website or may request for a copy of the same by writing to the Registrars and Share Transfer Agent (RTA) - CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700019.

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ('Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangement with NSDL to provide e-voting facility for voting on the resolutions at the AGM. The detailed process for participating in the e-voting is available in the AGM Notice. Members of the Company holding shares in either physical or in dematerialized form as on 2 August, 2017, being the cut-off date, may cast their vote electronically.

The remote e-voting period commences on 6 August, 2017 from 9.00 AM and will end on 8 August, 2017 at 5.00 PM. The remote e-voting module shall be disabled thereafter. The results of voting would be declared as stipulated under the Rules and will also be posted on Company's website. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cutoff date i.e. 2 August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper. The facility of voting by ballot paper shall be made available at AGM and member attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the meeting. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat the notice for information purposes only.

The Register of Members and the Share Transfer books of the Company would remain close from 3 August, 2017 to 9 August, 2017 (both days inclusive) for AGM and determining the entitlement of the shareholders to the final dividend for 2017 if declared at AGM.

For any queries or issues regarding e-voting please refer to the Frequently Asked Questions (FAQs) and e-voting manual available at download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of any difficulties/grievances members may contact the undersigned at [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com), (Phone number: 080-41362000/ 080-40053133) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) (Phone number: 033-40116700/ 033-40116725).

For Timken India Limited

Soumitra Hazra

Company Secretary & Chief-Compliance

Place : Bangalore

Date : 15 July, 2017

# ಪ್ರಕಟಣೆ

## ಟಿಮ್‌ಕೆನ್ ಇಂಡಿಯಾ ನಿಯಮಿತ

CIN - L29130KA1996PLC048230

ನೋಂದಣಿ ಕಛೇರಿ: 39-42, ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಸಿಟಿ, ಹೊಸೂರು ರಸ್ತೆ, ಬೆಂಗಳೂರು-560 100. ದೂರವಾಣಿ: 080 41362000 ಫ್ಯಾಕ್ಸ್: 080 41362010

ಇ-ಮೇಲ್: [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com) ವೆಬ್‌ಸೈಟ್: <https://www.timken.com/en-in/>

### ಪ್ರಕಟಣೆ

ಕಂಪನಿಯ 30ನೇ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯು (ಎಜಿಎಂ) 2017, 9 ನೇ ಆಗಸ್ಟ್, ಬುಧವಾರ ಬೆಳಿಗ್ಗೆ 10.00 ಗಂಟೆಗೆ ಬ್ಯಾಂಗ್ಲೂರನ ಕಾನೇರಿಸ್ ಹಾಲ್, ಲೆಮನ್ ಟ್ರೀ ಹೋಟೆಲ್, ಪ್ಲಾಟ್ ನಂ. 54ಬಿ/55ಎ, ಹೊಸೂರು ಮುಖ್ಯ ರಸ್ತೆ, ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಸಿಟಿ ಫೇಸ್ 1, ಬೆಂಗಳೂರು - 560 100 ಇಲ್ಲಿ ನೆರವೇರಿಸಲು ಈ ಮೂಲಕ ಸೂಚನೆ ನೀಡಲಾಗಿದ್ದು, ದಿನಾಂಕ 24ನೇ ಮೇ 2017 ರ ಸೂಚನೆಯಲ್ಲಿ ಹೊರಡಿಸಲಾದ ನಿಗದಿತ ವ್ಯವಹಾರಗಳ ಚಟುವಟಿಕೆಗಳ ಕುರಿತು ಚರ್ಚಿಸುವುದು ಈ ಸದರಿ ಸಭೆಯ ಮೂಲ ಉದ್ದೇಶ.

30ನೇ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ಸೂಚನೆ ಹಾಗೂ 2016-17 ರ ವಾರ್ಷಿಕ ವರದಿಯನ್ನು ಎಲ್ಲಾ ಸದಸ್ಯರಿಗೆ ಅನುಮತಿ ಪಡೆದ ವಿಧಾನದಲ್ಲಿ ಜುಲೈ 14 ಮತ್ತು 15, 2017 ರಂದು ಕಳುಹಿಸಲಾಗಿದೆ. 30ನೇ ಎಜಿಎಂ ಸೂಚನೆಯ ಹಾಗೂ 2016-17 ರ ವಾರ್ಷಿಕ ವರದಿಯ ಕಂಪನಿಯ ವೆಬ್‌ಸೈಟ್ <https://www.timken.com/en-in/> ನಲ್ಲಿ ಲಭ್ಯವಿದೆ. 30ನೇ ಎಜಿಎಂ ಸೂಚನೆಯು ನ್ಯಾಷನಲ್ ಸೆಕ್ಯೂರಿಟೀಸ್ ಡಿಪಾಸಿಟರಿ ಲಿಮಿಟೆಡ್ (ಎನ್‌ಎಸ್‌ಡಿಎಲ್) ವೆಬ್‌ಸೈಟ್ [www.evoting.nsdl.com](http://www.evoting.nsdl.com) ನಲ್ಲಿಯೂ ಸಹ ಲಭ್ಯವಿದೆ. 30ನೇ ಎಜಿಎಂ ಸೂಚನೆಯನ್ನು 2016-17 ರ ವಾರ್ಷಿಕ ವರದಿಯನ್ನು ಸ್ವೀಕರಿಸಿದ ಸದಸ್ಯರುಗಳು ವೆಬ್‌ಸೈಟ್‌ನಿಂದ ಡೌನ್‌ಲೋಡ್ ಮಾಡಿಕೊಳ್ಳಬಹುದು ಅಥವಾ ರಿಜಿಸ್ಟರ್ಡ್ ಅಂಡ್ ಷೇರ್ ಟ್ರಾನ್ಸ್‌ಫರ್ ಎಜೆಂಟ್ (ಆರ್‌ಟಿಎ) - ಸಿಬಿ ಮ್ಯಾನೇಜ್‌ಮೆಂಟ್ ಸರ್ವಿಸಸ್ (ಪ್ರೈ) ಲಿಮಿಟೆಡ್, ಪಿ-22, ಬಾಂಡೆಲ್ ರಸ್ತೆ, ಕೋಲ್ಕತಾ - 700 019 ಇವರಿಗೆ ಲಿಖಿತ ಮನವಿ ಸಲ್ಲಿಸಿ ಪಡೆದುಕೊಳ್ಳಬಹುದು.

ಸಂಸ್ಥೆಗಳ ನಿಯಮ 20 (ಆಡಳಿತ ವರ್ಗ ಹಾಗೂ ಆಡಳಿತ) ಸಮಯಕ್ಕೆ ಅನುಗುಣವಾಗಿ ಬದಲಾಯಿಸಿರುವ ನಿಯಮಗಳು, 2014 ('ನಿಯಮಗಳು') ಮತ್ತು ಸೆಕ್ಯೂರಿಟೀಸ್ ಎಕ್ಸ್‌ಚೇಂಜ್ ಬೋರ್ಡ್ ಆಫ್ ಇಂಡಿಯಾ ನಿಬಂಧನೆ 2015 ರ (ಲಿಸ್ಟಿಂಗ್ ಅನಿವಾರ್ಯತೆ ಹಾಗೂ ತೆರದ ದಾಖಲಾತಿ ಅವಶ್ಯಕತೆಗಳು) ನಿಬಂಧನೆ 44 ರ ಅನುಸಾರ ಸಂಸ್ಥೆಯ ಕಾಯ್ದೆ 2013 ರ ಸೆಕ್ಷನ್ 108 ರ ನಿಬಂಧನೆಗಳಿಗೆ ಅನ್ವಯ ಕಂಪನಿಯ ಎನ್‌ಎಸ್‌ಡಿಎಲ್‌ನೊಂದಿಗೆ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ನಿರ್ಣಯಗಳಿಗಾಗಿ ಇ-ಮತ ಚಲಾಯಿಸಲು ವ್ಯವಸ್ಥೆ ಮಾಡಿದೆ. ಇ-ಮತ ಚಲಾವಣೆಯಲ್ಲಿ ಭಾಗವಹಿಸುವ ಸಂಪೂರ್ಣ ವಿಧಾನದ ಬಗ್ಗೆ ಎಜಿಎಂ ಸೂಚನೆಯಲ್ಲಿ ಲಭ್ಯವಿದೆ. ಭೌತಿಕ ಅಥವಾ ಡಿ ಮಟೀರಿಯಲೈಸ್ಡ್ ರೂಪದಲ್ಲಿ ಕಂಪನಿಯ ಷೇರುಗಳನ್ನು ಹೊಂದಿರುವ ಸದಸ್ಯರು ಕಟ್ಟ ಕಡೆಯ ದಿನವಾದ 2017, ಆಗಸ್ಟ್ 2 ರಂದು ತಮ್ಮ ಮತವನ್ನು ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಯಂತ್ರದ ಮೂಲಕ ಮತ ಚಲಾಯಿಸಬಹುದು.

ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾವಣೆಯು 2017, 6 ನೇ ಆಗಸ್ಟ್ ಬೆಳಿಗ್ಗೆ 9.00 ಗಂಟೆಗೆ ಪ್ರಾರಂಭವಾಗುವುದು ಹಾಗೂ 2017, 8ನೇ ಆಗಸ್ಟ್ ಸಂಜೆ 5.00 ಗಂಟೆಗೆ ಮುಕ್ತಾಯಗೊಳ್ಳುವುದು. ನಂತರ ರಿಮೋಟ್ ಇ-ಮತ ವಿಧಾನವನ್ನು ನಿಷ್ಕ್ರಿಯಗೊಳಿಸಲಾಗುವುದು. ಮತ ಚಲಾವಣೆಯ ಫಲಿತಾಂಶವನ್ನು ನಿಯಮದ ಅನುಸಾರ ಘೋಷಿಸಲಾಗುವುದು ಮತ್ತು ಕಂಪನಿಯ ವೆಬ್‌ಸೈಟ್‌ನಲ್ಲಿಯೂ ಸಹ ಪ್ರಕಟಿಸಲಾಗುವುದು. ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಮುನ್ನ ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾವಣೆ ಮೂಲಕ ಮತ ಚಲಾಯಿಸಿರುವ ಸದಸ್ಯರು ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ಭಾಗವಹಿಸಬಹುದು ಆದರೆ ಮನ: ಮತ ಚಲಾಯಿಸಲು ಅವಕಾಶವಿರುವುದಿಲ್ಲ. ಯಾವುದೇ ವ್ಯಕ್ತಿಯು ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ (ಎಜಿಎಂ) ಸೂಚನೆಯನ್ನು ರವಾನಿಸಿದ್ದ ನಂತರ ಕಂಪನಿಯ ಷೇರುಗಳನ್ನು ಹೊಂದಿ ಕಟ್ಟ ಕಡೆಯ ದಿನಾಂಕದಂದು ಅಂದರೆ 2ನೇ ಆಗಸ್ಟ್ 2017 ರಂದು ಸದಸ್ಯರಾದಲ್ಲಿ, [evoting.nsdl.co.in](http://evoting.nsdl.co.in) ಗೆ ತಮ್ಮ ಮನವಿಯನ್ನು ಸಲ್ಲಿಸುವ ಮೂಲಕ ಲಾಗಿನ್ ಐಡಿ ಮತ್ತು ಪಾಸ್‌ವರ್ಡ್ ಅನ್ನು ಪಡೆಯಬಹುದು. ಯಾವ ವ್ಯಕ್ತಿಯ ಹೆಸರು ಸದಸ್ಯರ ರಿಜಿಸ್ಟ್ರಾರ್‌ನಲ್ಲಿ ಅಥವಾ ಡಿಪಾಸಿಟರಿಗಳಿಂದ ಮಾಲೀಕತ್ವ ಹೊಂದಿರುವ ಫಲಾನುಭವಿಗಳು ರಿಜಿಸ್ಟ್ರಾರ್‌ನಲ್ಲಿ ಕಟ್ಟ ಕಡೆಯ ದಿನಾಂಕದಂದು ತಮ್ಮ ಹೆಸರು ಗೋಚರವಾದಲ್ಲಿ ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾಯಿಸಲು ಅರ್ಹರಾಗಿರುತ್ತಾರೆ ಅಥವಾ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ಮತ ಚಲಾಯಿಸಬಹುದು. ಮತ ಚಲಾಯಿಸಲು ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ವ್ಯವಸ್ಥೆ ಮಾಡಲಾಗುವುದು ಮತ್ತು ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ಭಾಗವಹಿಸುವ ಸದಸ್ಯರು ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾಯಿಸದಿದ್ದಲ್ಲಿ, ಸಭೆಯಲ್ಲಿ ಮತ ಚಲಾಯಿಸಲು ಅರ್ಹರಾಗಿರುತ್ತಾರೆ. ಯಾವ ವ್ಯಕ್ತಿಯು ಕಟ್ಟ ಕಡೆಯ ದಿನದಂದು ಸದಸ್ಯರಾಗದಿದ್ದಲ್ಲಿ (ಕಂಪನಿಯ ಶೇರು ಹೊಂದಿಲ್ಲವಾದರೆ) ಈ ಸೂಚನೆಯನ್ನು ಮಾಹಿತಿಯಾಗಿ ಮಾತ್ರ ಸ್ವೀಕರಿಸಬಹುದು.

ಎಜಿಎಂಗಾಗಿ ಹಾಗೂ ಎಜಿಎಂನಲ್ಲಿ ಘೋಷಿಸಿದ್ದಲ್ಲಿ 2017 ರ ಅಂತಿಮ ಡಿವಿಡೆಂಡ್ ಹಣವನ್ನು ಷೇರುದಾರರ ಅರ್ಹತೆಯನ್ನು ದೃಢ ಪಡಿಸಲು ಸಂಸ್ಥೆಯ ರಿಜಿಸ್ಟ್ರಾರ್ ಆಫ್ ಮೆಂಬರ್ಸ್ ಮತ್ತು ಷೇರ್ ಟ್ರಾನ್ಸ್‌ಫರ್ ಬುಕ್‌ನ್ನು 03 ಆಗಸ್ಟ್ 2017 ರಿಂದ 9 ಆಗಸ್ಟ್ 2017 (ಎರಡು ದಿನಗಳು ಒಳಗೊಂಡು) ರವರೆಗೆ ಮುಚ್ಚಲಾಗುವುದು.

ಯಾವುದೇ ವಿಚಾರಣೆಗೆ ಅಥವಾ ಇ-ಮತ ಚಲಾವಣೆಯ ಬಗ್ಗೆ ಸಮಸ್ಯೆಗಳಿಗೆ ಆಗಿಂದಾಗ್ಗೆ ಕೇಳಲ್ಪಡುವ ಪ್ರಶ್ನೆ ("ಎಫ್‌ಎಕ್ಸ್‌ಎಸ್") ಗಳನ್ನು ಗಮನಿಸಿ ಮತ್ತು [www.evoting.nsdl.com](http://www.evoting.nsdl.com) ನ ಡೌನ್ ಲೋಡಿಂಗ್ ಸೆಕ್ಷನ್ನಿನ ಇ-ಮತ ಮ್ಯಾನ್ಯುಯಲ್ ನಲ್ಲಿ ಲಭ್ಯವಿರುವುದು. ಯಾವುದೇ ತೊಂದರೆಗೊಂದು ಕೊಠಡೆ ಇದ್ದಲ್ಲಿ, ಸದಸ್ಯರು ಕೆಳಕಂಡಿರುವವರನ್ನು [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com) (ದೂರವಾಣಿ ಸಂಖ್ಯೆ: 080-41362000 / 080-40053131) ಅಥವಾ ಆರಟಿಎಂಎಸ್‌ವರನ್ನು [rta@cbmsl.com](mailto:rta@cbmsl.com) (ದೂರವಾಣಿ ಸಂಖ್ಯೆ: 033-40116700/033-40116725) ಮೂಲಕ ಸಂಪರ್ಕಿಸಬಹುದು.

ಟಿಮ್‌ಕೆನ್ ಇಂಡಿಯಾ ನಿಯಮಿತ ಪರವಾಗಿ

ಸೌಮಿತ್ರ ಹಜಾರಾ

ಬೆಂಗಳೂರು

15 ಜುಲೈ, 2017

ಕಂಪನಿ ಕಾರ್ಯದರ್ಶಿ ಮತ್ತು ಮುಖ್ಯ-ಕಾಂಪ್ಲಯನ್ಸ್

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## TIMKEN INDIA LIMITED

Regd. Office: 39-42, Electronic City, Phase II, Hosur Road, Bangalore - 560 100

CIN: L29130KA1996PLC048230

Phone No. 080-41362000, Fax No. 080-41362010

Website: www.timken.com/en-in; Email Id: soumitra.hazra@timken.com

### Notice

Notice is hereby given that the Thirtieth Annual General Meeting of Timken India Limited will be held at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase I, Bangalore - 560100 on Wednesday, 9 August, 2017 at 10.00 am to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements for the year ended/as on 31 March, 2017 and the reports of the Board of Directors and the Auditors.
2. To declare dividend on Equity Share Capital of the Company.
3. To appoint a Director in place of Mr. Avishrant Keshava (DIN: 07292484), who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration no.117366W/W-100018) as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting up to the conclusion of 35<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually decided by the Board of Directors of the Company and Auditors."

#### **SPECIAL BUSINESS:**

5. **Re-appointment of Mr. Sanjay Koul (DIN: 05159352) as Chairman & Managing Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED -**

**THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Koul (DIN 5159352) ('Mr. Koul') as Managing Director of the Company under the designation "Chairman & Managing Director" for a further period of 5 years from 26 October, 2017 as well as to the payment of remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto and also set out in an Agreement to be entered into between the Company and Mr. Koul in terms of the draft placed before the Meeting and initialed by the Company Secretary for the purpose of identification and the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the said re-appointment including remuneration payable in such manner as may be agreed between the Board of Directors and Mr. Koul subject however that the remuneration payable to Mr. Koul, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**THAT** the Board Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, agreements and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to this resolution."

6. **Ratification of Remuneration payable to the Cost Auditors for the year 2017-18**

To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof) remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and reimbursement of travel and other out-of-pocket expenses as determined by the Board of Directors and payable to M/s. Shome & Banerjee, (Firm Registration No. 000001) Cost Auditors for the Cost Audit / certification engagements for the year 2017-18 be and is hereby ratified and approved."

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**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER(S) HOLDING MORE THAN 10% OF THE TOTAL PAID- UP SHARE CAPITAL CAN APPOINT ONLY A SINGLE PERSON AS PROXY.**
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item no. 5 and item no. 6 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard -2 are also annexed.
3. The Register of Members and the Share Transfer Books of the Company would remain closed from 3 August, 2017 to 9 August, 2017, both days inclusive.
4. Those shareholders who have not encashed their dividend warrants sent to them on 28 November, 2011; 26 August, 2013; 29 November, 2013, 28 November, 2014 and 28 August, 2016 respectively may please contact the Company Secretary for issue of demand drafts in lieu of the warrants not encashed by them.
5. The amount outstanding in unpaid dividend account in respect of accounting years ended 31 March, 2012; 31 March, 2013; 31 March, 2014, 31 March, 2015 and 31 March, 2016 will be transferred to the Investors Education and Protection Fund maintained with Central Government after the end of seven years from the date the said dividend was transferred to unpaid dividend account.
6. Dividend on equity shares, as recommended by the Board of Directors (Re 1 per equity share of Rs. 10 each fully paid up), if declared at the 30<sup>th</sup> Annual General Meeting of the Company, will be paid:
  - a. In respect of shares held in physical form to those shareholders whose names will appear on the Register of Members of the Company as at the close of business on 2 August, 2017.
  - b. In respect of shares held in the dematerialized form to those beneficial owners whose names will appear in the statement as may be furnished by the depositories for this purpose as at the close of business on 2 August, 2017.
7. Beneficial Owners of shares in demat form are advised to get particulars of their bank accounts updated with the Depository Participants (DP).
8. Members may note that pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, the Company is providing remote e-voting facility for voting on the resolutions proposed to be passed at the 30<sup>th</sup> Annual General Meeting.
9. This Notice contains a set of instructions for remote e-voting as per applicable provisions of law.
10. The members who have not registered their e-mail ID with Depository/Company/Registrars and Share Transfer Agent are being sent physical copy of (i) Annual Report 2016-17 by permitted mode and (ii) the Notice of Annual General Meeting (AGM) by Registered Post/Speed Post. Soft copy of the Annual Report and Notice of AGM is being sent by e-mail to those members who have registered their e-mail address with the Company/Depository Participant(s). Copy of Annual Report 2016-17 and Notice of AGM is also disclosed on the website of the Company at [www.timken.com/en-in](http://www.timken.com/en-in). Physical copy of the Notice of AGM and Annual Report will be provided on specific request made to the Company/Registrars and Share Transfer Agent - CB Management Service (P) Limited.
11. To support the green initiative, the members who have not registered their e-mail address (to enable the Company to send various documents, including without limitation notices, annual report, etc., by electronic mail) are requested to register the same with the Company or Registrars and Share Transfer Agent - CB Management Service (P) Limited.
12. Corporate members intending to depute their authorised representative to attend and vote at the meeting are requested to send certified true copy of the Board Resolution of the company authorizing their representative to attend and vote on their behalf at the meeting.
13. A copy of draft Agreement setting out the terms and conditions of re-appointment of Mr. Sanjay Koul (DIN:05159352) ('Mr. Koul') Chairman & Managing Director to be executed between the Company and Mr. Koul, in terms of resolution under item no. 5 above shall be available for inspection at the Registered Office of the Company on any working day prior to the date of the AGM, between the hours of 10.00 a.m. and 12.00 noon and shall also be available for inspection from 9.00 a.m. at the venue on the date of the AGM.

By Order of the Board

Bangalore  
24 May, 2017

**Soumitra Hazra**  
Company Secretary & Chief - Compliance

## Annexure to the Notice – Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 5

Mr. Sanjay Koul (DIN: 05159352) was appointed as Managing Director of the Company for a period of 5 years w.e.f. 26 October, 2012 on the terms and conditions as approved by the shareholders of the Company at its meeting held on 1 August, 2013 as amended by a resolution passed by the shareholders at its meeting held on 12 August, 2015. Mr. Koul was designated as the Chairman & Managing Director of the Company with effect from 19 August, 2014.

Since the tenure of 5 years for which Mr. Koul was originally appointed as aforesaid would come to an end on 25 October, 2017, it is proposed, pursuant to applicable provisions of the Companies Act, 2013 and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, to re-appoint Mr. Koul as the Managing Director of the Company under the designation "Chairman & Managing Director" w.e.f. 26 October, 2017 for a further period of 5 years. Approval of the members is required by way of Ordinary Resolution for re-appointment and payment of remuneration to Mr Koul.

The terms of appointment governing such re-appointment would however remain unchanged. The details of remuneration payable to Mr. Koul and the terms and conditions governing the re-appointment are given below:

|                       |                                                                                                                                                                                                   |                                                                                                                                                                                                                   |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Salary & Allowances   | In the range of Rs. 9,65,080 to Rs 20,00,000 per month or as may be decided by the Board of Directors                                                                                             |                                                                                                                                                                                                                   |
| Term                  | 5 years                                                                                                                                                                                           |                                                                                                                                                                                                                   |
| Performance Incentive | As per rules of the Company                                                                                                                                                                       |                                                                                                                                                                                                                   |
| Perquisites           | i)                                                                                                                                                                                                | Company leased furnished accommodation*                                                                                                                                                                           |
|                       | ii)                                                                                                                                                                                               | Free use of telephone facility at his residence                                                                                                                                                                   |
|                       | iii)                                                                                                                                                                                              | Free use of Company car with driver                                                                                                                                                                               |
|                       | iv)                                                                                                                                                                                               | Medical facilities as per rules of the Company                                                                                                                                                                    |
|                       | v)                                                                                                                                                                                                | Club membership of one club each in Jamshedpur & Bangalore                                                                                                                                                        |
|                       | vi)                                                                                                                                                                                               | Leave - accrual and encashment - as per rules of the Company                                                                                                                                                      |
|                       | vii)                                                                                                                                                                                              | Leave Travel Concession as per rules of the Company                                                                                                                                                               |
|                       | viii)                                                                                                                                                                                             | Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance / Group Insurance / Superannuation Fund etc                                                                           |
|                       | ix)                                                                                                                                                                                               | Gratuity and Superannuation benefits as per rules of the Company                                                                                                                                                  |
|                       | x)                                                                                                                                                                                                | All other benefits, amenities and facilities as are available to the whole time employees (Associates) of the Company                                                                                             |
| Minimum Remuneration  | The salary & allowances and perquisites aforesaid shall nevertheless be paid and allowed as the minimum remuneration for any year in the event of absence or inadequacy of profits for such year. |                                                                                                                                                                                                                   |
| Duties and Conditions | i)                                                                                                                                                                                                | Mr. Koul will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.                                                   |
|                       | ii)                                                                                                                                                                                               | The appointment may be terminated by either party by giving three months' notice in writing to that effect unless termination at a shorter notice is mutually agreed by both Mr. Koul and the Board of Directors. |
|                       | iii)                                                                                                                                                                                              | Mr. Koul shall not be entitled to any Sitting Fees for attending any meetings of the Board or any Committee thereof.                                                                                              |
|                       | iv)                                                                                                                                                                                               | Mr. Koul shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.                                                                                          |

*\*If accommodation is taken on personal lease basis, the Company would remain responsible for payment of security deposit and also for the maintenance thereof up to such amount as may be approved by the Board of Directors.*

Additional information in respect of Mr. Koul, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is attached herewith.

The proposal for the appointment of Mr. Koul as Managing Director of the Company under the designation "Chairman & Managing Director" as per the terms and conditions referred to above, is therefore placed before the members for approval as set out under item no. 5 of the accompanying Notice. The Board recommends the resolution set out under item no. 5 for approval of members.

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**Memorandum of Interest**

Except Mr. Koul, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**Item No. 6**

M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Auditors have been re-appointed by the Board of Directors to audit the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses (as recommended by the Audit Committee of the Board) at its meeting held on 24 May, 2017. Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the said remuneration payable to the Cost Auditors requires ratification by the members.

This item is therefore placed before the members for ratification. The Board recommends resolution set out under item no. 6 for ratification by members.

**Memorandum of Interest**

No Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

By Order of the Board

Bangalore  
24 May, 2017

**Soumitra Hazra**  
Company Secretary & Chief - Compliance

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**INSTRUCTIONS****VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ('Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable Sections, Rules and Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 30<sup>th</sup> AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting facility will be available during the following period:

| Commencement of e-voting      | End of e-voting               |
|-------------------------------|-------------------------------|
| 6 August, 2017 from 9.00 A.M. | 8 August, 2017 till 5.00 P.M. |

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2 August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The process and manner for remote e-voting is as under:
  - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - i. Open email and open PDF file viz; "Timken India Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Timken India Limited remote e-voting.pdf".
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

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- iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "EVEN" of Timken India Limited.
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijaykumaracs@gmail.com with copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided at the bottom of the Annexure to the Notice dated 24 May, 2017.
- | <b><u>EVEN (Remote e-voting Event Number)</u></b>                                   | <b><u>USER ID</u></b> | <b><u>PASSWORD/PIN</u></b> |
|-------------------------------------------------------------------------------------|-----------------------|----------------------------|
| ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. |                       |                            |
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). 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).**
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2 August, 2017.
  10. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 2 August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at toll free no.: 1800-222-990.
  11. 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 aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.
  12. Mr. R Vijayakumar, Company Secretary in Practice, (FCS 6418), V.M. Arcade, No.376/A, 4th Floor, 5th Main, 14th Cross, 6th Sector, HSR Layout, Bangalore - 560 102, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
  14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
  15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.timken.com/en-in](http://www.timken.com/en-in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

**Details of Directors in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings**

| <b>Name of Director</b>                                                                                              | <b>Mr. Avishrant Keshava</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Mr. Sanjay Koul</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Brief resume of the Director                                                                                         | <p>Mr. Avishrant Keshava, Business Controller - India, CFO &amp; Whole-time Director, has work experience of about 25 years including 16 years with the Company. He was named to this position in 2015. He has worked in various positions in Finance.</p> <p>Mr. Keshava started his career with Modi Cement in May 1993 and moved to Hyderabad in Pharma Industry. He joined the Company as Asst. Manager in 2000 and moved up through the Organization to reach Plant Controller in 2009. He was promoted as Deputy Controller Accounts and relocated to Bangalore in April, 2012 and later in 2014, he occupied the position of Controller of Accounts - India.</p> | <p>Mr. Sanjay Koul is currently the Chairman &amp; Managing Director of the Company. He has responsibility for business and manufacturing operations, financial performance and acceleration of growth in the markets in India. He was named to this position in 2012.</p> <p>Mr. Koul joined Timken in 1990 as a Production Engineer in Jamshedpur plant in India. Since then, he has served in leadership positions within the rail and supply chain organizations. In 2007, he was named general manager and site lead of the Jamshedpur Plant. Two years later, he was named general manager of supply chain operations in Asia working out of Wuxi, China, and in 2011, he was named director of manufacturing and supply chain management for Asia based out of China.</p> <p>Before joining Timken, Mr. Koul served with Union Carbide India Ltd. as a production supervisor and also as an engineer with an urban environmental agency in India.</p> |
| Date of Birth/Age                                                                                                    | 17 January, 1968/ 49 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 20 December, 1964/52years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Date of first appointment                                                                                            | 30 September, 2015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 26 October, 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Expertise in specific functional areas                                                                               | <ul style="list-style-type: none"> <li>● Finance &amp; Accounting</li> <li>● General Management</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>● Manufacturing</li> <li>● Sales &amp; Marketing</li> <li>● Supply Chain &amp; Quality</li> <li>● General Management</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Qualifications                                                                                                       | <ul style="list-style-type: none"> <li>● Bachelor's Degree in Commerce</li> <li>● Associate Member of The Institute of Chartered Accountants of India</li> <li>● Associate Member of The Institute of Cost &amp; Works Accountants of India</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                  | <ul style="list-style-type: none"> <li>● Bachelor's Degree in Mechanical Engineering , Birla Institute of Technology and Science, Pilani</li> <li>● Master's Degree in Business Administration, Xavier Labour Relations Institute, Jamshedpur,</li> <li>● EDGE Executive, Development Program Darden School of Business, University of Virginia.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| List of companies in which outside Directorship/Chairmanship and Membership of a Committee held as on 31 March, 2017 | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March, 2017     | <ul style="list-style-type: none"> <li>● Timken India Limited :<br/>Member - Corporate Social Responsibility Committee<br/>Member - Risk Management Committee</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <ul style="list-style-type: none"> <li>● Timken India Limited :<br/>Member - Audit Committee.<br/>Member - Stakeholders Relationship Committee<br/>Chairman - Corporate Social Responsibility Committee<br/>Chairman - Risk Management Committee</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Shareholding in the Company                                                                                          | 2 Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Relationship with other Directors/KMP                                                                                | No relationship with other Directors/KMP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | No relationship with other Directors/KMP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| No of Board Meetings attended in 2016-17                                                                             | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Terms of Appointment                                                                                                 | Liable to retire by rotation. Mr. Keshava was appointed as Whole-time Director at 29 <sup>th</sup> Annual General Meeting of the Company held on 10 August, 2016 for the period of 5 years w.e.f. 30 September, 2015.                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Not liable to retire by rotation. Terms of re-appointment are to be approved at 30 <sup>th</sup> Annual General Meeting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Remuneration paid in 2016-17 (₹)                                                                                     | 38,60,136                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 1,94,49,341                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Remuneration sought to be paid                                                                                       | As approved by the members of the Company at 29 <sup>th</sup> Annual General Meeting held on 10 August, 2016                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | For terms of engagement, please refer to the explanatory statement relating to item no. 5 of the accompanying Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

## TIMKEN INDIA LIMITED

Regd. Office: 39-42, Electronic City, Phase - II, Hosur Road, Bangalore - 560 100

CIN: L29130KA1996PLC048230

Phone No. 080-41362000, Fax No. 080-41362010

Website: [www.timken.com/en-in](http://www.timken.com/en-in) Email Id: [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com)

### ATTENDANCE SLIP

Name .....Client Id\* .....

Folio No. ....DP Id\* .....

No. of Shares held .....

\*applicable for investors holding share in electronic form.

I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 on Wednesday, 9 August, 2017 at 10.00AM.

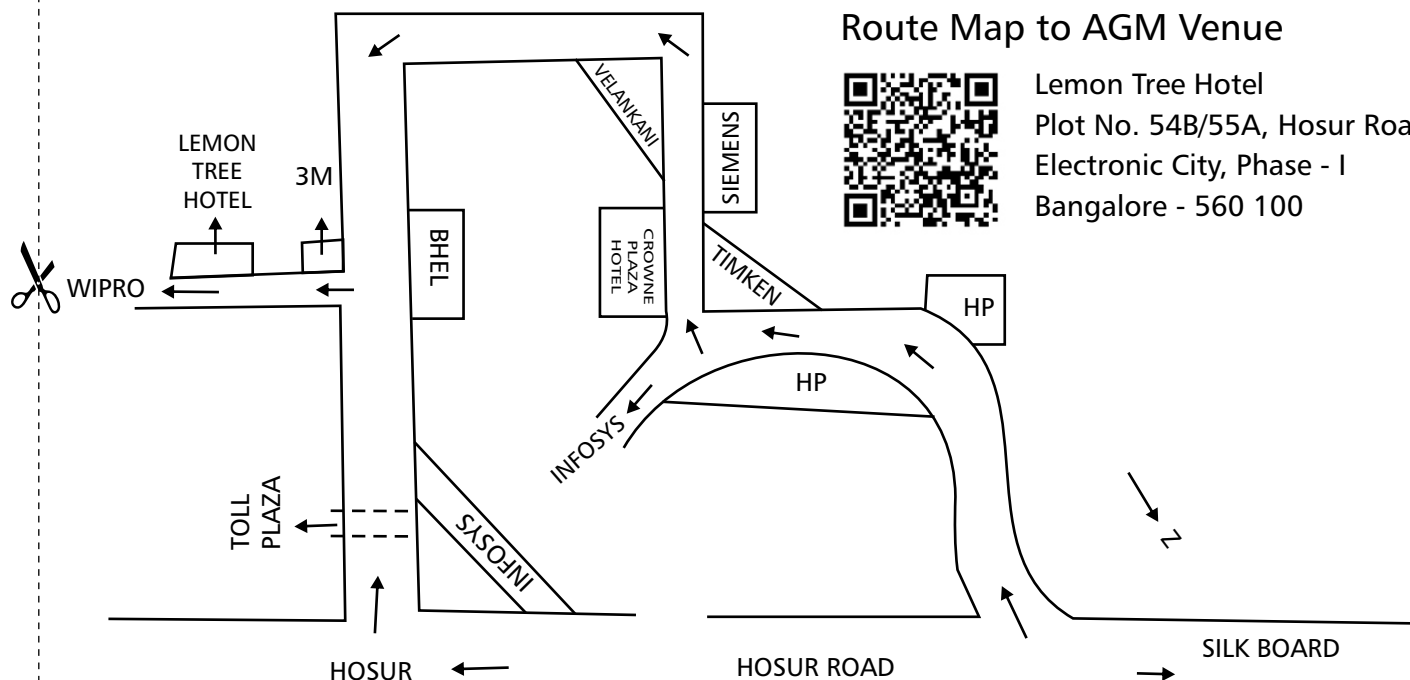
SIGNATURE OF THE MEMBER/PROXY .....

- Notes:
1. Member/proxy holders wishing to attend the meeting must bring the attendance Slip to the meeting and handover at the entrance duly signed.
  2. Members/proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.

### Route Map to AGM Venue



Lemon Tree Hotel  
Plot No. 54B/55A, Hosur Road  
Electronic City, Phase - I  
Bangalore - 560 100



NOT TO SCALE

# TIMKEN INDIA LIMITED

## Form MGT-11

### Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L29130KA1996PLC048230

Name of the company: TIMKEN INDIA LIMITED

Registered office: 39-42, Electronic City, Phase II, Hosur Road, Bangalore - 560100

Name of the member (s): .....

Registered address: .....

E-mail Id: ..... Folio No/ Client Id: DP ID: .....

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him
2. Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him
3. Name: ..... Address: .....  
E-mail Id: ..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 9 August, 2017 at 10.00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot no. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution number        | Resolution                                                                                                                                                 |
|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                            |
| 1                        | To receive, consider and adopt the Financial Statements for the year ended/as on 31 March, 2017 and the reports of the Board of Directors and the Auditors |
| 2                        | To declare dividend on Equity Share Capital of the Company                                                                                                 |
| 3                        | To appoint a Director in place of Mr. Avishrant Keshava (DIN: 07292484), who retires by rotation and, being eligible, offers himself for reappointment     |
| 4                        | To appoint Auditors of the Company                                                                                                                         |
| <b>Special Business</b>  |                                                                                                                                                            |
| 5                        | Re-appointment of Mr. Sanjay Koul (DIN: 05159352) as Chairman & Managing Director                                                                          |
| 6                        | Ratification of remuneration payable to the Cost Auditors for the year 2017-18                                                                             |

Signed this ..... day of ..... 2017.

Signature of shareholder : .....

Signature of Proxy holder(s) : .....

Affix  
Revenue  
Stamp

Note : 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 30<sup>th</sup> AGM.