

1 February, 2018

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

Sub: Outcome of the NCLT Convened meetings of the equity shareholders and unsecured creditors of Timken India Limited ('the Company')

We wish to inform you that at the meetings of the equity shareholders and unsecured creditors of the Company held on February 01, 2018 at 10:00 AM (IST) and 02:00 PM (IST) respectively, on the directions of the National Company Law Tribunal, Bengaluru Bench ('NCLT') vide its order dated December 14, 2017 to consider and approve Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective shareholders and creditors ('Scheme'), the equity shareholders and unsecured creditors of the Company have duly approved the Scheme with requisite majority.

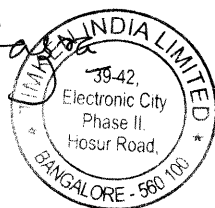
Scrutinizer's Reports along with the details of the voting results of the equity shareholders' and unsecured creditors' meetings are enclosed herewith for your information and record.

Thanking you,

Yours faithfully,

For Timken India Limited

Soumitra Hazra
Soumitra Hazra
Company Secretary
& Chief Compliance



Encl: as above

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

Timken India Limited

Record Date of Postal Ballot	26th December, 2017
Total number of shareholders on record date	51630
No. of Shareholders voted through e-voting or through physical ballot	
Promoters and Promoter Group	1
Public Institution	64
Public Others	283

Details of Agenda :

Resolution - Approval of Amalgamation and Arrangement between ABC Bearing Ltd. (Transferor Company) and Timken India Ltd. (Transferee Company) and their respective shareholders and creditors and related matters thereto.

Resolution required (Ordinary/ Special)	Majority in number representing 3/4th in value
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	0.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	50999988	50999988	100.00	50999988	0	100.00	0.00
Public - Institutions	E-Voting		3804598	46.81	3804598	0	100.00	0.00
	Poll	8128427	278000	3.42	278000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	8128427	4082598	50.23	4082598	0	100.00	0.00
Public-Non Institutions	E-Voting		652896	7.36	652533	363	99.94	0.06
	Poll	8871569	656	0.01	656	0	100.00	0.00
	Postal Ballot		8504	0.10	8500	4	99.95	0.05
	Total	8871569	662056	7.46	661689	367	99.94	0.06
Total		67999984	55744642	81.98	55744275	367	99.9993	0.0007

Sanika

3942

Electronic City
Phase II
Hosur Road,
BANGALORE - 560 095

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AT BENGALURU

In the matter of the Companies Act, 2013

AND

In the matter of **TIMKEN INDIA LIMITED**

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013

AND

In the matter of Scheme of Amalgamation and Arrangement between ABC
Bearings Limited and Timken India Limited and their respective shareholders
and creditors

Company Application No. CA(CAA) 85/BB/2017

SCRUTINIZER'S REPORT

To,
The Chairman of
NCLT convened Meeting of the Equity Shareholders of
Timken India Limited
held on Thursday, February 01, 2018 at 10:00 a.m.
at Tangerine Conference Hall, Lemon Tree Hotel,
Plot No. 54B/55A Hosur Main Road,
Electronic City, Phase I,
Bangalore - 560 100

Dear Sir,

The National Company Law Tribunal, Bengaluru Bench has appointed me as the Scrutinizer of the meeting of the equity shareholders of Timken India Limited ("the Company") vide order dated December 14, 2017 for conducting the postal ballot, Remote e-Voting process and ballot voting at the meeting of Equity Shareholders of the Company held on Thursday, February 01, 2018 at 10:00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A Hosur Main Road, Electronic City, Phase I, Bangalore - 560 100 ("**Meeting**") in a fair and transparent manner for the resolution set out in the Notice of the Meeting.

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 by the

Sannikē Hagra

Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable Secretarial Standards, the Company had provided its equity shareholders the Remote e-Voting facility as provided by NSDL for the Resolution as set out in the Notice of the said Meeting.

2. The facility of voting through postal ballot forms was also made available to the equity shareholders of the Company.
3. Further, the facility for voting through ballot paper forms was made available at the Meeting for those equity shareholders/ proxy holders who attended the Meeting and have not cast their vote by Remote e-Voting or postal ballot.
4. I submit my report as under:
 - 4.1 The Company had given the ballot paper forms to the equity shareholders who were present at the Meeting held on Thursday, February 01, 2018 at 10:00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A Hosur Main Road, Electronic City, Phase I, Bangalore - 560 100.
 - 4.2 Particulars of all the ballot paper forms received from the equity shareholders and the votes cast by Remote e-Voting and through postal ballot have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.
 - 4.4 The ballot forms were duly opened in my presence along with under-signed two witnesses, Mr. Manish Kumar Pandey and Mr. Himanshu Aggarwal who are not in the employment of the Company, and scrutinized. The shareholding was matched/ confirmed with the Register of Members of the Company as on December 26, 2017.
 - 4.5 I did not find any defaced or mutilated Ballot Papers.
 - 4.6 The Postal Ballot and Remote e-Voting period had commenced on Tuesday, January 02, 2018 (9:00 a.m.) and ended on Wednesday, January 31, 2018 (5:00 p.m.).
 - 4.7 I have also received a complete record from NSDL, the agency appointed for providing and supervising electronic platform, of votes cast through Remote e-Voting up to 5:00 pm on January 31, 2018.
 - 4.8 The votes cast through Remote e-Voting, postal ballot and ballot papers were unblocked on February 01, 2018 at 11:30 a.m. (IST) in the presence of two witnesses, Mr. Manish Kumar Pandey and Mr. Himanshu Aggarwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sumika Hagra

- 4.9 The Postal Ballot and Remote e-Voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of the Meeting.
5. A summary of the voting through ballot papers, postal ballot and Remote e-Voting is given in **Annexure A**.
6. I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairman who has been authorized by the National Company Law Tribunal, Bengaluru Bench to supervise the meeting of the equity shareholders.
7. On the basis of the scrutiny of the ballot papers and votes cast through postal ballot and Remote e-Voting, the Resolution as set out in the Notice of the Meeting has been passed by the equity shareholders of the Company with requisite majority.
8. You may accordingly declare the result of voting by poll process including votes cast through e-Voting and postal ballot.

Witnesses:

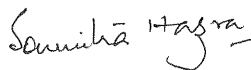


Name: Mr. Manish Kumar Pandey



Name: Mr. Himanshu Aggarwal

Thanking you.



Soumitra Hazra
Scrutinizer for the meeting
ACS 11302

Date: February 01, 2018

Annexure A

Resolution: Approval of Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective Shareholders and Creditors

Particulars	Remote E-Voting		Postal Ballot		Polling at the Meeting		Consolidated Voting Results			
	No. of Members Voted	No. of Valid votes cast	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	% of Members voted	Total No. of Votes cast	% of total number of valid votes cast
Voted in favour of the Resolution	210	5,54,57,119	66	8,500	68	2,78,656	344	98.85	5,57,44,275	99.99
Voted against the Resolution	3	363	1	4	0	0	4	1.15	367	0.01
Total Votes	213	5,54,57,482	67	8,504	68	2,78,656	348	100	5,57,44,642	100
Invalid Votes	-	-	-	-	-	-	-	-	-	-

Manish Kumar Pandey

Himanshu

Savitika Haryana

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

AT BENGALURU

In the matter of the Companies Act, 2013

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Bearings Limited and Timken India Limited and their respective shareholders

and creditors

Company Application No. CA(CAA) 85/BB/2017

SCRUTINIZER'S REPORT

To,
The Chairman of
NCLT convened Meeting of the Unsecured Creditors of
Timken India Limited
held on Thursday, February 01, 2018 at 02:00 p.m.
at Tangerine Conference Hall, Lemon Tree Hotel,
Plot No. 54B/55A Hosur Main Road,
Electronic City, Phase I,
Bangalore - 560 100

Dear Sir,

The National Company Law Tribunal, Bengaluru Bench has appointed me as the Scrutinizer of the meeting of the unsecured creditors of Timken India Limited ("the Company") vide order dated December 14, 2017 for conducting the ballot voting at the meeting of unsecured creditors of the Company held on Thursday, February 01, 2018 at 02:00 p.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A Hosur Main Road, Electronic City, Phase I, Bangalore - 560 100 ("Meeting") in a fair and transparent manner for the resolution set out in the Notice of the Meeting.

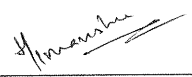
1. The facility for voting through ballot paper forms was made available at the Meeting for those unsecured creditors/proxy holders who attended the Meeting.
2. I submit my report as under:

Sammita Hagra

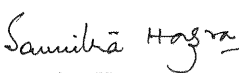
- 4.1 The Company had given the ballot paper forms to the unsecured creditors who were present at the Meeting held on Thursday, February 01, 2018 at 02:00 p.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A Hosur Main Road, Electronic City, Phase I, Bangalore - 560 100.
- 4.2 Particulars of all the ballot paper forms received from the unsecured creditors have been entered in register maintained for the purpose.
- 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.
- 4.4 The ballot forms were duly opened in my presence along with under-signed two witnesses, Mr. Manish Kumar Pandey and Mr. Himanshu Aggarwal who are not in the employment of the Company, and scrutinized. The outstanding balance as on November 30, 2017 was matched/ confirmed with the finance team of the Company.
- 4.5 I did not find any defaced or mutilated Ballot Papers.
3. A summary of the voting through ballot papers is given in **Annexure A**.
4. I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairman who has been authorized by the National Company Law Tribunal, Bengaluru Bench to supervise the meeting of the unsecured creditors.
5. On the basis of the scrutiny of the ballot papers, the Resolution as set out in the Notice of the Meeting has been passed by the unsecured creditors of the Company with requisite majority.
6. You may accordingly declare the result of voting by poll process.

Witnesses:


Name: Mr. Manish Kumar Pandey


Name: Mr. Himanshu Aggarwal

Thanking you.


Soumitra Hazra
Scrutinizer for the meeting
ACS 11302

Date: February 01, 2018

Annexure A

Resolution: Approval of Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective Shareholders and Creditors

Particulars	Voting Results by Poll		
	Total No. of unsecured creditors (in person/ proxy) Voted	Amount outstanding as on November 30, 2017 (INR)	% of total number of valid votes cast
Voted in favour of the Resolution	37	1,09,63,04,749	100
Voted against the Resolution	0	0	0
Total Votes	37	1,09,63,04,749	100
Invalid Votes	-	-	-

Sanjiv Hagra

Manish Kumar Pandey