

The Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4-A, 'G' Block,

Bandra-Kurla Complex, Bandra (East),

Mumbai – 400051, Maharashtra

December 21, 2020

Dear Sir / Madam,

Subject: Report under Regulation 10(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.

In relation to.: Timken India Limited, listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN)

Pursuant to the provision of Regulation 10(7) of the Takeover Regulations, we hereby furnish the attached report regarding transfer of entire holding in Timken (Gibraltar) Limited ("**Timken Gib**") by The Timken Company ("**Timken Co US**") to Timken Netherlands Holdings B.V. ("**Timken BV**") in exchange of new shares issued in Timken BV. Timken Gib indirectly owns 67.8% of the share capital of Timken India Limited ("**Target Company**"). Timken Co US is the ultimate holding company.

The intimations under Regulation 10(5) and Regulation 10(6) of the Takeover Regulations have been filed with the stock exchanges on December 01, 2020 and December 10, 2020 respectively.

The applicable fees of INR 1,50,000 was paid through RTGS / NEFT to the following account:

Name of Bank Account: Securities and Exchange Board of India

Name of Branch: Bank of India, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

Bank Account No: 012210210000007, IFSC Code: BKID000122

Date of Payment: December 18, 2020

Payment Reference No: N353201344982186

Purpose of Payment: Fees under Regulation 10(7) of the Takeover Regulations

We request you to take record	of the same and acknowledge.
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Thanking you

For and on behalf of Timken Netherlands Holdings B.V.

Thesal-Wilson

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatories

Encl.: Report under Regulation 10(7) in prescribed format



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We request you to take record of the same and acknowledge.	
Thanking you	
For and on behalf of Timken Netherlands Holdings B.V.	
	C'And
(Teresa L. Wilson)	(Sjaak van Boxtel)
Authorized signatories	

Encl.: Report under Regulation 10(7) in prescribed format



# Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Gen	neral Details		
	a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Timken Netherlands Holdings B.V. Address: Stephensonweg 12, 4207HB Gorinchem Netherlands Telephone: 234-262-2455 Email: teri.wilson@timken.com	
	b.	Whether sender is the acquirer (Y/N)	Y	
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)			
	d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not applicable	
2	Con	apliance of Regulation 10(7)		
	a.	Date of Report	December 21, 2020	
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes	
	c.	Whether the report is accompanied with fees as required under Regulation 10(7)	Yes  RTGG / NEFT reference No. N353201344982186 dated December 18, 2020	
3	Con	ppliance of Regulation 10(5)		
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition.	Yes	
	b.	Date of Report	December 01, 2020	
4	Con	ppliance of Regulation 10(6)		



	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes			
	b.	Date of Report	December 10	, 2020		
5	Det	ails of the Target Company	-			
	a.	Name & address of TC	Timken India Limited			
					hase I, Hosur R rnataka, India	Road,
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange (BSE Limited) and National Stock Exchange (National Stock Exchange of India Limited)			
6	Det	ails of the acquisition				
	a.	Date of acquisition	December 09, 2020			
	b.	Acquisition price per share (in Rs.)	Indirect acquisition for non-cash consideration. The Timken Company ("Timken Co US") transferred its ownership interest of 100% in Timken (Gibraltar) Limited ("Timken Gib") to Timken Netherlands Holdings B.V. ("Timken BV") in exchange of new shares issued by Timken BV.			nsferred its Gibraltar) erlands
	c.	Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 5			
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total	Before the acc	quisition	After the acqu	uisition
		share/voting capital of the TC)(*)	No. of Shares	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
		Name(s) of the acquirer(s)(**)				
		Timken Netherlands Holdings B.V.	0	0%	0	0%
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%
	e.	Shareholding of seller/s in TC (in	Before the acc	quisition	After the acqu	usition



		terms of no: & as a percentage of	NI - C	0/	NI - C	0/
		the total share/voting capital of the TC) (*)	No. of Shares	% w.r.t total share capital / voting rights	No. of Shares	% w.r.t total share capital / voting rights of TC
		The Timken Company	0	0%	0	0%
7	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii)					uisition
	a.	Provide the names of the seller/s	The Timken C	Company		
	b.	Specify the relationship between the acquirer/s and the	Timken BV is Co US.	a wholly ov	vned subsidiary	of Timken
		seller/s.	Timken Co US held 100% ownership interest in Timken Gib which indirectly holds 100% of equity shares in Timken Singapore Pte. Limited ("Timken Singapore").			6 of equity
			Timken Singapore is a promoter of the Target Company holding 67.80% of the equity shares of the Target Company.			
			Pursuant to the transaction, Timken BV holds 100% ownership interest in Timken Gib and Timken Co Us continues to indirectly hold 67.80% of the equity shares of the Target Company.			
	*				impact or alter Target Compar	
	c.	Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations	We confirm that the acquirer and the seller satisfy the relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations  INR 1,112.76			
	d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.				
	e.	If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable			



 *		
f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	Not applicable as the indirect transfer was undertaken for consideration other than cash.
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	December 01, 2020
h.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N).	<ol> <li>The acquirer confirms that the transferor and the transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations to the extent applicable.</li> </ol>
	2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	2) Not Applicable
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.	The acquirer hereby declares that all the conditions specified under Regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.



#### NOTE:

- (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (\*\*) Shareholding of each entity shall be shown separately as well as collectively.

For and on behalf of Timken Netherlands Holdings B.V.

Thesa L. Wesor

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatories

Date: December 21, 2020

Place: North Canton, Ohio, USA

Encl.: Intimations filed under Regulations 10(5) and 10(6) of Takeover Regulations



### NOTE:

- (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (\*\*) Shareholding of each entity shall be shown separately as well as collectively.

For and on behalf of Timken Netherlands Holdings B.V.

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatories

Date: December 21, 2020

Place: North Canton, Ohio, USA

Encl.: Intimations filed under Regulations 10(5) and 10(6) of Takeover Regulations



User: ANUPAM Domain: TIMKEN Date/Time: 18/12/2020 02:59:07 pm

User: ANUPAM Domain: TIMKEN Date/
Last Successful Login 18/12/2020 10:42:54 am
Last UnSuccessful Login 18/12/2020 10:43:37 am

Account Services | Administration | Message Center | Help | Corporate Internet Banking

Customer Support Home FAQ

 
 Account No.
 New Account No.
 Booking Date
 Credit Amount
 Debit Amount
 Value Date
 Ref/Chg NO

 00870310000020
 00870310000020
 18/12/2020
 150,000.00
 18/12/2020
 N353201344982186
 Balance Statements View Statements Consolidated Download Search

Transaction Description

NEFT DY-BKID0000122-SECURITIES AND EXCHANGE BOARD OF INDIA-SAKCHI-N353201344982186 Statements Format



Corporate Relations Department

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

**BSE Limited** 

Mumbai - 400 001

BSE Code: 522113

The Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C-1,

Block G, Bandra - Kurla Complex,

Bandra (East), Mumbai - 400 051

NSE Code: TIMKEN EQ

December 01, 2020

Dear Sir / Madam

Subject: Disclosure under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.

Timken India Limited is a public limited company ("Target Company") listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN EQ).

The Timken Company ("Timken Co US") is a corporation incorporated under the laws of the State of Ohio, USA and is indirectly holding 67.8% equity shares carrying voting rights in the Target Company through step down subsidiaries. Timken Co US is the ultimate holding company.

Timken Co US holds 100% shares in Timken (Gibraltar) Limited ("Timken Gib") which indirectly holds 67.80% of the equity shares of the Target Company through step down subsidiaries.

This is to inform you that Timken Co US proposes to transfer its entire holding in Timken Gib to Timken Netherlands Holdings B.V. ("Timken BV") in exchange of new shares issued in Timken BV ("Proposed Transaction"). Timken BV is a 100% subsidiary of Timken Co US.

Pursuant to the Proposed Transaction, Timken BV will directly hold 100% of the equity shares of Timken Gib. Further, Timken Co US will indirectly hold 100% of the equity shares of Timken Gib and continues to indirectly hold 67.80% of the equity shares of the Target Company.

We hereby file the prescribed disclosures in the format prescribed under Regulation 10(5) of the Takeover Regulations with respect to the Proposed Transaction.

We request you to please take these disclosures on record.

Thanking you

For and on behalf of Timken Netherlands Holdings B.V.

- (Sjaak van Boxtel)

-- (Teresa L. Wilson)

Authorized signatories

Encl.: Disclosure under Regulation 10(5) in prescribed format



# Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	N	ame of the Target Company (TC)	Timken India Limited			
2.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Timken Netherlands Holdings B.V. ("Timken BV") is a wholly owned subsidiary of The Timken Company ("Timken Co US"). Timken Co US holds 100% shares in Timken (Gibraltar) Limite ("Timken Gib") which indirectly holds 100% of equity shares in Timken Singapore Pte. Limited ("Timken Singapore"). Timken Singapore is promoter of the TC holding 67.80% of the equity shares of the TC.			
3.						
			Pursuant to the proposed transaction, Timken BV will hold 100% equity shares in Timken Gib. Timken Co US will remain as the ultimate holding company of the TC.			
			The proposed transaction will not impact or alter the relationship between the TC and its promote			
4.	Details of the proposed acquisition					
	a.	Name of the person(s) from whom shares are to be acquired	The Timken Company			
	b.	Proposed date of acquisition	December 09, 2020			
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	No equity shares of the Target Company are being acquired. Timken Co US proposes to transfer its 100% ownership interest in Timken Gib to Timken BV. Pursuant to the proposed transaction, Timken BV will directly hold 100% in			
	d.	Total shares to be acquired as % of share capital of TC	Timken Gib and Timken Co US will continue to indirectly hold 67.80% of the equity shares of the TC.			
	e.	Price at which shares are proposed to be acquired	Indirect acquisition for non-cash consideration. Timken Co US will transfer 100% shares in Timken Gib to Timken BV in exchange of new shares to be issued by Timken BV to Timken Co US.			
A.A.II	f.	Rationale, if any, for the proposed transfer	Internal group re-organization			
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		Sub-clause (iii) of Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")			



6.	pr tra	frequently traded, volume weighted average arket price for a period of 60 trading days receding the date of issuance of this notice as aded on the stock exchange where the aximum volume of trading in the shares of the C are recorded during such period.	INR 1,112.76			
7.	in	in-frequently traded, the price as determined terms of clause (e) of sub-regulation (2) of gulation 8.	Not applica	Not applicable		
8.	pr th	eclaration by the acquirer, that the acquisition ice would not be higher by more than 25% of e price computed in point 6 or point 7 as uplicable.	Not applicable as the transfer is of equity shares of Timken Gib from Timken Co US to Timken BV			
9.	pr co in (c	Declaration by the acquirer, that the transferor and transferee have complied (during 3 years ior to the date of proposed acquisition) / will amply with applicable disclosure requirements. Chapter V of the Takeover Regulations, 2011 orresponding provisions of the repealed akeover Regulations, 1997)	i. The acquirer confirms that the transferor and the transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 to the extent applicable.			
	pr	The aforesaid disclosures made during revious 3 years prior to the date of proposed equisition to be furnished.	ii. Not Applicable			
10.	co	eclaration by the acquirer that all the inditions specified under regulation 10(1)(a) ith respect to exemptions has been duly implied with.	The acquirer hereby declares that all the conditions specified under Regulation 10(1)(a)(i with respect to exemptions has been duly complied with.			
11.	Sh	areholding details	Before the proposed transaction			
			No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)				
		Timken Netherlands Holdings B.V.	О	0%	0	0%
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%
	Ъ	Seller (s)				
		The Timken Company	o	0%	О	0%



#### Note:

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of Timken Netherlands Holdings B.V.

----- (Sjaak van Boxtel)

T. U. Wilson) Authorized

signatory

Date: December 01, 2020

Place: Gorinchem, Netherlands and North Canton, Ohio



Corporate Relations Department

The Listing Department

**BSE** Limited

National Stock Exchange of India Limited

Phiroze Jeejeebhoy Towers

Exchange Plaza, 5th Floor, Plot No. C-1,

Dalal Street, Fort,

Block G, Bandra - Kurla Complex,

Mumbai - 400 001

Bandra (East), Mumbai – 400 051

BSE Code: 522113

NSE Code: TIMKEN

December 10, 2020

Dear Sir / Madam

Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.

We refer to the stock exchange intimation submitted by us in terms of Regulation 10(5) of the Takeover Regulations on December 01, 2020 ("10(5) Intimation").

Upon consummation of the transaction set forth in 10(5) Intimation, we hereby file the prescribed disclosures under the format prescribed under Regulation 10(6) of the Takeover Regulations.

#### We would like to submit that:

- Timken India Limited is a public limited company ("Target Company") listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN). The Timken Company ("Timken Co US") is a corporation incorporated under the laws of the State of Ohio, USA and is indirectly holding 67.8% equity shares carrying voting rights in the Target Company through step down subsidiaries. Timken Co US is the ultimate holding company.
- Timken Co US holds 100% shares in Timken (Gibraltar) Limited ("Timken Gib") which indirectly
  holds 67.80% of the equity shares of the Target Company through step down subsidiaries.
- This is to inform you that Timken Co US transferred its entire holding in Timken Gib to Timken Netherlands Holdings B.V. ("Timken BV") in exchange of new shares issued in Timken BV ("Transaction"). Timken BV is a 100% subsidiary of Timken Co US.
- Pursuant to the Transaction, Timken BV directly holds 100% of the equity shares of Timken Gib. Further, Timken Co US indirectly holds 100% of the equity shares of Timken Gib and continues to indirectly hold 67.80% of the equity shares of the Target Company.

We hereby file the prescribed disclosures in the format prescribed under Regulation 10(6) of the Takeover Regulations, with respect to the Transaction.

We request you to please take these disclosures on record.

Thanking you

For and on behalf of Timken Netherlands Holdings B.V.

(Teresa L. Wilson)

Teleal. Wilson

(Sjaak van Boxtel)

Authorized signatory

Encl.: Disclosure under Regulation 10(6) in prescribed format

We hereby file the prescribed disclosures in the format prescribed under Regulation 10(6) of the Takeover Regulations, with respect to the Transaction.

We request you to please take these disclosures on record.

Thanking you

For and on behalf of Timken Netherlands Holdings B.V.

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatory

Encl.: Disclosure under Regulation 10(6) in prescribed format



# Format for Disclosures under Regulation 10(6) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Timken India Limited
2.	Name of the acquirer(s)	Timken Netherlands Holdings B.V.
3.	Name of the stock exchange where shares of the TC are listed	Bombay Stock Exchange (BSE Limited) and National Stock Exchange (National Stock Exchange of India Limited)
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	No equity shares of Target Company were acquired directly.  Timken Netherlands Holdings B.V. ("Timken BV") is a wholly owned subsidiary of The Timken Company ("Timken Co US"). Timken Co US holds 100% shares in Timken (Gibraltar) Limited ("Timken Gib") which indirectly holds 100% of equity shares in Timken Singapore Pte. Limited ("Timken Singapore"). Timken Singapore is a promoter of the TC holding 67.80% of the equity shares of the TC.  Timken Co US transferred 100% shares of Timken Gib to Timken BV.  Pursuant to the transaction, Timken BV holds 100% equity shares in Timken Gib. Timken Co US remains as the ultimate holding company.
		The transaction does not impact or alter the relationship between the TC and its promoter.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Sub-clause (iii) of Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,  - whether disclosure was made and whether it was made within the timeline specified under the regulations.  - date of filing with the stock exchange.	Disclosure under Regulation 10(5) of the Takeover Regulations was made on December 02, 2020 to the Stock Exchanges and within the timeline specified under the Takeover Regulations.



	Details of acquisition		Disclosures required to b made under regulation 10		Whether the disclosures under regulation 10(5) are actually made		
	a.	Name of the transferor / seller	The Timken	Company	Yes		
	b.	Date of acquisition	December o	9, 2020	Yes		
	d.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above  Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	No equity shat Target Compacquired directly how for the Company. To US continue indirectly how for 80% of the Shares of the Company. The Company of the Company of the Shares of the Sha	lany were ectly.  JS ts 100% hterest in to Timken t to the Timken o% shares ib and hlds he equity e Target himken Co s to hld he equity	Yes Yes		
	e.	Price at which shares are proposed to be acquired / actually acquired	Indirect acque for non-cash consideration Co US transformership in 100% in Time to Timken Bexchange of shares issued Timken BV.	on. Timken ferred its nterest of nken Gib IV in new	Yes		
8.	. Shareholding details		Pre-Transaction		Post-Transaction		
	Account A.S.		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC	
	a	Each Acquirer / Transferee					
		Timken Netherlands Holdings B.V.	О	0%	О	0%	
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%	



b	Each Seller / Transferor				
	The Timken Company	О	0%	o	0%

#### Note:

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is
  more than one acquirer, the report shall be signed either by all the persons or by a person duly
  authorized to do so on behalf of all the acquirers.

For and on behalf of Timken Netherlands Holdings B.V.

Thesal Wilson

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatory

Date: December 10, 2020

Place: North Canton, Ohio, USA

	b	Each Seller / Transferor				
		The Timken Company	О	0%	О	0%

# Note:

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of Timken Netherlands Holdings B.V.

\_\_\_\_\_

(Teresa L. Wilson)

(Sjaak van Boxtel)

Authorized signatory

Date: December 10, 2020

Place: North Canton, Ohio, USA